

## BYLAWS OF THE MICHIGAN ASSOCIATION OF COLLEGIATE REGISTRARS AND ADMISSIONS OFFICERS

### 1. OFFICES

**1.01 Principal Office.** The principal office of the Association shall be at such place within the state of Michigan as the board of directors may determine from time to time.

**1.02 Other Offices.** The board of directors may establish other offices in or outside the state of Michigan.

### 2. MEMBERS

**2.01 Eligibility for Membership.**

**2.01.02** Membership is subject to approval by the board of directors. To be eligible for membership in the Association, an individual must satisfy the following requirements:

**2.01.01** Institutional membership. Shall be considered for college-level degree-granting institutions of higher education in Michigan if they are accredited by an accrediting ~~a~~ Association approved by the Council for Higher Education Accreditation (CHEA) recognized by the US Department of Education. (formerly CORPA) and listed in the Directory of Michigan Institutions of Higher Education. Institutional members are entitled to vote in matters put before members of the Association.

**Commented [CLW1]:** More accurately describes desired attributes of potential members

**2.01.02** Affiliate membership. Open to organizations that provide services to, or establish partnerships with, institutional members. Affiliate members are not entitled to vote in matters put before the members of the Association.

**2.01.03** Individual membership. Open to individuals who have an interest in and support the principles of the Association ~~formerly employed at a MACRAO member institution who are no longer associated with higher education, or currently enrolled students at a MACRAO member institution.~~ Individual members are not entitled to vote in matters put before the members of the Association.

**Commented [CLW2]:** Redundant

**2.02.04** Honorary membership. Past Presidents of the Association and individuals no longer affiliated with MACRAO member institutions,

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who have given significant service to the Association, may be recommended to the board of directors for honorary membership by any representative of a member institution. The board of directors will then vote to elect honorary members. Honorary members are not entitled to vote in matters put before the members of the Association.

2.02.05 MACRAO Alumni membership. Open to previous members that have retired. Alumni members are not entitled to vote in matters put before the members of the Association.

2.02.06 Student membership. Open to individuals currently enrolled in a post-secondary education program with interests in a career in post-secondary education. Student members are not entitled to vote in matters put before the members of the Association.

**Commented [CLW3]:** Creating an opportunity for previously active members to remain connected in retirement

**Commented [CLW4]:** Create an opportunity for students desirous of a career pathway that aligns with our membership to gain early exposure. Creates the potential to start encouraging and developing potential members earlier.

2.02.03 Eligibility for Directors and Officers. Only representatives of institutional members may serve as directors or officers in the Association. Affiliate, individual, ~~and~~ honorary, alumni, student, and K-12 members may hold committee positions within the Association. Eligibility to participate in MACRAO sponsored events shall be open ~~to representatives of institutional, affiliate, individual, honorary members~~ to individuals qualifying under one of the above membership categories and invited guests.

2.03.04 Membership Dues. Dues are collected to cover expenses in support of the membership to accomplish the objectives and purposes of the ~~organization~~ Association. The board shall annually review and recommend changes in membership dues to be voted upon at the Annual Meeting and implemented the following fiscal year.

2.03.01 The annual institutional membership dues shall be no less than one hundred fifty dollars (\$150.00) or more than two hundred dollars (\$200.00) as determined by the board of directors.

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~~2.03.02~~ The annual affiliate membership dues shall be no less than two hundred fifty dollars (\$250.00) or more than three hundred dollars (\$300.00) as determined by the board of directors.

~~—~~ The annual individual membership dues shall be no less than fifty dollars (\$50.00) or more than seventy five dollars (\$75.00) as determined by the board of directors.

~~—~~ The annual student membership dues shall be no less than XX dollars (\$XX.XX) or more than XX dollars (\$XX.XX) as determined by the board of directors.

~~—~~ The annual K-12 membership dues shall be no less than XX dollars (\$XX.XX) or more than XX dollars (\$XX.XX) as determined by the board of directors.

