



SOUTHEASTERN MICHIGAN DIETETIC ASSOCIATION

BYLAWS

An Equal Opportunity Organization

Revised 2009

Southeastern Michigan Dietetic Association Bylaws March 2009

Table of Contents

| | | |
|--------------------|---|-----------|
| Article I | Name | 3 |
| Article II | Mission | 3 |
| Article III | Membership | 3 |
| | Section 1. Classes | |
| | Section 2. Official List | |
| | Section 3. Rights and Privileges | |
| | Section 4. Receipt of Publications | |
| Article IV | Affiliation | 4 |
| | Section 1. Michigan Dietetic Association | |
| | Section 2. ADA Membership | |
| Article V | Board of Directors | 4 |
| | Section 1. Authority | |
| | Section 2. Composition | |
| | Section 3. Functions | |
| | Section 4. Meetings of the Board of Directors | |
| | Section 5. Special Meetings of the Board of Directors | |
| | Section 6. Notice of Meetings of the Board of Directors | |
| | Section 7. Location of Meetings of the Board of Directors | |
| | Section 8. Attendance | |
| | Section 9. Quorum | |
| | Section 10. Expenses | |
| | Section 11. Vacancies | |
| | Section 12. Removal | |
| | Section 13. Proxies | |
| | Section 14. Other Means of Business | |
| Article VI | Officers and Elected Officials | 7 |
| | Section 1. Officers | |
| | Section 2. Elected Officials | |
| Article VII | Nominations and Elections | 10 |
| | Section 1. Nominations | |
| | Section 2. Regulations | |
| | Section 3. Elections | |
| | Section 4. Ballots | |
| | Section 5. Results | |
| | Section 6. Selection | |
| | Section 7. Ties | |

| | | | |
|---------------------|--|---------------------------------------|-----------|
| | Section 8. | Succession | |
| | Section 9. | Beginning of Term/Appointment | |
| Article VII | Committees | | 12 |
| | Section 1. | Qualification | |
| | Section 2. | Nomination, Election, and Appointment | |
| | Section 3. | Expenses | |
| | Section 4. | Reports and Records | |
| | Section 5. | Vacancies | |
| | Section 6. | Standing Committees | |
| | Section 7. | Nominating Committee | |
| | Section 8. | Special Committees | |
| Article IX | Publications | | 15 |
| | Section 1. | Official Newsletter | |
| | Section 2. | Website | |
| | Section 3. | Other Publications | |
| | Section 4. | Policies | |
| Article X | Books and Records | | 16 |
| Article XI | Dues and Assessments | | 16 |
| | Section 1. | Dues | |
| | Section 2. | Assessments | |
| Article XII | Meetings of Members | | 16 |
| | Section 1. | Meetings of Members | |
| | Section 2. | Special Meetings of Members | |
| | Section 3. | Quorum | |
| Article XIII | Fiscal Year | | 17 |
| Article XIV | Amendments | | 17 |
| Article XV | Parliamentary Authority | | 17 |
| Article XVI | Indemnification | | 17 |
| Article XVII | Prohibited Activities and Dissolution | | 18 |
| | Section 1. | Prohibited Activities | |
| | Section 2. | Dissolution | |

BYLAWS OF THE SOUTHEASTERN MICHIGAN DIETETIC ASSOCIATION

ARTICLE I

Name

The name of this organization will be the Southeastern Michigan Dietetic Association which includes Macomb, Monroe, Oakland, St. Clair and Wayne counties of Michigan, hereinafter referred to as, 'SEMDA', "the Association" or "this Association." Individuals residing or working outside of these counties will not be excluded from becoming SEMDA members should they choose to do so.

ARTICLE II

Mission

SEMDA is an advocate of the dietetic profession serving the public through the promotion of optimal nutrition, health and well-being.

ARTICLE III

Membership

Section 1. Classes

Membership in this Association will be limited to members of the American Dietetic Association, hereafter referred to as ADA. The membership classifications will be: Active (RD and RD eligible), Dietetic Technician Registered, Retired, and Student.

Section 2. Official List

The current list of members will be comprised of ADA members whose SEMDA dues are not in arrears. Only those members whose dues are not in arrears (as of the date given on the annual application form) will be published in the SEMDA Membership Directory.

Section 3. Rights and Privileges

All members of this Association shall be entitled one vote in each matter submitted to vote of members and are eligible to hold elected and appointed offices and positions within this Association.

Section 4. Receipt of Publications

All members whose dues are not in arrears will receive the Association's publications.

