

BYLAWS

OF

MICTA

A Michigan Nonprofit Corporation

Adopted by the Members as of July 29, 2016

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MiCTA Bylaws

ARTICLE I NAME

The name of the Corporation is MiCTA.

ARTICLE II PURPOSE

The specific purposes of this Corporation shall be as set forth in its Articles.

ARTICLE III 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.

SECTION 3.5. Reinstatement.

On written request signed by a former member and filed with the Treasurer, the Board, by an

affirmative vote of the majority of the members of the Board, may reinstate a former member to membership on such terms as the Board may deem appropriate.

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 meetings. A “***Voting Representative***” must be a current officer, director, employee, retiree or other designee of the member entity. A Voting Representative may designate in writing a proxy for a meeting if the proxy is also a current officer, director, employee, retiree, or other designee of the member entity. A person can only be a Voting Representative for one member entity at a time. Any question of the status of a Voting Representative or proxy shall be decided by the Board in closed special session prior to the meeting.

**ARTICLE IV
MiCTA ASSOCIATES**

MiCTA Associates can be individuals, businesses, corporations, or associations, including without limitation technological companies, carriers, or vendors of technological equipment or services, or other services who apply and are accepted as MiCTA Associates. MiCTA Associates are invited to attend certain activities, but have no voting or participatory rights. Prospective MiCTA Associates must submit an application with applicable fees to the Treasurer. The Treasurer is empowered to approve membership applications meeting the qualifications of this Article IV.

**ARTICLE V
MEMBER MEETINGS**

SECTION 5.1. Regular Meetings.

The Corporation shall hold at least one (1) regular meeting of the members per year, one (1) of which shall be designated the annual meeting by the President. The Vice-President or the Executive Secretary shall provide written notice of the regular meeting(s) to the members.

SECTION 5.2. Special Meetings.

Special meetings of the members may be called by the President or a majority of the Board. Notice of such meetings should state the purpose or purposes of the special meeting.

SECTION 5.3. Quorum.

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

SECTION 5.4. Rules of Order.

Meetings shall generally follow Roberts Rules of Order.

**ARTICLE VI
BOARD OF DIRECTORS**

SECTION 6.1. General Powers.

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

SECTION 6.2. Specific Duties.

The Board shall be specifically responsible for:

- (a) Approving disbursement of MiCTA funds over \$25,000.00 per any single transaction.
- (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 6.3. Number, Manner of Selection, Tenure and Qualifications.

(a) The number of Directors shall be no more than fifteen (15) Directors, as determined from time to time by action of the Board. The number of Directors which shall constitute the Board for each ensuing year shall be determined at the regular annual meeting by vote of the Board prior to such election; *provided, however*, that absent a vote or written consent in lieu thereof by the Board, the Board shall consist of the same number of Directors as were elected for the preceding year.

(b) Directors shall be elected at the annual meeting of members by those members present in-person or by proxy that constitutes a quorum. Except as otherwise provided in this Section 6.3, the term of office of each Director shall be two years or until his or her successor has been qualified and elected.

(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 or from the current Board.

SECTION 6.4. 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 6.5. 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 Board, provided that the Board shall meet at least three (3) times a calendar year.

SECTION 6.6. Special Meetings.

Special meetings of the Board may be called at the request of the President or any other two (2) Directors.

SECTION 6.7. Notice of any Special Meetings.

Notice of any special meetings shall be given at least three (3) days prior thereto, and shall include information associated with time, location, and subject matter.

SECTION 6.8. Quorum.

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 6.9. Board Decisions.

The act of a majority of the Directors present 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 6.10. Vacancies.

Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of Directors, shall be filled in its discretion by the Board. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

SECTION 6.11. 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. Nothing herein contained shall be construed to preclude any Director, including the President, from serving the Corporation in any other capacity and receiving compensation therefore, provided such service and compensation is reviewed and specifically authorized at least annually by the Board.

SECTION 6.12. 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 6.13. Rules of Order.

All meetings of the Board shall generally follow Roberts Rules of Order.

SECTION 6.14. Action by Consent.

Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or a Committee thereof may be taken without a meeting if, before or after the action, all Directors or Committee members then in office consent thereto in writing or by electronic transmission. The consent shall be filed with the minutes of the proceedings of the Board or Committee. The consent has the same effect as a vote of the Board or Committee for all purposes.

SECTION 6.15. Conflicts of Interest.

Members or Voting Representatives shall not engage in any 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. No Member or Voting Representative shall be permitted to exploit its membership in the Corporation for personal advantage or financial gain. Any member or Voting Representative shall disclose any conflicts of interest and should not participate in the activities of the Corporation where such a conflict is present. No member or Voting Representative or relative shall 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. This section shall not be construed to preclude compensation to be paid to the President as approved by the Board or the uniform fee and expenses paid to directors for attendance at meetings referenced in Section 6.11.

