

MICHIGAN SEPTIC TANK ASSOCIATION

ORGANIZATIONAL BYLAWS



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ARTICLE I - PURPOSES

The Corporation is organized as a Michigan non-profit corporation and shall be established as onsite wastewater business association for the purpose of promoting the common interests of its members who are a representative group of manufacturers and service providers in the onsite wastewater and portable toilet industry. Relevant industry sub-sectors include, but are not limited to, installation, inspection, operations & maintenance, repairs, pumping and hauling of onsite wastewater systems as well as portable toilets. This organization shall not engage in a business of a kind ordinarily carried on for profit. The proposed activities of the association are directed to the general improvement of their business conditions as a whole by way of exchange and dissemination of trade and production information to attempt to improve the quality of onsite wastewater systems, portable toilets and installation of onsite systems thereof; to establish standards of quality for its members; to ensure members have opportunities for continuing education requirements as may be necessary and relevant to any subsector of the onsite wastewater or portable toilet industries; to cooperate with public health authorities for the betterment of the industry; to ensure members are empowered to comply with applicable laws and standards of practice ; to appear before public bodies concerned with onsite wastewater systems and portable toilets and all relevant sub-sectors of the industry; to buy, hold and sell such real and personal property as will further the purposes of which the organization is formed. It is intended that this corporation operate under IRS Code Section 501(c)(6).

ARTICLE II - MEMBERS

Section 1. Administration. Each incorporator of the Corporation shall be a member and must be admitted by majority vote of Board of Directors.

Section 2. Membership. There are two types of memberships into the Michigan Septic Tank Association which are: 1) Members and 2) Affiliate Members.

Members: Any reputable person, corporation, partnership or sole proprietorship, engaged in the servicing, installing or cleaning of septic tanks /or portable toilets, shall be eligible for membership in the Michigan Septic Tank Association and shall designate one (1) individual to represent the membership subject to the approval of the Board of Directors. All other employees of the members' organization will be considered additional members. Only the designated member will have voting rights and be able to serve on the Board of Directors. Any person, corporation,

partnership or sole proprietorship eligible for membership may acquire more than one (1) membership by undertaking to pay the annual dues of each such membership and may designate another individual to represent each such membership subject to the approval of the majority vote of the Board of Directors.

Affiliate Members: Any reputable manufacturer, supplier or trade association engaged in a service or an interest to the members of the Michigan Septic Tank Association shall be eligible for Affiliate Membership and shall designate one (1) individual to represent the Affiliate Membership, subject to the approval of the majority vote of the Board of Directors. All other employees of the Affiliate Members' organization will be considered additional members. Affiliate Members cannot serve on the Board of Directors and only the designated Affiliate Member shall have voting rights. For the purpose of the Bylaws, the words "member" and "membership" will hereas refer to both Members and Affiliate Members through the remainder of the Bylaws.

Section 3. Dues. Each member shall pay annual membership dues and the membership rate is established by a majority vote of the Board of Directors. Newly admitted members shall pay dues immediately upon approval of admittance to membership. The member is subject to a late fee if dues are not paid within 60 days. The late fee shall be established by a majority vote of the Board of Directors. If the member does not pay within 90-days, their membership will be removed from the membership roll and will have to re-apply to become a member, if they so choose.

Section 4. Representation by Proxy. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

Section 5. Change of Member Representative. Any Member who has elected a representative in accordance with Article II, Section 2 hereof shall have the right, at any time, to change any or all of its representatives upon notice to the Association.

Section 6. Assignment. Any Member who has elected a representative in accordance with Article II, Section 2 hereof shall have the right, at any time, to assign membership upon a member's death. Membership, however, shall automatically cease and terminate upon a member's dissolution, bankruptcy, resignation or upon any attempted assignment, attachment or levy whether voluntary or by operation of law.

Section 7. Removal. A member may be removed from membership by a majority vote of the Board of Directors.

ARTICLE III - MEETING OF MEMBERS

Section 1. Times and Places of Meetings. Meetings of the members shall be held at such times and places as may be fixed from time to time by the Board of Directors.

Section 2. Annual Meetings. An annual meeting of the members shall be held in the first quarter of every year at a time and place agreed upon by the Board of Directors. This meeting is considered the first meeting of the newly elected Board of Directors.

