

BYLAWS  
OF  
MUSKEGON COUNTY BAR ASSOCIATION, INC.  
a Michigan Non-Profit Corporation

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ARTICLE I – OFFICES

The principal office of the Corporation shall be located at the office of the President as from time to time shall exist. The Corporation may have such other offices, either within or without of the State of Michigan, as the Board of Directors may determine from time to time.

ARTICLE II – PURPOSES

The purposes of this Corporation shall be solely educational and charitable including:

- (1) to provide educational programs for the advancement of the legal profession;
- (2) to promote legal education;
- (3) to sponsor or participate in activities that meet community legal needs;
- (4) to support law related charitable endeavors;
- (5) to improve the administration of justice and to promote reform in law;
- (6) to maintain a high standard of integrity, honor and courtesy in the legal profession;
- (7) to cultivate a spirit of camaraderie and friendship among the members of the bar and their families and to cooperate with the State Bar of Michigan and with the American Bar Association. However, nothing contained herein shall be construed as giving the Corporation any rights, powers or privileges which would be inconsistent with Section 501(C)(3) of the Internal Revenue Code.

In furtherance of the purposes set forth in the Articles of Incorporation and these By-Laws, the Corporation hereby adopts the Michigan Rules of Professional Responsibility, as now established, and which may from time to time be adopted or recognized by the Supreme Court of Michigan, and the members agree to adhere to it and be governed by it.

ARTICLE III – MEMBERS

Section 1. Membership. Membership in the Corporation shall include those persons who meet the qualifications of an active, inactive, honorary or senior member.

Section 2.     Active Members. An active member shall:

1.     Be duly licensed to practice law in the State of Michigan;
2.     Apply for active membership by submitting to the Secretary, with annual dues for the first year, upon forms prescribed by the Board of Directors;
3.     Continue to pay dues on a timely basis.

Section 3.     Inactive Members. Upon request of the member, any active member may, for good cause, at the discretion of the Board of Directors, be granted inactive status. Approval for such inactive status shall be by majority vote of the Board of Directors at any meeting of the Board at which a quorum is present. Upon approval of inactive status, annual dues shall be deemed waived.

Section 4.     Honorary Membership. Any person who is an attorney at law and admitted to the State Bar of any other state or the United States besides the State of Michigan, or to the Bar of the District of Columbia, but who is not admitted to the State Bar of Michigan, shall be eligible for honorary membership in the Corporation. Said honorary member shall be entitled, upon paying annual dues equal to that of an active member, to all privileges and obligations of membership in the Muskegon County Bar Association, except as herein provided.

Section 5.     Senior Membership. Any person who is or has been an active, inactive or honorary member of the Corporation or any other state or local bar association for at least the last three (3) years of that person's career in the practice of law and who attains the age of 70 prior to July 1, shall be eligible for senior membership in the Corporation. Applications for senior membership shall be submitted to the Secretary upon forms to be prescribed by the Board of Directors. In order to be eligible for senior membership, a person must be duly licensed to practice in the State of Michigan.

Section 6.     Dues. Dues as required by the By-Laws shall be determined by the Board of Directors and approved at the annual meeting.

- A.     The Treasurer shall send dues notices by September 1<sup>st</sup> each year.
- B.     Members whose dues are not paid by November 1<sup>st</sup> shall be notified by the Treasurer, and those who have not paid dues within 30 days of notice will be dropped from the membership list.
- C.     Dues of new members joining after March 1<sup>st</sup> of any year shall be prorated.
- D.     Dues shall be payable in such manner as the Board of Directors may from time to time determine; provided that the Board of Directors may fix lower dues for members who have been admitted to practice for less than one year, or may reduce or waive dues entirely.

Section 7. Forfeiture of Membership. Any member of the Corporation who shall be disbarred or suspended from practice by this or any other state or any other federal court shall thereby cease to be a member of this Corporation and his/her name shall thereupon be stricken from the rolls. The Board of Directors shall have the power, after affording a reasonable opportunity for hearing, to suspend or expel any member for violation of the rules of the Association, for conviction of a misdemeanor or felony, for violation of the Michigan Rules of Professional Responsibility or for unprofessional conduct or any conduct which tends to bring the profession or the Corporation into disrepute.

Section 8. Voting Rights. Each active and senior member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members. Provided, however, to vote such member must be present at the meeting during which the vote is held. Honorary or inactive members shall have no vote.

#### ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held on the third Thursday in May in each year, , or at such other date in May designated by the Directors, for the purpose of electing Directors and for the transaction of other business as may come before the meeting. The place of the meeting shall be determined by the Board of Directors. If the date fixed for the annual meeting is a legal holiday in the State of Michigan, such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the date designated herein for any annual meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as it is convenient.