ARTICLE VII OFFICERS

SECTION 7.1. Officers.

The officers of the Corporation shall be the President, Vice President, Executive Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article VII. The Board 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 to have the authority and perform the duties prescribed, from time to time, by the Board.

SECTION 7.2. Term of Office.

The officers of the Corporation shall be elected every two (2) years at the regular Board meeting following the annual meeting of the Members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office for two years or until his or her successor has been duly elected and qualifies.

SECTION 7.3. 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 7.4. Vacancies.

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

SECTION 7.5. 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 shall be the chief executive officer of the Corporation and will have general and active management of the activities of the Corporation. The President shall preside over all meetings of the Corporation. The President shall have the authority to direct the Treasurer to disburse funds of the Corporation up to \$25,000 per any single transaction. The President may initially retain as needed part-time, temporary contractors, consultants, or independent contractors (so called "1099s") subject to the \$25,000 per transaction spending authority, provided such actions are reported to the Board within 30 days.

(b) Vice-President. The Vice-President shall preside at meetings if the President is unable to attend, and perform such other duties as assigned.

(c) Executive Secretary. The Executive Secretary shall be responsible for recording the minutes of all 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.

(d) Treasurer. The Treasurer shall oversee the financial activities of the Corporation. The Treasurer shall collect, hold, and disburse the Corporation's funds under the direction of the President. The Treasurer shall give an accounting of all receipts and disbursements at each meeting. If a member cannot attend a meeting that they have registered for, they must notify the Treasurer by the due date set by the host to avoid forfeiture of the registration fee. If they fail to notify the Treasurer, the Treasurer will collect the regular meeting registration fee from them.

ARTICLE VIII MICTA STAFF

The Corporation may directly employ staff to carry out its objectives and provide services to members. All 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 IX COMMITTEES

SECTION 9.1. Committees.

The Board may appoint Committees consisting of one (1) or more Directors, appoint the chairperson of any such Committees, and delegate to any such Committee authority of the Board, subject to Board ratification, except that the following powers may not be delegated:

- (a) The power to take any action which a Committee is not authorized to take under the Act;
- (b) Filing vacancies on the Board;
- (c) Amend or repeal the Articles or Bylaws or adoption of new Articles or Bylaws;
- (d) Adopt an agreement of merger or consolidation;
- (e) Recommend to members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- (f) Recommend to members dissolution of the Corporation or a revocation of dissolution.
- (g) Amendment or repeal of any Board resolution which by its expressed terms is not so amendable or repealable;

- (h) Appointment of other Committees of the Board or members thereof;
- (i) Incur indebtedness on behalf of the Corporation or otherwise bind the Corporation; and
- (j) The approval of any self-dealing transaction, as such transactions are defined in the Act.

Regular and special meetings and other actions of such Committees shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board.

SECTION 9.2. 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, Chief Executive Officer, or Chief Operating 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 identify if felt necessary to protect them from any reprisal.

(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 Treasurer shall be an *ex officio*, non-voting member of the Personnel Committee. Personnel Committee members shall serve at the pleasure of the Board and shall be active Board members who are not employed by the Corporation as either an employee or independent contractor. The Personnel Committee shall make its recommendations to 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 reviews of the executive staff; review organizational job descriptions; 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 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 by the Board. The Grant Committee shall review all grant requests submitted by member organizations and make recommendations to the Board for approving or denying all grant requests. The Board shall have final authority to approve or deny any grant request.

ARTICLE X 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 X 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 X, 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 X 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 X 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 X 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 X 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 X is in effect, and any repeal or modification of any such law or of this Article X 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 X 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 X 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; “*fin*es” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and “*serv*ing 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 member meeting by at least a two-thirds majority of the Voting Representatives present in-person or by proxy. The proposed changes and/or amendments shall be conveyed by appropriate means to each Voting Representative at least thirty (30) days prior to the meeting where the voting is scheduled to take place. Conveyance of proposed changes and/or amendments can include USPS mail, e-mail, or FAX.

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.

All books and records of the Corporation may be inspected by any Director, if any, or his or her agent or attorney, 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 charge 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. The financial statements of the Corporation shall be certified by a certified public accounting firm on the basis of such firm's audit of the Corporation. The certified public accounting firm shall be selected by the Treasurer.

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, so 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 XIII
DEFINITIONS**

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

“*Act*” means the Michigan Nonprofit Corporation Act, 1982 PA 162, being MCL 450.2101, et. Seq., as amended.

“**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.

“**Board**” means the Board of Directors of the Corporation.

“**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.

“**Code**” means the Internal Revenue code of 1986, as amended.

“**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.

[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 July 29, 2016.

Executed on July 29, 2016 in Saginaw County, Michigan.

A handwritten signature in cursive script, appearing to read "Mark Burger".

Mark Burger, Executive Secretary