ARTICLE IV
Affiliation

Section 1. Michigan Dietetic Association

This Association will be affiliated with the Michigan Dietetic Association, hereafter referred to as MDA, which is affiliated with the ADA.

Section 2. ADA Membership

Only members of the ADA as designated by the Bylaws of the ADA can be official members of SEMDA.

ARTICLE V
Board of Directors

Section 1. Authority

Unless otherwise provided in these bylaws, the affairs of the Association shall be managed by, or under the direction of, its Board of Directors.

Section 2. Composition

The Board of Directors will consist of the members specified below. The number of votes on the Board of Directors is equal to the number of members of the Board, with the exception of the four members of the Nominating Committee and the Teller. A voting member may concurrently hold an ex-officio position but no more than one (1) voting position. Committees having co-chairpersons will have one vote between the co-chairpersons. (**) = (without vote)

The Board of Directors is composed of:

- A. Elected Officers:
 - President
 - President-Elect
 - Recording Secretary
 - Corresponding Secretary
 - Treasurer

- B. Elected Officials:
 - Chairperson, Nominating Committee
 - Nominating Committee (four individuals) (**)

- C. Appointed Chairs/Co-chairs of Standing Committees:
 - Continuing Education
 - Financial Resource Development
 - Hospitality
 - Membership Roster and Recruitment
 - Newsletter/Publications
 - Policies, Procedures and Bylaws
 - Website Development

- D. Appointed Chairs/Co-chairs to Special Committees:
 - Awards/Case Studies
 - Historian
 - Internal Auditor
 - Legislation and Public Policy
 - National Nutrition Month
 - Professional Issues
 - Scholarships
 - Strategic Planning and Finance Committee
 - Teller (appointed by the Recording Secretary)(**)

Section 3. Functions

The Board of Directors will:

- a. Determine administrative policies.
- b. Manage the property and funds.
- c. Approve annual budget and strategic plan.
- d. Manage activities and initiatives of the Association and coordinate activities with those of MDA.
- e. Approve amendments to the SEMDA Bylaws.

Section 4. Meetings of the Board of Directors

A meeting of the incoming and outgoing Board will be held prior to the beginning of the fiscal year, so that the strategic plan of the Association may be uninterrupted and new programs may be inaugurated as early as possible. A minimum of three (3) regular board meetings will be held annually. These meetings will be held at such time and place as determined by the President.

Section 5. Special Meetings of the Board of Directors

The President or five (5) or more directors, with voting status, may call Special Meetings of the Board of Directors. The Directors calling the meeting must establish the purpose, the place, and time for the meeting.

Section 6. Notice of Meetings of the Board of Directors

Notice of any regular or Special Meeting of the Board of Directors will be given to each Director at least ten (10) days prior to the meeting by mail (written or electronic).

Section 7. Location of Meetings of the Board of Directors

The Board of Directors may designate any location within the district for the Annual Meeting of Members or Special Meetings.

Section 8. Attendance

If a voting member of the Board of Directors will be unable to attend any Board of Directors' meeting, it is his/her responsibility to inform the President and designate another Board member as a proxy (Article V, Section 13). If a voting Board member fails to designate a proxy or a non-voting member fails to attend any Board of Directors' meeting, it is the responsibility of the President to determine the excuse for such absence.

Section 9. Quorum

At all meetings of the Board of Directors, a quorum will consist of a simple majority (51% or more) of the voting members present. If a quorum is present at the beginning of a meeting, it is considered a quorum throughout the meeting.

Section 10. Expenses

Expenditures for implementation of the committee's activities will be reimbursed in accordance with the budget allowance for the committee as prior approved by the Board of Directors. The expenses incurred by members attending a Board of Directors meeting will be the responsibility of each Board member, unless special arrangements are made with approval of the full Board. In such case, the member will be reimbursed according to the SEMDA Reimbursement Policy, reviewed and approved annually by the Board.

Section 11. Vacancies

If any elected office other than that of the President or President-Elect becomes vacant by reason of death, illness, resignation, disqualification, removal or other cause, the remaining members of the Board of Directors will elect a successor or successors to serve for the unexpired term or terms. For appointed positions, the President will make a new appointment and request approval from the Board of Directors. Should the office of President become vacant, the President-Elect will assume the office for the balance of that term. Should the office of President-Elect become vacant, a special election by the membership will be held. In the event of a special election, it will be carried out by the Nominating Committee then in office according to the method of conducting an election as provided in the Bylaws.