~~2.04~~2.05 *Payment of Membership Dues.* Membership dues are due by August 31 of each year. Invoices for membership fees shall be sent no later than June 1 of each year.

~~2.05~~2.06 *Termination of Membership.* Membership may be terminated by the board of directors on the occurrence of any of the following events:

~~2.05-01~~2.06.01 Failure to pay dues within 90 days after written notice of payment due.

~~2.05-02~~2.06.02 Failure to satisfy the eligibility requirements of section 2.01 of this article.

~~2.06~~2.07 *Dues Penalties.* Members who fail to pay the annual membership fee by ~~the deadline August 31 of each year~~ shall ~~may~~ be subject to late fees, loss of membership or other sanctions as approved by the Board of Directors ~~a \$50.00 late fee and other membership sanctions after appropriate notification by the Board of Directors/Executive Committee, regardless of membership category. Membership sanctions include:~~

~~2.07~~ ~~Remove access from MTN (Michigan Transfer Network. Please note that public institutions may be out of compliance with state requirements per P.A. 201 of 2012 Sec. 265a(c).~~

~~2.08~~ ~~Remove access to MACRAO Member Services~~

~~2.09~~ ~~Remove access to MACRAO/Cvent List Serve.~~

**Commented [CLW5]:** By listing the fees here, a bylaw change is required for any increases. Adding language requiring a vote on any proposed dues change ensures awareness

**Commented [CLW6]:** "May" gives us flexibility to handle unique situations. Language approved by legal counsel.

**Commented [CLW7]:** No longer relevant

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~~2.10~~ ~~No voting rights at the Annual Meeting.~~

~~2.11~~ ~~Restrict participation in the MACRAO College/Day Night and Transfer Fairs.~~

~~2.122.08~~ *Appeals of Termination or Dues Penalties.* Appeals of any termination imposed pursuant to section 2.05 or penalty imposed pursuant to section 2.05 shall be sent to the president for presentation to and a decision by the board of directors.

~~2.132.09~~ *Reinstatement of Membership.* ~~Institutional, affiliate and individual~~ Members who fall into arrears and are removed as a result of membership sanctions must reapply for ~~membership reinstatement under the current membership criteria, must pay membership fees for the two most recent years and the \$50 late fee within 30 days from the invoice date.~~

~~2.142.10~~ *Annual Meeting of Members; Fee.* The annual meeting of the members shall be held ~~in November on a date and time established by the board of directors, or if no date is established, then on November 30 or each year unless the members designate another date by written consent or ballot. If the annual membership meeting is not held at that date, the board shall cause the meeting to be held as soon thereafter as is convenient. at such time, date, and place as is determined by the board of directors. The board of directors shall have the power to omit the annual meeting if deemed necessary.~~ At each annual meeting ~~of members~~, directors shall be elected as specified in section 3.03 and any other business shall be transacted that may come before the meeting. The board of directors will determine an annual meeting ~~of members~~ registration fee. This fee is applicable to each person in attendance, excluding honorary members and special guests of the Association.

~~2.152.11~~ *Special Meetings.* Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.

**Commented [CLW8]:** These are implied benefits and are also limiting

**Commented [CLW9]:** Eliminated text was determined to be too restrictive when our ultimate goal is to get members back.

**Commented [CLW10]:** Language was updated by the Association's Legal counsel to better align our bylaws with the Non-Profit Act's provisions for membership organizations.

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~~2.16~~2.12 *Place of Meetings.* All membership meetings shall be held at such place as is determined by the board of directors and stated in the notice of the meeting.

~~2.17~~2.13 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purpose(s) of a membership meeting shall be given as follows:

~~2.17.01~~2.13.01 At each annual meeting, or as soon thereafter as possible, notice shall be given of the next annual meeting.

~~2.17.02~~2.13.02 For other meetings, written notice shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at their last address as it appears on the books of the Association. Alternatively, notice may be published in the Association's newsletter, provided that the newsletter is published at least semiannually and is distributed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

~~2.18~~2.14 *Record Dates.* The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action.