Section 2. Special Meetings. Special meetings may be called from time to time by the President, or shall be called by the President upon written petition of not less than ten (10) members, directed to the President, and in such event, the special meeting petition shall be called within fifteen (15) days after presentation of such notice.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour or any meeting of members shall be delivered personally, by mail or by email, to each member entitled to vote at such meeting, not less than two (2) nor more than twenty (20) days before the date of such meeting, by or at the direction of the President, or the Secretary. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon prepaid. If emailed, the notice of meeting shall be deemed to be delivered when sent to the member's email address as it appears on the records of the Corporation.

Section 4. Quorum. So long as the above notice provisions have been met, there shall be no quorum requirement for action by members of the corporation.

## ARTICLE V – BOARD OF DIRECTORS

Section 1. Election. The Board of Directors shall be elected annually at the annual meeting by a majority vote of those members entitled to vote present at such annual meeting.

Section 2. Nomination of Directors. Nominations for Directors shall be made by the current President or from the floor by any member.

Section 3. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 4. Number, Tenure and Qualifications. The Board of Directors shall consist of eight members of the Corporation. The term of each Director shall be until the next annual meeting of members and the election and qualification of the Director's successor.

Section 5. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide, by Resolution, the time and place for holding additional regular meetings without other notice than such Resolution. Additional regular meeting shall be held at a place designated by the Resolution. The Board of Directors shall hold no less than four (4) regular meetings including the meeting which follows the annual meeting of members.

Section 6. Quorum. A majority of the members of the Board of Directors constitute a quorum of the Board.

Section 7. Special Meetings. Special meetings may be called by the President or at the written request of four (4) Directors. Said meetings shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 8. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance by notice as set forth in Article IV, Section 4.

Section 9. Executive Committee.

(a) The Board of Directors by resolution adopted by the affirmative vote of directors holding a majority of the then current directors may create an Executive Committee consisting of the elected officers who are President, Vice-President, Secretary and Treasurer. Any other member shall be appointed to the Executive Committee by a majority vote of the directors then in office, and any such additional member of the Executive Committee may be removed from the committee at any meeting of the Board of Directors, with or without cause, by a majority vote of the directors then in office. Vacancies in the Executive Committee may be filled only at a meeting of the Board of Directors by the affirmative vote of a majority of directors then in office. The President of the corporation shall serve as the chairman of the Executive Committee.

(b) The Executive Committee, so far as permitted by law, shall have and may exercise, between meetings of the Board of Directors, all the powers of the Board of Directors in the management of the property, business and affairs of the corporation, except that it shall have no authority as to any of the following matters: (1) The election of directors; (2) the amendment or repeal of the By-Laws or the adoption of new By-Laws; and (3) the repeal of any resolution of the Board of Directors relating to the Executive Committee or actions by it.

(c) The Executive Committee shall meet when called by the President.

(d) All members including the President shall constitute a quorum of the Executive Committee.

Section 10. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present or a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these By-Laws.

Section 11. Vacancies. A vacancy occurring in the Board of Directors because of death, resignation, removal or disqualification shall be filled by the Board of Directors for the unexpired portion of the term. Any directorship to be filled by reason of the increase in the number of Directors shall be filled by the members.

Section 12. Compensation. Directors as such shall not receive any stated salaries for their services.

## ARTICLE VI – OFFICERS

Section 1. Officers. The officers of the Corporation shall be President, Vice President, Secretary and Treasurer; the President shall not be eligible to succeed himself/herself. The Board of Directors may elect or appoint such other officers including one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election. The officers shall be elected at the annual meeting by the Directors. If the election of officers is not held at such meeting, such election shall be as soon thereafter as is convenient.

Section 3. Term of Office. Officers shall begin their terms of office at the close of the annual meeting and shall continue through the following annual meeting.

Section 4. Nominations of Officers. Nominations for officers shall be made from the floor by Directors.

Section 5. Eligibility for Elective Office. To be eligible for nomination, election, successor or appointment as President or President Elect, a member must have been an active member for at least three (3) yeas and served a minimum of one (1) term as a member of the Board of Directors or office other than the President. To be eligible for nomination as Vice-President, a member must be an active member for at least three (3) years. To be eligible for nomination and election for any other office the member must be an active member for at least two (2) years.

Section 6. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 7. Vacancy. A vacancy in any office because of the death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 8. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar purposes and objectives as this Corporation.

Section 9. Specific Duties of Officers.