Section 12. Removal

Elected officers and officials may be removed from office by the Board of Directors of this Association for gross misconduct, violation of professional ethics, or delinquency of duties. Such a serious charge must be accompanied by documentation. The vote to remove from office requires a two-thirds (2/3) majority of the Board. The procedures used will be in harmony with any current judicial procedures of the ADA.

Section 13. Proxies

A voting Board member may designate, in writing or electronically, an elected officer, Standing Committee Chair or Special Committee Chair as his/her proxy. No Board member may serve as a proxy for more than one voting Board member and carry more than two votes.

Section 14. Other Means of Business

The Board of Directors may conduct business via mail (electronic or regular), telephone, or fax.

ARTICLE VI **Officers and Elected Officials**

Section 1. Officers

The officers of this Association will consist of a President, President-Elect, Recording Secretary, Corresponding Secretary and Treasurer to be elected as herein provided. The term of office will begin with the fiscal year following their election. All officers leaving office will deliver to their successors all accounts, record books, papers or other property belonging to this Association within two weeks following their separation from office.

A. President

The President will serve for one (1) year and will preside at all regular and special meetings of the Association and the Board of Directors. In addition, the President will:

1. Be the Chief Executive Officer and official spokesperson of this Association and the Chairperson of the Board of Directors.
2. Appoint the chairpersons of Standing Committees and any Special Committees established and approved by the Board of Directors.
3. Present a written proposal for an Annual Strategic Plan at the first meeting of the Board of Directors.
4. Determine the excuse for absence of officers and officials at meetings of the Board of Directors, and take appropriate action.
5. Be an ex-officio member of all committees (except Nominating Committee).
6. Appoint members to function as liaisons to other organizations.

7. Sign all vouchers for reimbursement or payment made by the Association.
8. Send a copy of the Annual Report to the MDA President.
9. Send to the MDA President-Elect the names, business affiliations and mailing addresses of the members of the SEMDA Board of Directors for his/her term of office as President.
10. Have all the general powers of administration, supervision and active management usually vested in the office of President.
11. Monitor progress of the plans and educational programs that were set during the previous fiscal year while he/she was serving as President-Elect and Chairman of the Strategic Planning/Finance Committee.
12. Receive and file reports from the officers and committee chairpersons.

B. President Elect

The President-Elect will serve for one (1) year and will then automatically become President of the Association at the close of that year. In the event of a vacancy occurring in the office of President, the President-Elect will assume the office of President for the balance of the term of President. In addition, the President-Elect will:

1. Serve as a member of the Board of Directors and attend all Board of Directors meetings.
2. Perform the functions of the office of President in the absence or the disability of the President.
3. Announce the appointment of the Chairpersons of all Standing and Special Committees who will serve during the President-Elect's term as President and notify MDA of the incoming SEMDA Board of Directors in a timely manner.
4. Recruit members willing to work on Program Planning for Continuing Education.
5. Assist in development of agenda for Board of Directors' meetings and monitor arrangement for educational meetings of the Association.

C. Recording Secretary

The Recording Secretary will serve for two (2) years. The Recording Secretary will:

1. Serve as a member of the Board of Directors.
2. Issue the call for all regular and special meetings of the Board of Directors and the Association membership.
3. Record or cause to be recorded the minutes of all meetings of the Board of Directors and the Association membership and see that they are approved, distributed, filed, and transferred as necessary.
4. Appoint a Teller to collect and tally ballots for SEMDA elections. The Teller cannot be an active member of the Board of Directors or a member of the Nominating Committee.

D. Corresponding Secretary

The Corresponding Secretary will serve for two (2) years. The Corresponding Secretary will:

1. Serve as a member of the Board of Directors and attend all Board of Directors meetings.
2. Maintain official files of the SEMDA membership as the data is forwarded by the Chair of the Membership Committee.
3. Assume responsibility for all bulk mailings.
4. Distribute membership directories to all members annually.
5. Issue the official ballot to each member who is eligible to vote in accordance with these Bylaws.