~~2.19~~2.15 *List of Members.* The secretary of the Association or the agent of the Association having charge of the membership records of the Association shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address contact information of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

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~~2.20~~2.16 *Quorum.* Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented 51% of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

~~2.21~~2.17 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

~~2.22~~2.18 *Voting.* Only institutional members whose current dues are paid prior to the annual meeting are eligible to vote on the affairs of the Association. Each institutional member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members present and entitled to vote, unless a greater vote is required by statute.

2.19 *Meeting by Telephone or Similar Equipment.* A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting. A member intending to participate through this option must notify the president of the Association ten days in advance.

~~2.23~~2.20 *Action without a meeting.* Any action required or permitted by the Michigan Non-Profit Corporation Act to be taken at an annual or special meeting of the members may be taken without a meeting, prior notice, or a vote, if a consent in writing setting forth the action so taken is 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 were present and voted. Prompt notice of the taking of the corporate action

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[without a meeting by less than unanimous vote shall be given to members who have not consented in writing.](#)

### 3. BOARD OF DIRECTORS

- 3.01 General Powers.** The business, property, and affairs of the Association shall be managed by the board of directors. The board of directors shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) not inconsistent with the Articles, these Bylaws, or the laws of the State of Michigan. In addition to, and not in limitation of, all powers mentioned, the board of directors shall have the power to raise money for corporate purposes.
- 3.02 Number.** The board is comprised of five directors, all of whom are also officers of the Association: the president, president-elect, immediate past president, secretary, and treasurer.
- 3.03 Election and Tenure.** Directors shall be elected and hold office as follows:
- 3.03.01** The president-elect shall be elected at each annual meeting for a total term of three years, as the individual shall serve one year as president-elect followed by one year as president followed by one year as immediate past president.
- 3.03.02** The secretary shall be elected at an annual meeting every three years and shall hold office for three years.
- 3.03.03** The treasurer-elect shall be elected at an annual meeting every two years for a total term of three years, as the individual shall serve one term as treasurer-elect and then serve two years as treasurer.
- 3.03.04** Directors shall hold office until the adjournment of the meeting in which his/her successor is elected or otherwise succeeds to that office according to the provisions of these bylaws.
- 3.03.05** Should any annual meeting be omitted, or the time for it changed, the time between two consecutive meetings shall be counted as one year in the provisions of this section.

**Commented [CLW11]:** New Language added by the Association's legal counsel to align with our Articles of Incorporation, which allows the membership to take action by a majority vote outside the annual or special meetings. They thought it was an important enough provision for the membership to be reminded of in the bylaws.

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- 3.04 *Resignation.* A director may resign at any time by providing written notice to the Association. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.
- 3.05 *Removal.* Any director may be removed with cause by the remaining directors on the board, subject to the following:
- 3.05.01 Members will be given at least 10 days' notice of the proposed vote to remove a director, and shall have the right to address the board about the proposed removal by sending a written statement to the board at least 3 days before the proposed vote.
  - 3.05.02 The remaining directors may immediately suspend the authority of the director whose removal has been proposed until a vote may be taken.
  - 3.05.03 Members may reverse the decision of the remaining directors by a majority vote of the members entitled to vote at an election of directors.
- 3.06 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members. Any individual appointed to an unexpired term of an elective office shall be eligible to serve a full elective term immediately following the completion of the appointed term.
- 3.07 *Annual Meeting.* An annual meeting shall be held each year immediately after the annual membership meeting. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.
- 3.08 *Regular Meetings.* Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.
- 3.09 *Special Meetings.* Special meetings of the board may be called by the president or any two directors at a time and place as determined by those



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persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

- 3.10 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.
- 3.11 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 3.12 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 3.13 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.
- 3.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

### 4. OFFICERS

- 4.01 *Number.* Except for those who are also directors elected by the members, the officers of the Association shall be appointed by the president, though the office of conference committee chair is also subject to approval by the board. The officers shall be a president, president-elect, immediate past president, secretary, treasurer, treasurer-elect, ~~newsletter editor~~[communications coordinator](#), membership coordinator, web editor, conference [planning](#)

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committee chair, [transfer liaison](#), and historian. There may also be such other officers as the board deems appropriate. The president, president-elect, immediate past president, secretary, and treasurer shall be voting members of the board.