(a) President. The President shall preside at all membership and Board of Directors meetings. Upon the President taking office or within thirty (30) days thereafter, the President shall appoint a chairperson to each standing committees, subject to the approval of the Board of Directors. The President shall be an ex officio (nonvoting) member of all standing and special committees. The President shall give an annual President's report at the annual meeting of the Corporation and obtain the reports from the standing and special committees and file them with the Secretary of the Corporation to preserve them for permanent corporate records; the President shall also file a copy of his annual report with the Executive Secretary of the State Bar of Michigan, if required by the State Bar of Michigan.

(b) Vice President. The Vice President shall act as President in absence of the President and shall plan programs for the Corporation in cooperation with the Board of Directors of the Corporation and perform such other duties as may be assigned him by the President of the Corporation.

(c) Secretary. The Secretary shall keep minutes of the meetings, send out notices, and shall be custodian of all written records of the Corporation; the Secretary shall also keep written records of attendance of each meeting. The Secretary shall act as an administrative assistant to the President, shall assist committee chairpersons in carrying out the work of the committees and shall perform such other duties as may be assigned to him/her by the Board of Directors. The Secretary shall be responsible for periodically furnishing reports of special interest relative to the Association to the Editor of the Michigan State Bar Journal and local

newspapers. The Secretary shall forward the names of the officers of the Association to the Executive Secretary of the State Bar of Michigan on or before July 1 of each year, if required by the State Bar of Michigan. Upon being succeeded in office, the Secretary shall turn over all Association records and correspondence to his/her successor.

(d) Treasurer. The Treasurer shall receive and disburse all funds of the Corporation and shall deposit or invest its money in a manner approved by the Board of Directors. He/she shall submit at the annual meeting a report of the monies received and expended, amounts due the Corporation and estimate of the resources and expenditures for the ensuing year.

(e) Other Officers. Any other officers appointed by the Board of Directors shall: (1) perform any and all duties as requested by the Board of Directors.

## ARTICLE VII – COMMITTEES

Section 1. Committees. The Board of Directors may create such committees as the Board of Directors shall deem appropriate from time to time. In addition to any other committee(s) created by the Board of Directors, there shall be five (5) standing committees:

- (a) Bench/Bar Committee;
- (b) Pro Bono Committee;
- (c) Law Day Committee;
- (d) Law Education Fund Committee; and
- (e) Community Education.

### Section 2. Jurisdiction of Committees

(a) Bench/Bar Committee: This committee shall study and make recommendations concerning the administration of the courts, local court rules and physical condition of the courtrooms. This committee shall also be responsible for approving applications for case evaluators submitted to the Corporation or this committee.

(b) Committee on Pro Bono Services / Legal Aid and Lawyer Referral: This committee shall act as a liaison between the corporation and Legal Aid of Western Michigan. It shall make recommendations concerning pro bono legal services and shall seek to develop an independent lawyer referral system.

(c) Law Day U.S.A.: This committee shall prepare the program for law day ceremonies and shall select the recipient of the Liberty Bell Award and such other awards to be presented at the law day ceremonies as determined by this committee.

(d) Law Education Fund: This committee shall solicit funds for the Law Education Fund maintained by the Muskegon County Bar Association at the Community Foundation for Muskegon County, review requests for distributing funds and shall make recommendations to the Board of Directors as to the use of said Fund.

(e) Community Education. This committee shall make recommendations to and carry out the programs approved by the Board of Directors for the advancement of the community's education regarding legal issues, problems, the legal profession, and candidates for public office.

Section 3. Appointment of Committees. The current President, with the approval of the Board of Directors shall appoint the chairperson of each committee. The Board of Directors shall delegate such authority to any committees as the Board of Directors may deem appropriate under the circumstances.

Section 4. Committee Regulations. Each committee shall meet as often as its business may require. Meetings of the committees may be called by the chairman of the committee or any two (2) other members of the committee than the chairman, and notice thereof shall be given to the members of the committee in the same manner as provided in Article IV, Section 4 of these Bylaws. A record of the proceedings of each committee shall be kept and shall be presented to the Board of Directors at its request. No committee shall take or make public any formal action, adopt or make resolutions, or in any way commit the Corporation on a question of its policy, except as a recommendation to the Board of Directors.

#### ARTICLE VIII – 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 members, Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, his/her agent or attorney for any proper purpose at any reasonable time.

#### ARTICLE IX – PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised in Robert's Rules of Order, Newly Revised, shall govern all proceedings of this Corporation, subject to the special rules which have been or may be adopted.

#### ARTICLE X – ENDORSEMENTS AND POLICIES

Section 1. Policies. All policies of the Corporation must be approved by the Board of Directors and shall be consistent with that of the American Bar Association and the State Bar of Michigan. A written record of all administrative policies shall be kept by the Secretary.