E. Treasurer

The Treasurer will serve for two (2) years. The Treasurer will:

1. Serve as a member of the Board of Directors and attend all Board of Directors meetings.
2. Receive and have custody of all funds and securities of the Association and sign checks for all vouchers and all invoices for goods and services having prior approval from the Board of Directors and the signature of the President.
3. Deposit all monies received by the Association in such depositories as will be designated by the Board of Directors.
4. Keep full and accurate accounts of all receipts and disbursements in books/computer programs belonging to the Association and see that financial records are audited annually.
5. Assist in the preparation of an Annual Budget and present it to the Board for approval prior to the beginning of the fiscal year.
6. Report the financial status of the Association to the Board of Directors and to the members at the Association's Annual Meeting.
7. Inform members of the Board of Directors of their budget allocations.
8. File all necessary forms with the Internal Revenue Service (IRS) to comply with laws governing non-profit organizations.
9. Consult with the auditor of the Association and comply with recommendations. Report such recommendations to the Board of Directors and President as needed.

Section 2. Elected Officials

A. Nominating Committee

Elected Officials of this Association will consist of the five-member Nominating Committee, which is elected annually by the membership from among those eligible to serve for one (1) year, according to the Bylaws of the ADA. The individual with the highest number of votes will act as Chairperson. The work of the Nominating Committee will begin immediately following the election. This committee will:

1. Nominate annually at least two (2) eligible candidates for the office of President-Elect.
2. Nominate at least two (2) eligible members as candidates for each of the following offices in the year in which the two (2) year term will be completed:
 - a. Recording Secretary (even numbered election years)
 - b. Treasurer (odd numbered election years)
 - c. Corresponding Secretary (odd numbered election years).
3. Nominate at least seven (7) eligible members as candidates for the Nominating Committee (five (5) to be elected).
4. Submit the official ballot in writing and signed by the Committee members to the Newsletter Editor of the Board of Directors no later than the date set by the Board.
5. Submit the ballot with candidate biographies to the Newsletter Editor to be included in the copy due to reach the membership thirty (30) days prior to the date specified on the ballot for inclusion in the final count.
6. After receiving results of the balloting from the Teller, notify the President, send notices to the newly elected officers and announce the results to the membership through the Newsletter.
7. Conduct a special meeting to nominate two (2) candidates for the office of President-Elect, should this position become vacant.

ARTICLE VII **Nominations and Elections**

Section 1. Nominations

The nominating committee will form an annual ballot consisting of:

- a. At least two (2) candidates for the office of President-Elect.
- b. At least seven (7) candidates for the (5) needed members of the Nominating Committee.
- c. At least two (2) candidates for the office of Recording Secretary (for elections held in even numbered years).
- d. At least two (2) candidates for the office of Corresponding Secretary (for elections held in odd numbered years).

- e. At least two (2) candidates for the office of Treasurer (for elections held in odd numbered years).

Section 2. Regulations

Any SEMDA member, in good standing, is eligible to be considered by the Nominating Committee for elected office. Members of the Nominating Committee will not be eligible to be a candidate for an elected office of SEMDA.

Section 3. Elections

Elections for the offices of President-Elect and five (5) members of the Nominating Committee will be conducted by mail or electronic transmission annually. Elections for the offices of Recording Secretary, Corresponding Secretary and Treasurer will be conducted in alternate years to accommodate the two-year term of office. The Treasurer and Corresponding Secretary will be elected in odd-numbered years and the Recording Secretary in even-numbered years.

Section 4. Ballots

Ballots will be sent by mail or electronic transmission to the voting members of the Association at least thirty (30) days prior to the postmark deadline. Only ballots postmarked or received electronically on or before the date specified on the ballot will be counted.

Section 5. Results

A Teller, appointed by the Recording Secretary, will be responsible for counting and verifying returned ballots and reporting results to the Recording Secretary.

Section 6. Selection

The persons receiving, respectively, the highest number of votes for the offices of President-Elect, Recording Secretary, Corresponding Secretary and Treasurer will be elected to those offices. The five (5) persons receiving the highest number of votes for the Nominating Committee will be elected and the person receiving the highest number of votes will be the Chairperson.

Section 7. Ties

In case of a tie for any position(s), the Board of Directors will determine the winner by lot.

Section 8. Succession

Officers of the Association will be ineligible to succeed themselves in their respective offices, except as herein provided by these Bylaws.

Section 9. Beginning of Term/Appointment

Elected Officers and appointed Chairpersons will take office at the beginning of the next fiscal year.

ARTICLE VIII **Committees**

SEMDA will have seven (7) Standing Committees, one (1) Nominating Committee and Special Committees as needed, for conducting the activities of this Association. The chairpersons of all Standing Committees and Special Committees will be members of the Board of Directors with full voting privileges.

Section 1. Qualification

Chairpersons of Standing Committees and Special Committees will be members of this Association, with full voting privileges. All members may serve on any committee.