- 4.02 *Term of Office.* The term of office for non-director officers shall be ~~three~~ years, with the exception of the conference committee chair, who shall be appointed for one year. Such officers may succeed themselves.
- 4.03 *Multiple Offices.* Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if that instrument is required to be executed, acknowledged, or verified by two or more officers, whether that requirement is by law, by the President, or by the board.
- 4.04 *Resignation.* An officer may resign at any time by providing written notice to the Association. Notice of resignation is effective on receipt or at a later time designated in the notice.
- 4.05 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.
- 4.06 *Vacancies.* A vacancy in any office for any reason may be filled by the board, though a vacancy in the offices of president, president-elect, immediate past president, secretary, or treasurer must be filled as provided in section 3.06.
- 4.07 *Limitation on Authority.* All contracts and bills must be approved by the president before payment.
- 4.08 *President.* The president shall be the chief executive officer of the Association and shall have authority over the general control and management of the business and affairs of the Association. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the Association, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken

**Commented [CLW12]:** We wanted to update this to match the length if terms of office with that of the directors.

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by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the Association. The president will serve as regional representative to AACRAO. The president shall become past president at the end of his/her term. The other officers shall assist the president in performing his/her duties as directed by the president. The president shall be a voting member of the board of directors.

4.09 *President-elect.* The president-elect shall (a) act as the chief assistant to the president; (b) be the liaison officer between the conference committee chair and the board; (c) serve as the liaison to MACRAO committees; (d) will facilitate leadership development for committees, including oversight of the Conference Chair and Conference Committee; and (e) shall be responsible for the annual meeting programs (session proposals/pre-conference workshops content). With approval of the board, the president-elect shall appoint members of committees as provided in section 5.01. The president-elect may also be given special assignments by the president including ex-officio membership on the conference committee. The president-elect shall become president at the end of his/her term. The president-elect shall be a voting member of the board of directors.

4.10 *Past president.* The past president shall (a) serve as chair of the nomination committee; (b) plan the annual leadership summit; and (c) perform other special assignments as requested by the present or president-elect. The past president shall be a voting member of the board of directors.

4.11 *Secretary.* The secretary shall (a) keep minutes of the Annual Meeting and board of directors meetings; (b) be responsible for providing notice to each board member as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board. The secretary shall be a voting member of the board of directors.

4.12 *Treasurer.* The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and

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disbursements; (c) deposit all moneys and securities received by the Association at such depositories in the Association's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board, including keeping an accurate list of the members of the Association by type, collecting the membership dues, securing the approval of the president on all bills before paying them, presenting financial statements to the board of directors for review, and preparing a report to be presented to the members of the Association at the time of the annual meeting. The treasurer shall be a voting member of the board of directors.

- 4.13 *Treasurer-elect.* The treasurer-elect shall assist the treasurer as directed. The treasurer-elect shall be elected at the start of the third year of the incumbent Treasurer's term, serve for one year, and shall then succeed to the position of treasurer for two years. The office of treasurer-elect shall not entitle its holder to membership or a vote on the board of directors.
- 4.14 *Historian.* The historian shall maintain historical records of the Association and provide research for MACRAO activities as directed by the ~~President~~board. The office of historian shall not entitle its holder to membership or a vote on the board of directors.
- 4.15 ~~Newsletter editor~~Communications Coordinator. The communications coordinator~~newsletter editor~~ shall publish newsletters, manage social media accounts, and coordinate marketing efforts as directed by the ~~board~~president. The office of ~~newsletter editor~~communications coordinator shall not entitle its holder to membership or a vote on the board of directors.
- 4.16 *Membership coordinator.* The membership coordinator shall work with institutional editors to maintain the Association's directory as directed by the ~~president~~board and be responsible for outreach and active communication with the general membership. The office of membership coordinator shall not entitle its holder to membership or a vote on the board of directors.

