

RESTATED BYLAWS
OF
MICHIGAN BISON ASSOCIATION

Adopted: _____

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Dated: _____, 20__

**RESTATED BYLAWS
OF
MICHIGAN BISON ASSOCIATION**

The Bylaws of Michigan Bison Association dated August 15, 1998 are completely amended and restated this ____ day of _____, 20__ as follows:

ARTICLE I - SCOPE AND PURPOSE

1.1. Scope. Michigan Bison Association ("**Association**") is a Michigan nonprofit, nonstock corporation with a perpetual charter. These Bylaws supplement the Articles of Incorporation and are subject to laws which apply now or later.

1.2. Purposes. The purpose or purposes for which the Association is organized are as set forth in the Articles of Incorporation.

ARTICLE II - MEMBERS

2.1. Class of Members. The Association will have four (4) classes of members; Active, Associate, Sustaining and Honorary.

2.2. Eligibility for Membership.

a. Active Members. Any individual, business entity, or other organization will be eligible for membership in the Association as an Active Member if the prospective member meets all eligibility requirements established by the Board of Directors from time to time, has been accepted as an Active Member by the Board of Directors, and has paid all membership fees required by the Board of Directors. Each Active Member is entitled to one (1) vote on each matter submitted to a vote. Active Members may serve on committees and may serve as chairperson of any committee.

b. Associate Members. An individual, business entity, or other organization will be eligible for membership in the Association as an Associate Member if the prospective member meets all eligibility requirements established by the Board of Directors from time to time, has been accepted as an Associate Member by the Board of Directors, and has paid all membership fees required by the Board of Directors. Associate Members are nonvoting, and do not have the right to vote on any matter presented to members. Associate Members may not serve as directors or officers of the Association. Associate Members may serve on committees but may not serve as a chairperson of any committee.

c. Sustaining Members. An individual, business entity, or other organization will be eligible for membership in the Association as a Sustaining Member if the prospective member meets all eligibility requirements established by the Board of Directors from time to time, has been accepted as a Sustaining Member by the Board of Directors, and has paid all membership fees required by the Board of Directors. Sustaining Members are nonvoting, and do not have the right to vote on any matter presented to members. Sustaining Members may not

serve as directors or officers of the Association. Sustaining Members may serve on committees but may not serve as a chairperson of any committee.

c. Honorary Members. An individual will be eligible for membership in the Association as an Honorary Member if the prospective member meets all eligibility requirements established by the Board of Directors from time to time, has been accepted as a Honorary Member by the Board of Directors, and has paid all membership fees required by the Board of Directors. Honorary Members are nonvoting, do not have the right to vote on any matter presented to members, and do not have the right to notice at meeting of members. Honorary Members may not serve as directors, officers, or as members of committees of the Association.

2.3. Member Representatives. Each member that is not an individual or sole proprietor may, and if required by the Board of Directors, must, designate one individual to be its representative for purposes of (i) receiving notices and other information, (ii) communicating with the Corporation on the member's behalf, (iii) representing the member at meetings, and (iv) only in the case of Active Members, voting the Active Member's interest.

2.4. Liability of Members. No member of the Association will be personally liable for any of the Association's debts, liabilities, or obligations, unless the member has agreed in writing to be liable for such debt, liability or obligation.

2.5. Transfer of Membership. Membership in the Association is neither transferable nor assignable, except with the consent and approval of the Board of Directors.

2.6. Suspension or Termination of Membership.

a. Voluntary Termination. A member may terminate his or her own membership in the Association by providing written notice of resignation to the Secretary of the Association, or to a person designated by the Board of Directors.

b. Involuntary Termination. The Board of Directors may suspend or terminate a member's rights and privileges as a member and stockholder, including without limitation voting rights and rights to participate in management of the Association, and remove the person as a member of the Association, if the member:

- i. fails at any time to meet eligibility requirements for membership;
- ii. fails to patronize the Association for a period of time designated by the Board of Directors;
- iii. engages in conduct the Board of Directors reasonably determines materially and adversely affects the Association or its operations;
- iv. violates Bylaws, rules, or regulations of the Association;
- v. materially breaches any contract with the Association;

- vi. engages conduct that is fraudulent, or
- vii. commits a felony or crime of moral turpitude.

