

AMENDED AND RESTATED
BYLAWS
OF
GRATIOT COUNTY PLAYERS, INC.
(A Michigan Non-Profit Corporation)

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Article I. OFFICES

Section 1.01 Principal / Registered Office

- (a) Effective as of October 4, 1999, the principal / registered office of the corporation is located at: 217 East Superior Street, Alma, Michigan, 48801 in the county of Gratiot.

Section 1.02 Change of Principal / Registered Office Address

- (a) The designation of the county or state of the corporation's principal / registered office may be changed by amendment of these Bylaws. The Board of Directors may change the principal / registered office from one location to another within the named county by noting the changed address and effective date to section one above, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.
- (b) A change in the designation of the corporation's principal / registered office as amended by these Bylaws will require that appropriate forms be filed with the Michigan Department of Consumer and Industry Services, Bureau of Commercial Services, Corporate Division in Lansing, Michigan.

Section 1.03 Resident Agent

- (a) Effective as of October 4, 1999, the resident agent of the corporation is Nancy Peska.

Section 1.04 Change of Resident Agent

- (a) The designation of the corporation's resident agent may be changed by amendment of these Bylaws. The Board of Directors may change the resident agent by noting the change and effective date to section three above, and such changes of agent shall not be deemed, nor require, an amendment of these Bylaws.
- (b) A change in the designation of the corporation's resident agent as amended by these Bylaws will require that appropriate forms be filed with the Michigan Department of Consumer and Industry Services, Bureau of Commercial Services, Corporate Division in Lansing, Michigan.

Section 1.05 Other Offices

- (a) The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article II. NONPROFIT PURPOSES

Section 2.01 IRC Section 501(c)(3) Purposes

- (a) This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.02 Specific Objectives and Purposes

- (a) The Gratiot County Players, Inc. is a non-profit organization open to all individuals interested in theatre with the purpose of promoting the advancement and betterment of community theatre; to which end the organization will conduct, perform, and undertake any of the following activities:
 - (i) To produce and present, independently or in concert with other institutions or individuals, theatrical productions and other events of a similar nature.
 - (ii) To solicit gifts and donations from private individuals, businesses, foundations, and governmental entities in support of one or more of the purposes or activities of the Corporation.
 - (iii) To collect fees: from admission to performances, from instructional classes, lectures, and workshops; and to do these and all other legal things necessary to carry out and fulfill the stated purposes of the Corporation.

Article III. DIRECTORS

Section 3.01 Number

- (a) The corporation shall have twelve directors and collectively they shall be known as the Board of Directors.

Section 3.02 Qualifications

- (a) Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows:
 - (i) An interest in promoting the arts and community theatre.
 - (ii) A willingness to dedicate time to theater projects.

Section 3.03 Powers

- (a) Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of

Directors.

Section 3.04 Duties

- (a) It shall be the duty of the directors to: (removed all references to employee/employer)
 - (i) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
 - (ii) Appoint, remove and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers and agents of the corporation;
 - (iii) Supervise all officers and agents of the corporation to assure that their duties are performed properly;
 - (iv) Meet at such times and places as required by these Bylaws;
 - (v) Register their addresses with the Secretary of the corporation, and notices of meetings by mail or email at such addresses shall be valid notices thereof.

Section 3.05 Term of Office

- (a) Each director shall hold office for a period of three years and until his or her successor is elected and qualifies.

Section 3.06 Compensation

- (a) Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their board approved duties.

Section 3.07 Place of Meetings

- (a) Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 3.08 Regular Meetings

- (a) Regular meetings of Directors shall be held each month at such time as the Board of Directors shall designate at their first meeting following the annual meeting. Notice of such meeting shall be conveyed to the membership by generally accepted means of communication.

Section 3.09 Special Meetings

- (a) Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the

laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 3.10 Notice of Meetings

- (a) Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:
 - (i) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
 - (ii) Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by email, by telephone or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
 - (iii) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 3.11 Quorum for Meetings

- (a) A quorum shall consist of a majority of the members of the Board of Directors.
- (b) Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 3.12 Majority Action as Board Action

- (a) Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 3.13 Conduct of Meetings

- (a) Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

- (b) Meetings shall be loosely governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

Section 3.14 Vacancies

- (a) Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.
- (b) Any director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.
- (c) Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.
- (d) Any vacancy occurring in the Board of Directors shall be filled by action of the Board of Directors. Nominees not elected at a current Annual Meeting shall be given first consideration. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 3.15 Non-liability of Directors

- (a) The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 3.16 Indemnification by Corporation of Directors and Officers

- (a) The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 3.17 Insurance for Corporate Agents

- (a) Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, ~~strike~~ "employee" or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article IV. OFFICERS

Section 4.01 Designation of Officers

- (a) The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The corporation may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 4.02 Qualifications

- (a) Any person may serve as officer of this corporation after completing one year on the board as a director.

Section 4.03 Election and Term of Office

- (a) Officers shall be elected by the Board of Directors, directly following the annual meeting of the [members](#), and each officer shall hold office [for one year or](#) until he or she resigns or is removed or is otherwise disqualified to serve, [at which time](#) his or her successor shall be elected.