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- 4.17 *Web editor.* The web editor shall maintain the Association's web site as directed by the president/board. The office of web editor shall not entitle its holder to membership or a vote on the board of directors.
- 4.18 *Conference planning committee chair.* The conference planning committee chair shall serve as the conference planning chair for the annual meeting and shall be the liaison between the Conference Committee and the board of directors. The term of this office is ~~just~~ one year. The office of conference planning committee chair shall not entitle its holder to membership or a vote on the board of directors.
- 4.19 *Representatives to ~~AACRAO~~ external organizations.* The president or their designee(s) shall ~~appoint~~ serve as representative(s) to AACRAO-external organizations ~~and other related organizations~~.
- ~~4.19.20~~ Transfer Liaison. Serve as a representative of MACRAO on all statewide initiatives related to transfer. The Transfer Liaison will report to the board of directors in conjunction with College Articulation Chair/Co-Chair on statewide projects.

5. COMMITTEES

- 5.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors and/or officers. The board may also designate one or more directors and/or officers as alternate committee members who may replace an absent or disqualified member at a committee meeting. If the board does not designate committee members, the president-elect shall appoint the committee members, subject to approval by the board, except as may otherwise be specified elsewhere in these bylaws. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall ~~serve-operate~~ at the pleasure of the board.

**Commented [CLW13]:** Position has been created to support transfer initiative, by assigning an individual to whom this content is relevant to their professional position. Remove statewide transfer committee memberships from immediate past president to ensure that the individual representing MACRAO has a close professional relationship with the content.

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- 5.02 ~~Designated Committee~~. Powers. A committee designated by the board may exercise any powers of the board in managing the Association's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to:
- 5.02.01 amend the articles of incorporation;
  - 5.02.02 adopt an agreement of merger or consolidation;
  - 5.02.03 amend the bylaws of the Association;
  - 5.02.04 fill vacancies on the board; or
  - 5.02.05 fix compensation of the directors for serving on the board or on a committee;
  - 5.02.06 recommend to members the sale, lease, or exchange of all or substantially all of the Association's property and assets;
  - 5.02.07 recommend to the members a dissolution of the Association or a revocation of a dissolution; or
  - 5.02.08 terminate memberships.
- 5.03 *Meetings*. Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article 3 for meetings of the board.  
~~A report from each committee shall be recorded and shared with the board as directed by the board. Minutes shall be recorded at each committee meeting and shall be presented to the board~~
- 5.04 *Consent to Committee Actions*. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing or by electronic communication. Written consents shall be filed with the ~~minutes report~~ of the committee's proceedings.
- 5.05 *Standing committees*. The following standing committees shall be appointed by the president with approval of the board: College Articulation, College Day/Night, ~~Data and Technology Applications/Michigan Transfer Network (MTN) Governance~~, Enrollment Management, Equity in Education, Legislative Issues, Professional Development, Registrar's Practices, Secondary School Relations, and the Conference Planning Committee ~~Local Arrangements~~.

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5.06 *Duties.* These committees shall perform such duties as may be delegated to them by the president and the board and shall report to the president-elect.

5.07 *Terms.* Committee members shall serve for a period of three years, ~~with the terms of one-third of the members of a committee expiring each year to provide a basis for both reasonable continuity and rotation of membership. In case of the creation of a new standing committee, the expansion of the membership committee, or the replacement of a member of a committee, the terms of the member so involved shall be set in line with this objective of continuity and rotation.~~ However, the members of the conference planning committee, who shall be selected by the conference planning committee chair and approved by the board with the purpose of planning the Annual Membership Meeting, shall only serve one year terms. Individuals may serve consecutive terms.

5.08 ~~*Nomination Committee.*~~ A Nomination Committee shall be composed of the two most recent past presidents ~~three most recent past presidents~~ who are still active in the Association plus three at-large members elected by the institutional members at the annual meeting. The three elected at-large members shall include one each from a four-year public university, a four-year private college/university and a two-year college. The members shall be notified by the current past president sufficiently in advance of the annual meeting to perform their task of preparing nominations for the elective offices. The nominations shall be made at the annual meeting and at this time an opportunity shall be given for nominations from the floor.