Section 3. Special Meetings. Special Meetings can be called by the President or three (3) members of the Board of Directors.

Section 4. Notice of Meetings. Notice of all meetings of the members stating the time, place and purposes thereof shall be given to each member at least ten (10) but not more than sixty (60) days before the date fixed for the meeting, either given personally, by mail, by email or be on the MSTTA website (notice by mail shall be deemed given when mailed). At each annual meeting of the members, the Directors shall present a report verified by the President and the Treasurer or by a majority of the Directors showing the whole amount of real and personal property owned by the Corporation, where located and where and how invested; the amount and nature of the property acquired during the year immediately preceding the date of the fiscal year, and the manner of acquisition; the amount applied, appropriated or expended during the fiscal year immediately preceding purchase date and objects or persons for which appropriations or expenditures have been made, which report shall be filed with the record of the Corporation and an abstract thereof entered in the Minutes and proceedings of the annual meeting.

Section 5. Quorum. A majority of Board Members present in person, represented by proxy or present in a “virtual” setting, shall constitute a quorum at all meetings of members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation. If there shall be no quorum, the members present by majority vote, may adjourn the meeting from time to time without notice until such a time as a quorum shall be present. Once a quorum shall have been determined to be present, the members present in person or by proxy at any meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6. Vote Required. When an action, other than the election of Directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast. In some cases, the vote may be in a survey format whereas the Board of Directors are seeking input from the members as not considered an official vote.

Section 7. Voting Rights. Except as otherwise provided by the Articles of Incorporation or these Bylaws, each member or affiliate member shall, at every meeting of members, be entitled to one (1) vote in person, by proxy or by email on each matter submitted to

a vote. A vote may be cast either orally, in writing or in an email. Provided, however, if an organization holds more than one (1) membership or affiliate membership, such member shall be entitled to one (1) vote for each such membership held.

Section 8. Conduct of Meetings. Meetings of members generally shall follow accepted rules of parliamentary procedure, subject to the following:

1. The President shall have absolute authority over matters of procedure and there shall be no appeal from the ruling of the President. If, in his/her absolute discretion, the President deems it advisable to dispense with the rules of parliamentary procedure as to any one meeting of members or part thereof, he/she shall so state and shall clearly state the rules under which the meeting or appropriate part thereof shall be conducted;

2. If disorder should arise which prevents the continuation of the legitimate business of the meeting, the President may announce the adjournment of the meeting, and, upon his/her so doing, the meeting is immediately adjourned.

3. The President may ask or require that anyone not a bona fide member or proxy leave the meeting.

4. A resolution or motion shall be considered for vote only if proposed by a member or a duly authorized proxy and seconded by a shareholder or duly authorized proxy other than the individual who proposed the resolution or motion.

5. Except as the President may permit, no matter shall be presented to the meeting which has not been submitted for inclusion in the agenda within ten (10) days after the notice of the meeting.

Section 9. Meeting by Telephone or Similar Equipment. A member may participate in a membership meeting by virtual conference, conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other, if alternate communication is available. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE IV - DIRECTORS

Section 1. Powers. The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

Section 2. Number of Directors. A Director shall be a member of this Corporation and a citizen of the United States. The Board of Directors shall consist of eleven (11) Directors or as otherwise determined by the Board of Directors from time to time. One-half (½) to Two-Thirds (2/3) of the number of Directors shall be elected pursuant to the election policy stated below, for a two (2) year term of office or until his/her successor is elected and qualified.

Election Policy (dates are approximated)

October 1 - Email the membership of expiring Board of Directors and open the nomination submission process.

October 15 - Deadline for members to submit nominations for Board of Directors.

November 1 - Check membership status, confirm nominee's interest in becoming a board member, email voting ballots to members.

November 15 - Deadline for submitting vote for Board of Directors.

December 1 - Deadline to tally results and forward to the editor for inclusion in the next newsletter. New Directors are effective as of the next Annual Board Meeting.

December 1 - Notification to the new Directors of election results with request for nominations for Executive Officer positions.

December 15 - Deadline to submit nominations for Executive Officer positions.

December 15 - Notify newly elected Executive Officers. New Officers are effective as of the next Annual Board Meeting. Forward their names to the editor for inclusion in the next newsletter.