Each member subject to a suspension or removal vote will receive written notice of the alleged facts constituting cause for removal at least 10 and not more than 60 days before the meeting of the Board of Directors at which a removal vote will be taken. The member will have the right to be heard regarding the accusations at any meeting during which such a vote is taken; *provided however*, that Board of Director's determination with respect to alleged facts constituting cause for removal will be final, conclusive, and binding upon all parties.

Suspension or termination of an Active Member's membership requires the vote of three-fourths (3/4) of the votes cast. Suspension or termination of any other member's membership requires a majority of the votes cast.

2.7. Rights and Powers. The members will have such rights and powers as provided by law, the Articles of Incorporation and these Bylaws, including, but not limited to, the exclusive power by majority vote to approve all amendments to the Articles of Incorporation and Bylaws.

ARTICLE III - MEMBER MEETINGS

3.1. Annual Meeting. An annual meeting of the members must be held after the end of each fiscal year, at the time and place set by the Board, for the purposes of hearing reports of officers, electing directors, and transacting other pertinent business.

3.2. Special Meetings. Special meetings of the members may be called upon the written request of the President, by the Board by majority vote, or by the Secretary upon the filing of a written petition stating the business to be brought before the meeting signed by at least 10% of the Active Members.

3.3. Notice of Meetings. Except as otherwise provided by Michigan law, written notice of the time, place and purposes of any meeting of members will be given to each member of record entitled to vote at the meeting. Notice shall be given:

a. by mail or by electronic transmission in a manner authorized by the member receiving notice via electronic transmission, not less than ten (10) and not more than sixty (60) days before the date of the meeting; or

b. by including the notice, prominently displayed, in a newspaper or other periodical that is regularly published at least semiannually by or in behalf of the Association and addressed and mailed, postage prepaid, to each member entitled to vote at the meeting, not less than 10 and not more than 60 days before the meeting.

If a member, or proxy holder is permitted to participate in and vote at a meeting by remote communication, the notice shall include a description of the means of remote communication by which a member may participate.

3.4. Notice of Adjourned Meetings. When a meeting is adjourned to another time or place, it is not necessary, unless these Bylaws provide otherwise, to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting will be given to each member of record as of the new record date.

3.5. Waiver of Notice. A member may waive notice of a meeting. Attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.6. Action Without Meeting. Any action required or permitted by law to be taken at any meeting of the members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, is signed by all of the members. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent will be given to those members who have not consented in writing.

3.7. Quorum. Except as hereinafter provided and as otherwise provided by law, at any meeting of the members, a quorum will be a majority of Active Members. Action in all matters except as otherwise specified within these Bylaws will be decided by majority vote of the Active Members present and voting at a meeting at which there is a quorum. The members present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less interest than a quorum may adjourn any meeting.

3.8. Voting. Each Active Member is entitled to one (1) vote on each matter submitted to a vote, unless otherwise provided in the Articles of Incorporation or these Bylaws. Associate Members and Sustaining Members are not entitled to vote on any matter submitted to a vote. A vote may be cast either orally or in writing. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, at any member meeting at which a quorum is present, all corporate action shall be determined by a vote of a majority of the votes cast. Abstentions shall not be counted as votes cast by the Active Members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation or by law.

3.9. Participation by Remote Communication. Members may participate in a meeting of the members by conference telephone or similar communications equipment through which all persons participating in the meeting can communicate with the other participants. All participants shall be advised of the means of remote communication. The Board of Directors may hold a member meeting solely by means of remote communication and may adopt guidelines and procedures governing participation in meetings by remote communication. A member participating in a meeting through remote communication may vote if the Corporation: (a) implements reasonable measures to verify that each person permitted to vote by means of remote communication is a member, (b) implements reasonable measures to provide each member a reasonable opportunity to participate and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially

concurrently with the proceedings, and (c) maintains a record of any vote or other action taken by means of remote communication.

3.10. Proxies. At any meeting of the members, any Member entitled to vote may vote in person or by proxy. Proxies must be in writing and in a form approved by the Board of Directors. Proxies must be filed with the Secretary at or before the meeting. Unless the duration of the proxy is specified, each proxy will be invalid after the meeting, including adjournments, for which it was given.