Section 2. Nomination, Election, and Appointment

The chairpersons of all Standing and Special Committees will be appointed by the President-Elect to serve during the President-Elect's term as President, according to these Bylaws. The chairperson and members of the Nominating Committee are nominated and elected in accord with these Bylaws. Chairpersons of all committees may be re-appointed except as provided in these Bylaws.

Section 3. Expenses

Committees may expend money only as budgeted or authorized by the Board of Directors.

Section 4. Reports and Records

The chairpersons of all committees will present a minimum of three (3) reports as requested by the President or Board of Directors. Within two (2) weeks following the end of their terms as Chairpersons, all committee chairpersons will turn over to their successors all accounts, record books, papers or other property belonging to this Association.

Section 5. Vacancies

Vacancies among committee chairpersons will be filled by the President for the unexpired portion of the term as provided in these Bylaws. Absence from meetings of the Board of Directors may be cause for replacement.

Section 6. Standing Committees

A. Continuing Education Committee

Composition and Term of Office:

This committee will be composed of a chairperson and at least one (1) member, who will serve for one (1) year.

Functions:

1. Submit continuing education requests for SEMDA events to the MDA for approval of continuing education credits.
2. Prepare program evaluation summary report of educational programs.
3. Track and record attendance at educational events.
4. Provide summary articles of educational programs for the President's files/reports.

B. Financial Resources Development Committee

Composition and Term of Office:

This committee will be composed of the chairperson and at least one (1) member, who will serve for one (1) year.

Functions:

1. Provide leadership for fund development activities in the field of dietetics.
2. Seek financial sponsorship for educational programs.
3. Assist with fundraising activities within the District.

C. Hospitality Committee

Composition and Term of Office:

This committee will consist of the chairperson and one (1) other member who will serve for one (1) year.

Functions:

1. Procure and set up refreshments for SEMDA educational events.
2. Assist with room set-up and Audio/Visual support at SEMDA educational events.

D. Membership Roster and Recruitment Committee

Composition and Term of Office:

This committee will be composed of a chairperson and at least one (1) member, who will serve for one (1) year.

Functions:

1. Prepare membership applications for distribution to all who may be interested in and qualified for membership in the Association.
2. Process all membership applications and record the dues received before forwarding them to the Treasurer for deposit.
3. Compile lists of committee members for committee chairpersons and make them available at the first meeting of the Board of Directors for the fiscal year.
4. Keep membership database current and forward changes to Corresponding Secretary, Recording Secretary, President and Newsletter Editor.
5. Develop and print membership directories.
6. Generate mailing labels as needed.

E. Newsletter/Publications Committee

Composition and Term of Office:

This committee will be composed of the chairperson and at least one (1) member who will serve for one (1) year.

Functions:

1. Edit and publish the Newsletter.
2. Publish at least three (3) issues annually (paper or electronic) unless otherwise determined by the Board.
3. Assist with the development and publication of brochures/flyers for educational programs.

F. Policies, Procedures and Bylaws Committee

Composition and Term of Office:

This committee will consist of the Chairperson and at least one (1) member who will serve for one (1) year.

Functions:

1. Review annually the policies and procedures for each office and for the Association, and make recommendations to the Board of Directors for revision of the Manual of Policies and Procedures.
2. Review annually the Bylaws of the Association and report proposed amendment(s) to the Board of Directors, in accord with the Amendment process, Article XIV of these Bylaws.
3. Submit the proposed Bylaws to the Corresponding Secretary for vote by members, in accordance with these Bylaws.

G. Website Development Committee

Composition and Term of Office:

This committee will consist of the chairperson and one (1) other member who will serve for one (1) year.

Functions:

1. Maintain organization domain (www.SEMDA.org).
2. Update SEMDA website as needed adding current information and calendars of events.

Section 7. Nominating Committee

The Nominating Committee will be elected as provided in these Bylaws. The Chairperson will be a member of the Board of Directors with full voting privileges. The members of the Nominating Committee will be members of the Board of Directors without voting privileges.

Composition and Term of Office:

The Nominating Committee will consist of five (5) members. The candidate with the highest number of votes will serve as the committee chair. All members of the Nominating Committee will serve for one (1) year.

Functions:

1. Identify qualified individuals for placement on the Ballot for election by the membership to the offices of SEMDA as identified in these Bylaws.
2. Obtain Candidate Profiles for individuals willing to run for SEMDA offices.
3. The official Ballot, along with Candidate Profiles, shall be submitted to the Board of Directors and the Newsletter/Publications Committee Chairperson at a date specified by the Board of Directors for inclusion in the Winter Newsletter.