Section 3. Term of Office. The term of office shall be 2 years. The term shall commence at the start of the Annual Meeting of the year that their term starts and end at the start of the Annual Meeting of the year their term ends.

Section 4. Vacancies. Vacancies and newly created directorships resulting from any change in the authorized number of Directors may be filled by a majority vote of the Directors

after the vacancy has occurred, and the Directors so chosen shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 5. Compensation of Directors. No compensation shall be paid to Directors as such for their services, but reimbursement of expenses shall be paid as deemed necessary by a majority of the Board of Directors.

Section 5. Resignation. Any Director may resign at any time and such resignation shall take effect upon receipt thereof by the Corporation, or such subsequent time as set forth in the notice of resignation. Any or all of the Directors may be removed, with or without cause, by the vote of a majority of the Board of Directors except as otherwise provided by statute or the Articles of Incorporation.

ARTICLE V - MEETING OF DIRECTORS

Section 1. Places of Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or outside of the State of Michigan.

Section 2. First Meeting of newly Elected Board. The first meeting of the newly elected Board of Directors shall be held at the annual meeting of members and no notice of such meeting shall be necessary to the newly elected Directors in order to legally constitute the meeting, provided a quorum shall be present. In the event such meeting is not held at the annual meeting, the meeting may be held at such time and place as shall be specified in a notice given by phone or email as hereinafter provided for special meetings of the Board of Directors.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or Secretary or by any two (2) Directors upon two (2) days' notice to each Director, either personally, e-mail or by phone.

Section 5. Purpose Must be Stated. The business to be transacted at, and the purpose of any regular or special meetings of the Board of Directors, must be specified in the notice of such meeting.

Section 6. Quorum. At meetings of the Board of Directors, a majority of the total number of Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at any meeting at which there is a quorum shall be the acts of the Board of Directors except as may otherwise specifically be provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the

Directors present thereat may adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present.

Section 7. Voting. The Board of Directors shall hold voting on topics relating to the Corporation and in such voting the President shall only cast his/her vote when needed to break a tie vote.

Section 8. Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, before or after the action, a written consent thereto is signed by all members of the Board and such written consent is filed with the Minutes or proceedings of the Board. Such consent shall have the same effect as a vote of the Board for all purposes.

Section 9. Meeting by Telephone or Similar Equipment. The Board of Directors may participate in a meeting of such Board or committee, by means of conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participate in the meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 10. Committee. The Board of Directors shall authorize and define the powers and duties of all committees. The President shall appoint all committees, subject to confirmation to the Board of Directors.

ARTICLE VI – EXECUTIVE DIRECTORS

Section 1. Appointment. The Board of Directors, consistent with the provisions of Article IV, Section 2, shall appoint a President, Vice President, Secretary and a Treasurer. The President, Vice President, Secretary and Treasurer shall be the Executive Directors of the Corporation. All such Executive Directors shall be a current member of the Board of Directors. The dismissal of an Executive Director and the change of an Executive Director to a different or additional office, may be made by the Board of Directors at any meeting. Any two or more Executive Director positions may be filled by the same person.

Section 2. Term of Office. Each Executive Director shall hold office at the pleasure of the Board of Directors for one year. The Board of Directors may remove any Executive Director for cause or without cause. Any Executive Director may resign his/her office at any time with such resignation to take effect upon receipt of written notice thereof by the Corporation unless

otherwise specified in the resignation. If any office becomes vacant for any reason, the vacancy may be filled by any member of the Board of Directors.

Section 3. President. The President shall be the Chief Executive Director of the Corporation and shall preside at all Board of Director meetings and meetings of the members. The President shall have final authority, subject to the control of the Board of Directors, over the general policy and business of the Corporation and shall have the general control and management of the business and affairs of the Corporation. The President shall have the power, subject to the control of the Board of Directors, to appoint or discharge and to prescribe the duties and to fix the compensation of such agents and employees of the Corporation as he/she may deem necessary. He/she shall make and sign bonds, mortgages and other contracts and agreements in the name of and on behalf of the Corporation, except when he/she or the Board of Directors, by resolution, instructs the same to be done by some other officer or agent. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform all other duties necessary or appropriate to his/her office; subject, however, to his/her right and the right of the Board of Directors to delegate any specific powers to any other Executive Director of the Corporation. In case of the absence or inability to act of the President, the duties of his/her office shall, unless otherwise specified by these Bylaws, be performed by another member of the Board of Directors. When so acting, the duly authorized President shall have all the powers of and be subject to the restrictions upon the President.