3.11. Voting by Ballot. The Board of Directors may authorize voting by ballot on any matter that the members are required or permitted to take at a regular or special meeting, including the election of directors, without a meeting. If mail voting is authorized, the Board of Directors must establish the manner and method for voting by ballot, including procedures for authenticating ballots. All properly-submitted votes will be counted as if the member attended the meeting in person and voted (or abstained, as applicable). Any ballot voting shall comply with the requirements of MCL §450.2408.

ARTICLE IV - BOARD OF DIRECTORS

4.1. Duties and Powers. The Board of Directors shall have control and management of the affairs and business of the Association, and may exercise all powers of the Association and take all lawful actions that are not reserved to the members by law, by the Articles of Incorporation, or by these Bylaws.

4.2. Number and Election. The Association will have a Board of Directors comprised of at least 3 and not more than 7 Member Directors. Within these limits, the number of directors will be determined by the Board of Directors before each annual member meeting. Between annual meetings, the Board of Directors may increase the number of directors (provided that the total number is not more than 7), and appoint additional directors who will serve until the next annual meeting of the members, or the next special meeting of the members that is called for the purpose of electing directors, whichever is earlier. The Active Members will elect the directors.

4.3. Qualifications. Each director must be an Active Member or the duly-appointed designated representative of an Active Member that is not a natural person. If any director ceases to be a member or the duly-appointed representative of a member, he or she will be disqualified to serve as a Member Director, and will be deemed to have resigned.

4.4. Term. The Board of Directors will be divided into 3 classes with staggered terms. The number of directors in each class will be as near equal as practicable. The Active Members must assign any directors elected as a result of an increase in the number of directors to one of the three classes as necessary to maintain as near as practicable an equal number of directors in each class, and those directors' term of office will be adjusted consistent with the term of the other members of that class. Except as initially necessary to stagger directors' terms, directors will serve terms of 3 years each. **[OPTIONAL: An individual may serve as director for up to consecutive terms.]**

4.5. Removal. A director may be removed with or without cause by a vote of three-fourths (3/4) of all Active Members. Notice will be given to all members that a purpose of a

regular or special meeting will be to vote upon the removal of the director. In addition, a director may be removed by the affirmative vote of at least three-fourths (3/4) of all then-serving directors, if the director:

- a. fails at any time to meet eligibility requirements for service as a director;
- b. engages in conduct the Board of Directors reasonably determines materially and adversely affects the Corporation or its operations;
- c. violates Bylaws, rules, or regulations of the Corporation;
- d. materially breaches any contract with the Corporation;
- e. engages in conduct that is fraudulent; or
- f. is convicted of, or enters a plea of guilty or no contest to, a felony or crime of moral turpitude.

Each director subject to a removal vote will receive written notice of the alleged facts constituting cause for removal at least 10 and not more than 60 days before the meeting at which a removal vote will be taken. The director will have the right to be heard regarding any accusations at any meeting during which such a vote is taken. The Board of Director's determination with respect to alleged facts constituting cause for removal will be final, conclusive, and binding upon all parties.

4.6. Annual Meeting. The annual meeting of the Board will be held after the annual meeting of the members at a time and place set by the Board for the purposes of electing officers and transacting other pertinent business.

4.7. Regular Meetings. Regular meetings of the Board will be held either with or without notice at such times and such places as the directors by resolution from time to time determine.

4.8. Special Meetings. Special meetings of the Board may be called by the Chairperson of the Board, the President or by the Secretary upon request of any director. Special meetings may be held upon two (2) days' notice of the time, place, and purpose of the meeting given in writing, by telephone, or by other electronic media to each Director's place of business or residence.

4.9. Waiver of Notice. Directors may waive notice of any regular, special or annual meeting of the Board or of a committee of the Board. Attendance of a director at a meeting constitutes a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.10. Quorum and Voting. A majority of the Board of Directors will constitute a quorum. Meetings at which a quorum is not present may be adjourned by majority vote of the directors present. A vote of a majority of the members present at a meeting at which a quorum is

present constitutes the action of the board or of the committee, unless the vote of a larger number is required by this act, the Articles or the Bylaws. A vote of a majority of all directors is necessary to approve the Association's annual operating budget or the Association's annual capital budget.