(a) No candidate for public office shall be endorsed directly by the Corporation, or by an officer or individual member representing the Corporation, nor by any committee of the Corporation.



(b) A position may be taken by the Corporation to endorse or oppose matters of public policy and pending legislation upon the recommendation or approval of a majority vote of members.

#### ARTICLE XI – APPROPRIATIONS AND EXPENSE

Section 1. Appropriations. Appropriations of the Corporation shall be made by the Board of Directors.

Section 2. Personal Liability. Any liability incurred by a corporate officer or committee in excess of the appropriation authorized by the Board of Directors shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

#### ARTICLE XII – FISCAL YEAR

The Corporation shall operate on a fiscal year commencing July 1 annually and terminating on the succeeding June 30.

#### ARTICLE XIII – AMENDMENT TO BYLAWS

Section 1. By Directors. These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting or vote of the members at any regular or special meeting.

Section 2. Compliance with State Bar. These Bylaws shall not be changed or amended in any way which would conflict with the rules, orders and regulations of the State Bar of Michigan.

#### ARTICLE XIV – INDEMNIFICATION OF DIRECTORS, MEMBERS AND OFFICERS

Section 1. In General. The Corporation shall indemnify any person 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 or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, or trustee or of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the 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 Corporation or its members or Directors and the person submits a written claim for indemnification as herein after provided, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe that the conduct was unlawful. The termination of an 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 person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members or Directors and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The right to indemnification conferred in this Section shall be a contract right.

The Corporation may, by action of its Board of Directors, or by action of any person to whom the Board of Directors has delegated such authority, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2. Determination of Indemnification. An indemnification under Section 1, 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 director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2. This determination shall occur within 30 days after a written claim for indemnification has been received by the Corporation, and shall be made 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 a quorum described in Section 3, subparagraph (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 disinterested directors; or

(c) By independent legal counsel in a written opinion.

If a person is entitled to indemnification under Section 1 for a portion of expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount thereof, the Corporation 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 indemnification.

Section 3. Payment of Defense Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 shall be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of a written claim for indemnification and upon receipt of an undertaking by or on behalf of the director or officer to repay the expenses if it is ultimately determined that the person is not entitled to indemnification 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 4. Right of Officer or Director to Bring Suit. If a claim for indemnification is not paid in full by the Corporation within forty-five (45) days after a written claim has been received by the Corporation, the officer or director who submitted the claim (hereinafter the "indemnitee") may at any time thereafter bring suit against the Corporation to recover the unpaid

amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover advances, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such claim. In any action brought by the indemnitee to enforce a right hereunder (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) it shall be a defense that, and in any action brought by the Corporation to recover advances the Corporation shall be entitled to recover such advances if, the indemnitee has not met the applicable standard of conduct set forth in Sections 1. Neither the failure of the Corporation (including its independent legal counsel), members or Directors to have made a determination prior to the commencement of such action that indemnification of the indemnitee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its members) that the indemnitee has not met such applicable standard of conduct, shall be a defense to an action brought by the indemnitee or create a presumption that the indemnitee has not met the applicable standard of conduct. In any action brought by the indemnitee to enforce a right hereunder or by the Corporation to recover payments by the Corporation of advances, the burden of proof shall be on the Corporation.

Section 5. Other Indemnification. The indemnification or advancement of expenses provided under Sections 1 through 4 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Corporation's Articles of Incorporation, 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 in Sections 1 through 5 continues as to a person who ceases to be a director, officer, partner, or trustee and shall inure to the benefit of the heirs, executors and administrators of the person.

Section 6. Liability Insurance. The Corporation may 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 director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the Michigan Non-Profit Corporation Act or Sections 1 through 5.

Section 8. Definitions. As used herein, "corporation" includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, or business corporation, so that a person who is or was a director, officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent 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 shall stand in the same position under the provisions of this paragraph with respect to the

resulting or surviving corporation as the person would if he or she had served the resulting or surviving corporation or business corporation in the same capacity.

As used herein, "other enterprises, shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan and "serving at the request of the Corporation" shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, the director or officer 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 interest of the Corporation" as referred to in paragraphs (a) and (b). "Volunteer Director" means a director who does not receive anything of value from the Corporation for serving as a Director other than reasonable per them compensation and reimbursement for actual reasonable and necessary expenses incurred by a Director in his or her capacity as a Director.

I, Manda Jo Mitteer, Secretary of the Muskegon County Bar Association, hereby certify that the above Amended and Restated Bylaws were duly adopted by the Board of Directors of the Muskegon County Bar Association on March 2, 2017.

  
Manda Jo Mitteer, Secretary