Section 4.04 Removal and Resignation

- (a) Any officer may be removed, either with or without cause, by the Board of Directors, at any time [by 8 affirmative votes of the directors at a duly held meeting](#). Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05 Vacancies

- (a) Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors as soon as possible. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 4.06 Duties of President

- (a) The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 4.07 Duties of Vice President

- (a) In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

Section 4.08 *Duties of Secretary*

- (a) The Secretary shall:
 - (i) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
 - (ii) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
 - (iii) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
 - (iv) Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
 - (v) Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
 - (vi) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book and the minutes of the proceedings of the directors of the corporation.
 - (vii) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 4.09 *Duties of Treasurer*

- (a) The Treasurer shall:
 - (i) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
 - (ii) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
 - (iii) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
 - (iv) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- (v) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- (vi) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- (vii) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (viii) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 4.10

Article V. COMMITTEES

Section 5.01 Other Committees

- (a) The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 5.02 Meetings and Action of Committees

- (a) Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article VI. EXECUTION OF INSTRUMENTS, DEPOSITS & FUNDS

Section 6.01 Execution of Instruments

- (a) The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 6.02 Checks and Notes

- (a) Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and

other evidence of indebtedness of the corporation shall be signed by the Treasurer or President of the corporation.

Section 6.03 Deposits

- (a) All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.04 Gifts

- (a) The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Article VII. CORPORATE RECORDS, REPORTS & SEAL

Section 7.01 Maintenance of Corporate Records

- (a) The corporation shall keep at its principal office:
 - (i) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
 - (ii) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
 - (iii) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
 - (iv) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 7.02 Corporate Seal

- (a) The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 7.03 Directors' Inspection Rights

- (a) Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 7.04 *Members' Inspection Rights*

- (a) Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:
 - (i) To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.
- (b) Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 7.05 *Right To Copy and Make Extracts*

- (a) Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 7.06 *Periodic Report*

- (a) The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article VIII. IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 8.01 *Limitations on Activities*

- (a) No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- (b) Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 8.02 *Prohibition Against Private Inurement*

- (a) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons.

Section 8.03 *Distribution of Assets*

- (a) Upon the dissolution of this corporation, its assets remaining after payment, or provision for

payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 8.04 Private Foundation Requirements and Restrictions

- (a) In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article IX. AMENDMENT OF BYLAWS

Section 9.01 Amendment

- (a) These Bylaws may be altered by an affirmative vote of a majority of the members present at any annual or special meeting of the membership if notice of the proposed alteration be contained in the notice of the meeting.

Article X. CONSTRUCTION AND TERMS

- (a) If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
- (b) Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- (c) All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.
- (d) All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article XI. MEMBERS

Section 11.01 Determination and Rights of Members

- (a) The corporation shall have two classes of membership. Membership shall consist of both voting and non-voting members. The criteria are:
 - (i) Voting Members:
 - 1) *Must submit a membership form,*
 - 2) *Are sixteen years of age or older,*
 - 3) *Have made a financial or in-kind contribution to the benefit of the GCP.*
 - (ii) Non-Voting Members:
 - 1) *Must submit a membership form,*
 - 2) *Are under sixteen years of age and / or,*
 - 3) *Have not made a financial or in-kind contribution to the benefit of the GCP.*
- (b) No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.
- (c) *Any director may be removed with or with out cause by an affirmative vote of 2/3's of the membership at a duly held meeting.*

Section 11.02 Qualifications of Members

- (a) The qualifications for membership in this corporation are as follows:
 - (i) Membership is open to all individuals who register their names with GCP by filing a membership form.

Section 11.03 Admission of Members

- (a) Applicants shall be admitted to membership upon submission of a membership application form.
- (b) Membership is effective immediately upon receipt of the applicants membership application form.

Section 11.04 Fees and Dues

- (a) There shall not be a fee charged for making application for membership to the corporation. Furthermore, there shall not be annual dues payable to the corporation by members.

Section 11.05 Number of Members

- (a) There is no limit on the number of members the corporation may admit.

Section 11.06 Membership Book

- (a) The corporation shall keep a membership book containing the membership application form of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

Section 11.07 Non-liability of Members

- (a) A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Section 11.08 Non-transferability of Memberships

- (a) No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

Section 11.09 Termination of Membership

- (a) The membership of a member shall terminate upon the occurrence of any of the following events:
 - (i) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
 - (ii) All memberships expire upon the adjournment of the Annual Meeting in June; after which time all members are encouraged to re-register.
 - (iii) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
- (b) All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article XII. MEETINGS OF MEMBERS

Section 12.01 Place of Meetings

- (a) Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

Section 12.02 Annual Meeting

- (a) An annual meeting of members shall be held on the third **Wednesday** of June at 7:00 PM, for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only.
- (b) If the day fixed for an annual meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

Section 12.03 Special Meetings of Members

- (a) **A special meeting of the members may be called at any time by the President, by a majority of the Board of Directors, or upon written demand of at least twenty-five (25) members filed with the Secretary of the Board of Directors. The President shall call a meeting of the members within thirty (3) days of such a filing.**

Section 12.04 Notice of Meetings

- (a) Unless otherwise provided by the Articles of Incorporation, these Bylaws or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, **by email** or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone, **email** or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- (b) The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.
- (c) Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 12.05 Quorum for Meetings

- (a) A quorum shall consist of the presence in person of at least twenty (20) members at any meeting of the membership.
- (b) Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 12.06 Majority Action as Membership Action

- (a) Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater number.

Section 12.07 Voting Rights

- (a) Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

Section 12.08 Action by Absentee Ballot

- (a) Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, any action which may be taken at any annual or special meeting of members may be taken by absentee ballot by any member entitled to vote on the matter. The ballot shall:
 - (i) Set forth the proposed action;
 - (ii) Provide an opportunity to specify approval or disapproval of each proposal;
 - (iii) Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
 - (iv) Shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.
- (b) Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.
- (c) Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

- (d) Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

Section 12.09 Conduct of Meetings

- (a) Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.
- (b) Meetings shall be loosely governed by Roberts Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

ADOPTION OF BYLAWS

These bylaws were approved by a majority vote of the membership present at a special meeting for this purpose held at the Strand Theatre, Alma, Michigan, on April 17, 2005.

Dated:

_____ President

_____ Vice President

_____ Treasurer

_____ Secretary