Section 5. Vice President. The Vice President shall have such title and powers and perform such duties as may be assigned to him/her from time to time by the President or the Board of Directors. In case of the absence or inability to act of the Vice President, the duties of his/her office shall, unless otherwise specified by these Bylaws, be performed by another member of the Board of Directors, assigned by the President. When so acting, the duly authorized Vice President shall have all the powers of and be subject to the restrictions upon the Vice President.

Section 6. Secretary. The Secretary shall maintain the minutes of all meetings of the Board of Directors and of the members and shall keep a record of all votes at such meetings unless he/she or the Board of Directors instructs the same to be done by another Executive Director, Director or Agent. In case of the absence or inability to act of the Secretary, the duties of his/her office shall, unless otherwise specified by these Bylaws, be performed by another member of the Board of Directors, assigned by the President. When so acting, the duly authorized Secretary shall have all the powers of and be subject to the restrictions upon the Secretary.

Section 7. Treasurer. The Treasurer shall oversee the corporate funds and securities, except as otherwise provided by the Board of Directors and shall oversee the accuracy of the accounts, receipts and disbursements belonging to the Corporation and shall oversee the deposits of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors unless he/she or the Board of Directors instructs the same to be done by another Executive Director, Director or Agent. The books of the Corporation shall at all times be open to the inspection of any member of the Corporation. The

Treasurer shall render such statements of his/her accounts to the Board of Directors and President as they may require and he/she shall make a full report at each annual meeting of the Board of Directors. He/she may be required to give bond for the faithful discharge of his/her duties in such form as the Board of Directors may require, the expense of such bond to be paid by the Corporation. In case of the absence or inability to act of the Treasurer, the duties of his/her office shall, unless otherwise specified by these Bylaws, be performed by another member of the Board of Directors, assigned by the President. When so acting, the duly authorized Treasurer shall have all the powers of and be subject to the restrictions upon the Treasurer.

Two (2) signatures shall be required to disburse any funds of the Corporation. The two signatures shall be any two Executive Directors of the Corporation.

Section 8. Absence of Executive Director. In the case of the absence of any Executive Director or for any other reason that the Board of Directors may deem sufficient, the President or the Board of Directors may delegate for the time being, the powers or duties of such Executive Director to any other person on the Board of Directors.

Section 9. Executive Officer. If the position of the Executive Officer is filled, he/she shall serve on the Board in an ex-officio (non-voting) capacity. The Executive Officer shall have the authority to conduct, manage and direct the day-to-day business and affairs of the corporation including the oversight of the finances as directed by the President and in cooperation with the Executive Board. During any period that the Executive Officer position is not filled, the Board of Directors shall designate one or more members of the Board of Directors to perform duties of the Executive Officer. The Executive Officer shall be an Independent Contractor and shall be paid according to the agreed contract between the Executive Officer and the Board of Directors.

Section 10. Assistant Executive Officer. If the position of the Assistant to the Executive Officer is filled, he/she shall perform such duties as assigned by the President and in cooperation with the Executive Board. The Assistant shall not be a member of the Board of Directors. The Assistant shall be an Independent Contractor and shall be paid according to the agreed contract between the Assistant and the Board of Directors.

ARTICLE VII - FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the Corporation shall be January 1st through December 31st.

Section 2. Deposit of Funds. The funds of the Corporation shall be deposited in such banks or trust companies as the Board of Directors may from time to time designate.

Section 3. Investment. Any property or funds received with respect to which there are no investment specifications or limitations in the agreement, instrument or order creating or defining the holding, the Corporation may invest the same or convert the same into such common or preferred stocks, share accounts of either state or federal chartered buildings and loan or savings and loan associations, bonds, mortgages, mortgage notes (but not including certificates or evidences of participation or undivided interest in real estate mortgages and mortgage notes), notes, debentures, securities or other properties, real or personal, as an ordinarily prudent man/woman of intelligence and integrity who is the trustee of the monies of others would purchase in the exercise of reasonable care, judgment and diligence under the conditions existing at the time of purchase, having due regard for the management, reputation and stability of the issuer and the character of the particular securities.