4.11. Meetings by Electronic Communication. A member of the Board or of a committee of the Board may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

4.12. Action Without Meeting. Action may be taken by the Board without a meeting if, before or after the action, all members of the Board consent in writing. The written consent will be filed with the minutes of the Board. The consent will have the same effect for all purposes as a vote of the Board.

ARTICLE V - OFFICERS

5.1. Officers. The Board will elect a President, a Vice-President, a Secretary, a Treasurer and any other officers and agents who will perform designated duties. Each officer must at all times be a then-serving director. Officers whose authority and duties are not prescribed in these Bylaws will have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Two or more offices may be held by the same person, but an officer will not execute, acknowledge or verify an instrument in more than one capacity, if the instrument is required by law, or the Articles of Incorporation, or these Bylaws, to be executed and acknowledged or verified by two or more officers.

5.2. Duties of Officers.

a. The President will preside over all meetings and functions and will provide guidance to the Association through the Board of Directors. The President may appoint committees from within the membership of the Association to accomplish Association business and to organize events and activities approved by the Board of Directors.

b. The Vice-President will, in the absence of the President, act within the full powers of the President and will serve as a primary advisor to the President. The Vice-President will chair any committees designated and appointed to by the President.

c. The Secretary will be responsible for responding to all correspondence addressed to the Association, issuing notices of meetings to the Membership and keeping and publishing minutes of all meetings of the Association and of the Board of Directors. The Secretary will be the custodian of all administrative records, will keep the roll of all categories of membership and discharge such other duties as may be directed by the President or the Board of Directors.

d. The Treasurer will collect all membership dues and will have the care and custody of all funds and properties of the Association. Funds will be disbursed by the Treasurer only upon an order of the Board of Directors.

e. The duties of each Officer may be varied or added to by the Board of Directors.

5.3. Term. Each officer will serve a term of (2) years until a successor is elected and/or qualified, or until death, resignation or removal. The Board of Directors may fill a vacancy in an elective or appointive office and, with or without cause, may dismiss an elected or appointed officer or agent.

ARTICLE VI - COMMITTEES

6.1. Special Committees. The Board of Directors may create, or approve creation of, special committees. The Board of Directors will determine the duties, authority and methods of selecting special committees. Upon completion of the tasks for which created, any special committee will stand discharged.

6.2. Appointment of Committee Members. The Board of Directors, at each annual meeting, will, or at any special meeting may, appoint or cause to be appointed all members of the committee and each member of a committee will serve until the next annual meeting of the Board of Directors, until a successor is elected or qualified, or until death, resignation or removal.

6.3. Quorum. Except as otherwise provided, a majority of the members of a Committee constitutes a quorum. The vote of a majority of the members present at a meeting at which a quorum is present constitutes the action of the committee, unless the vote of a larger number is required by these Bylaws.

6.4. Waiver of Notice. Notice may be waived by any member of a committee by the submission of a written waiver or by his or her attending the meeting.

ARTICLE VII - MISCELLANEOUS

7.1. Books and Records. The Association will keep correct and complete books and records of accounts; will keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors; and will keep, at its principal office, a record giving the name, address, and telephone number of each member and member of the Board of Directors.

7.2. Contracts. The Board of Directors may from time to time authorize any officer or agent of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

7.3. Dissolution of Association. The Association may be dissolved only upon a unanimous vote of the Board of Directors in favor of dissolution and a two thirds (2/3) vote of the Active Members in favor of dissolution.

7.4. Loans. No loan will be contracted on behalf of the Association and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.5. Checks, Loans, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Association will be signed by the proper officer or officers authorized to do so in accordance with resolutions of the Board of Directors then in effect.

7.6. Deposits. All funds of the Association not otherwise employed will be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

7.7. Fiscal Year. The fiscal year of the Association will be determined by the Board of Directors.

7.8. Loans to Officers and Directors. No loans will be made by the Association to its directors or officers.

ARTICLE VIII - AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Active Members of the Association or by the Board of Directors. Any vote to amend the Bylaws of the Association by the Board of Directors, if permitted, will only be authorized by a majority of the members of the Board of Directors. Any Active Member may initiate a proposal to amend the Bylaws. Such a request will be initiated in writing and the writing must be signed and supported by no less than five (5) other Active Members and submitted to the Secretary. The proposed Amendment will be presented to the Active Members at the next regular or special meeting of the Association and will be ratified by a majority vote of the Active Members.