~~5.09 *Auditing Committee.* An Auditing Committee shall be composed of three members, appointed by the president with the approval of the board, for a one year term. One member will serve as chair and is appointed by the president. The committee will meet with the treasurer and/or treasurer-elect prior to the annual meeting to conduct a detailed audit of all books and financial records of the Association for the past year and prepare a written report on the results of the audit for presentation to the membership at the business lunch of the annual meeting. The results will be posted to the Association website within 30 days after the annual meeting has concluded.~~

**Commented [CLW14]:** At this point, we are technically out of compliance for most of our committees based on this definition. This is too difficult to manage in a time when most committees are short on membership.

**Commented [I15]:** Reduced the number of past-presidents to eliminate the possibility of a tie and to adjust for availability of active past-presidents

**Commented [CLW16]:** 2017-2018 BOD voted to remove the auditing committee and pay for an audit annually, which negates the need for this committee.

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~~5.105.09~~ *Additional Committees.* Nothing in this article shall be constructed as preventing the appointment of additional standing, ad hoc or special committees deemed necessary for the work of the Association.

~~5.115.10~~ *Committee Resolutions.* Resolutions from committees which affect institutional policies of member institutions, to be presented for vote at an annual meeting, must be submitted to the board of directors sixty days prior to the annual meeting and the board of directors shall be responsible for circulating the proposed resolution at least 45 days prior to the annual meeting.

### 6. CORPORATE DOCUMENT PROCEDURE

6.01 No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

### 7. INDEMNIFICATION

7.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Association). Such indemnification shall apply only to a person who was or is a director or officer of the Association, or who was or is serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Association, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association or its members. With respect to any criminal action or proceeding,



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the person must have had no reasonable cause to believe ~~his or her~~ their 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 by itself create a presumption that (a) 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 Association or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that ~~his or her~~ their conduct was unlawful.

7.02 *Derivative Actions.* Subject to all of the provisions of this article, the Association shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor because (a) the person was or is a director or officer of the Association or (b) the person was or is serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Association, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with 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 Association 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 Association 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 circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

7.03 *Expenses of Successful Defense.* 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 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney

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fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

7.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Association as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the Association shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

7.05 *Determination That Indemnification Is Proper.* Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the Association only as authorized in the specific case. The Association must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. The determination shall be made in any of the following ways:

7.05.01 By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding;

7.05.02 If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors;

7.05.03 By independent legal counsel in a written opinion;

7.05.04 By the members.

7.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Association 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.

7.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the Association in advance of the final disposition of the action, suit, or proceeding on

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receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Association. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

- 7.08 *Nonexclusively of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Association. 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.
- 7.09 *Indemnification of Employees and Agents of the Association.* The Association 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 Association to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Association.
- 7.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- 7.11 *Insurance.* The Association may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the Association or (b) was or is serving at the request of the Association as a director, officer, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of ~~his or~~ her-their status as such, whether or not the Association would have power to indemnify against liability under this article or the laws of the state of Michigan.
- 7.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the Association and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be

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determined by the changed provisions, but only to the extent that the change permits the Association to provide broader indemnification rights than the provisions permitted the Association to provide before the change.

### 8. COMPENSATION

8.01 When authorized by the board, a person shall be reasonably compensated for services rendered to the Association as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

### 9. FISCAL YEAR

9.01 The fiscal year shall be ~~November-January~~ 1 through the following ~~October-December~~ 31.

### 10. AMENDMENTS

These by-laws may be amended at any Annual Meeting by a majority vote of the institutional members present and voting. Proposed amendments must be submitted to the board of directors sixty days prior to the Annual meeting and the board of directors shall be responsible for circulating the proposed amendments at least 45 days prior to the Annual Meeting. An amendment not thus proposed in advance may be adopted by two-thirds vote of the institutional members present and voting.