Section 4. Reorganization. Subject to and in compliance with the Michigan Non-Profit Corporation Act, the Corporation's Articles of Incorporation and these Bylaws, the Directors shall have full power to participate in any plan of reorganization, consolidation or merger of any corporation in which the Corporation herein may be interested; to deposit any property or securities under any such plan or reorganization with any protective reorganization or creditors or other committee; to delegate such committee discretionary powers with respect thereto; to pay out of principal or income a proportionate share of the expenses of such committee and of assessments levied under such plan; to accept or retain any securities or property received by the Directors pursuant to such plan; to exercise conversion, subscription, voting or other rights pertaining to any property held by the Corporation herein and to pay out of principal or income such sums in connection therewith as they may deem prudent or advisable.

Section 5. Nominees. The Corporation is authorized to keep securities in the name of the Corporation or in the name of a nominee for it, or in the name of the manager and custodian of the assets of the Corporation or in its nominee, in order that sales, transfers or other transactions may be facilitated.

Section 6. Attorneys and Advisors. The Board of Directors shall have full power to employ investment counsel, brokers, agents and attorneys. The Board of Directors may, at its discretion, appoint and designate some bank or trust company as administrator, manager and custodian of the assets of the Corporation.

Section 7. Borrowing. The Corporation may, whenever its general interest requires the same and upon specific written approval of no less than Two-Thirds (2/3) of the members of the Board of Directors, borrow money and issue its promissory note or bond for the repayment thereof with interest and may, in like case, mortgage its property as security for its debts or other lawful engagements.

ARTICLE VIII - INDEMNIFICATION

Section 1. Nonderivative Actions. Subject to all of the other provisions of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or officer of the Corporation, or who was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Derivative Actions. Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Director or officer of the Corporation or (b) the person was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court

considers proper.

Section 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

Section 4. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the Corporation as well as in such person's capacity as a Director or officer. Except as provided in Section 3 of this Article, the Corporation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

Section 5. Determination That Indemnification Is Proper. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 or 2, whichever is applicable. Such determination 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 such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

Section 6. Proportionate Indemnity. If a person is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the 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 be indemnified.

Section 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1 or 2 of this Article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 8. Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. 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.

Section 9. Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

Section 10. Former Directors and Officers. The indemnification provided in this Article continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

Section 11. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of the Corporation or (b) was or is serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this Article or the laws of the state of Michigan.

Section 12. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

ARTICLE IX – EXPULSION OF MEMBERSHIP

Section 1. Purpose. To maintain the integrity and reputation of the association.

Section 2. Grounds for Expulsion. A member of a business can be expelled from the association for illegal business practices that affect the association or members of the association or for disruptive or unethical behavior that affect the association or members of the association.

Section 3 Written Notice of Expulsion.

- a. Accused member will be notified of the charges against them in writing by the Executive Members of the association
- b. The accused has a right to present their case against the charges, in writing, to the President of the association within 30 days of notice.
- c. The case will be brought forth to the entire MSTA Board within 30 days of written notice to the accused and a vote for expulsion will be made by a two-thirds majority of the board.
- d. The final decision of the board will be presented to the accused, in writing, along with the consequences of the expulsion.
- e. All information relating to the expulsion will be kept confidential.

Section 4 Consequences of Expulsion.

- a. The accused will lose all rights to membership, including member portal access to the website, all past credit reports stored within the MSTA files and participation to future MSTA events. Request to appeal member expulsion will be allowed in writing to the Board after 1 year.
- b. If a member is reinstated after 1 year, a second offense will result in immediate termination of lifetime membership.

ARTICLE X - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized or operated exclusively for charitable, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County of Kent, State of Michigan, to such organization or organizations as the said Court shall determine, which are organized or operated exclusively for such purposes.

ARTICLE XI - AMENDMENT TO BYLAWS

These Bylaws may be amended, altered, changed, added to or repealed at any regular meeting of the members or of the Board of Directors or at any special meeting of the members or of the Board of Directors; except any Bylaw adopted by the members which expressly so states shall not be altered, amended or repealed by the Board of Directors.

These Bylaws are hereby amended and restated effective on the 12th day of October, 2024.