Section 8. Special Committees

These may be determined by the Board of Directors, as needed to carry out the activities of this Association. The chairpersons of Special Committees will be appointed by the President to serve for one (1) year or less. (**) = (without vote)

Special Committees include, but are not limited to: Awards/Case Studies; Historian; Internal Auditor; Legislation and Public Policy; National Nutrition Month; Scholarships; Strategic Planning/Finance; and Teller (**) (appointed by Recording Secretary).

ARTICLE IX
Publications

Section 1. Official Newsletter

SEMDA will publish, at least three (3) times annually, an official newsletter (paper or electronic) that will be provided to all members.

Section 2. Website

SEMDA will maintain an official website that will be managed by the Website Chairperson.

Section 3. Other Publications

Other publications will be produced as authorized by the Board of Directors.

Section 4. Policies

Policies for all publications will be approved and implemented by the Board of Directors. No publications will be disseminated on behalf of SEMDA without approval of the Board of Directors.

ARTICLE X
Books and Records

SEMDA shall keep books and records (written or electronic) of accounts. It shall also keep minutes of the meetings of its members, Board of Directors and Committees. The names and addresses of the members entitled to vote shall be maintained by the Membership Chair.

ARTICLE XI
Dues and Assessments

Section 1. Dues

Members will pay annual dues. The membership application form will include the amount payable by each category of membership and the due date.

Section 2. Assessments

If warranted, a monetary increase of dues may be adopted to further the activities of this Association. Such an action will be determined by the Board of Directors. The Board of Directors will review annual dues at the end of odd-numbered fiscal years.

ARTICLE XII
Meetings of Members

Section 1. Meetings of Members

Regular meetings of the members will be held at such times and places as determined by the President. Notice of all meetings of the membership will be given at least thirty (30) days in advance of the meeting to each member of the Association. A schedule for the entire year, providing all pertinent information, can be sent in lieu of monthly notices unless changes are required. At least one meeting of the membership annually will be designated as a business meeting, for the purpose of receiving reports and the transaction of such other business as may properly come before the membership.

Section 2. Special Meetings of Members

Special meetings of the membership may be called by the President or five (5) or more Directors. Notice of said meeting stating the location, date, time and purpose thereof will be given to each member of the Association not less than ten (10) days prior to the date of said meeting.

Section 3. Quorum

At all Meetings of the Members, the voting members present will constitute a quorum for the transaction of business.

ARTICLE XIII
Fiscal Year

The Board of Directors shall fix the fiscal year of the Association.

ARTICLE XIV
Amendments

The proposed amendment must be presented by the Policy, Procedures, and Bylaws Committee to the SEMDA Board of Directors for approval of presentation to the membership. Written, printed, or electronic notice containing the proposed amendment shall be given to the members of the Association for comment, not less than thirty (30) days before the date of the board meeting at which the final vote is to be taken by the SEMDA Board of Directors. The amendment must be approved by the majority of the SEMDA Board Members. Then the amendment must be sent to the MDA President for their files. After this, a printed or electronic copy of the approved amendments shall be made available to the general membership.

ARTICLE XV
Parliamentary Authority

The most current edition of Robert's Rules of Order, Newly Revised will constitute the parliamentary authority for this Association and will be applicable in all cases where it does not conflict with these Bylaws, the procedures of this Association, or with the Articles of Incorporation of this Association.

ARTICLE XVI
Indemnification

Each person who is serving, or has served at the request of the Association as a director, officer, agent or committee member will be indemnified by the Association to the fullest extent permitted by the corporation laws of the State of Michigan. The Association may purchase and maintain insurance on behalf of any such person and other persons as determined from time to time by the Board of Directors of the Association.

ARTICLE XVII
Prohibited Activities and Dissolution

Section 1. Prohibited Activities

No part of the net earnings of the Association will inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Association will be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II of these Bylaws. Notwithstanding any other provisions of the Articles in these Bylaws, the Association will not carry on any other activities that are not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Internal Revenue Law).

Section 2. Dissolution

This Association is a membership non-profit corporation subject to and governed by the State of Michigan Non-profit Corporation Act. In the event of dissolution of the Association, the Board of Directors will, after paying or making provision for payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively to such organization(s) operating exclusively for charitable, educational or scientific purposes as will at the time qualify as an organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code) as the Board of Directors will determine.