

BY-LAWS  
OF  
MICHIGAN INTERSCHOLASTIC FORENSIC ASSOCIATION  
(A Michigan Non-Profit Corporation)

ARTICLE I

Name and Registered Office

Section 1. Name. The name of this Corporation is Michigan Interscholastic Forensic Association.

Section 2. Registered Office. The registered office of the Corporation is 11462 East Lane, Whitmore Lake, Michigan, and the mailing address of the registered office is 2011 South State, Ann Arbor, Michigan. The resident agent shall be the person who from time to time is designated by the Forensic Council.

Section 3. Principal Office. The Corporation shall have its principal office at 11462 East Lane, Whitmore Lake, Michigan, and it may also maintain offices at such other place or places as the Forensic Council may from time to time designate.

ARTICLE II

Purpose

- Section 1. Purpose. The purpose or purposes for which the Corporation is organized are:
- (a) To promote elementary and secondary school speech activities including but not limited to Debate, Discussion, Theatre and Individual Events.
  - (b) To provide training in all areas of speech activities.
  - (c) To operate and coordinate all fifth, sixth, seventh and eighth grade middle school or junior high school and all high school district, regional, and state interscholastic speech activity competitions in the State of Michigan.
  - (d) To solicit, receive, and accept property to be applied in the operation of said activities.
  - (e) To do all acts not otherwise prohibited by law which will assist in the furtherance of the above-stated purpose.
  - (f) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
  - (g) Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(1) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954; or

(2) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

(h) This Corporation is organized and will be operated exclusively for educational and charitable purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the purposes of the Corporation shall be restricted exclusively to such activities and purposes as are allowed under said Section or any successor provision anything to the contrary hereinabove provided notwithstanding.

### ARTICLE III

#### Membership

Section 1. School Members. Any fifth, sixth, seventh and eighth grades in an elementary school serving at least 7<sup>th</sup> and 8<sup>th</sup> grade students, any middle school, junior high school or high school in Michigan can become a member of the Michigan Interscholastic Forensic Association by:

- (a) applying to the Executive Director for membership; and,
- (b) payment of annual dues.

Section 2. Non-member School Affiliates. Any parent or legal guardian of any student in fifth, sixth, seventh and eighth grade in an elementary school, any middle school, junior high school or high school in Michigan can become an Affiliate of Michigan Interscholastic Forensic Association by:

- (a) applying to the Executive Director for Affiliation; and
- (b) payment of annual dues.

### ARTICLE IV

#### Meetings of Members

Section 1. Annual Meeting. The annual meeting shall be held at 9:00 a.m. on the fourth Wednesday in May or at such other time as the Forensic Council shall determine.

Section 2. Special Meetings. Special meetings of the members may be called by the Chairperson, the Vice Chairperson, or the Executive Director, and shall be called by the secretary at the request in writing of a majority of the Forensic Council or at the request in writing of two-thirds (2/3) of the members. Such request shall state the purpose or purposes of the requested meeting. Business transacted at any special meeting shall be limited to the object stated in the call.

Section 3. Place of Meeting. The Forensic Council may designate any place as the place of meeting for any annual or special meeting called in the manner authorized by Section 2 hereof. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the Corporation designated in Section 1 of Article 1 of these By-laws.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of the regular and any special meetings, and the purpose or purposes for which any meeting is called, shall be delivered not less than ten days before the day of the meeting, either personally or by mail, by or at the direction of the Chairperson of the Forensic Council, the Vice Chairperson, the Secretary or the Officers or persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member at its address as it appears

on the records of the Corporation with postage thereon prepaid. Any member may waive notice and consent to the holding of any meeting. The attendance of the member at any meeting constitutes a waiver of notice of the meeting, except when a member attends a meeting for the express purpose of objecting, at the beginning of the meeting, or thereafter when an item, not included in the Notice of Meeting because the meeting is not lawfully called or convened, or the item had not been included in the Notice of Meeting.

Section 5. Quorum. The presence of three (3) of the members in person or by proxy or ballot shall be requisite and shall constitute a quorum at all meetings of the members for the transacting of business except as otherwise provided by statute, by the Articles of Incorporation or by the By-Laws. Whether or not a quorum is present, a meeting may be adjourned by a vote of a majority of the members present and entitled to vote. At such meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. Voting. At every meeting of MIFA School members, each member shall be entitled to vote in person, or by a duly executed instrument in writing which bears a date not more than one (1) month prior to such meeting, unless such instrument provides for a longer period. Each member shall be entitled to one vote (irrespective of whether the member participates in multiple activities). If multiple ballots are received from a member, the ballots shall be returned to the member requesting that a single ballot be cast. If multiple ballots from a member are not reduced to a single ballot, the member shall be deemed to not have voted and the multiple ballots shall be void. Upon the demand of any member, the vote upon any question before the meeting shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy or ballot. The vote for directors of the Forensic Council shall be by preferential ballot. In a preferential ballot, each voter shall rank each candidate in order of preference. If no candidate receives a majority of first preference votes, a majority shall be determined by initially selecting the two candidates with the greatest number of first preferences and declaring the candidate with the lowest total of preference amounts as the majority winner. The process shall continue for each position to be filled.

Section 7. Inspectors of Election. If any person entitled to vote at a meeting of the members requests the appointment of inspectors, the presiding officer shall appoint not more than three inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspector shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

Section 8. Order of Business. The order of business at annual meetings of the members shall be as follows:

- (a) Roll call
- (b) Reading of notice and proof of mailing
- (c) Reading of minutes of last preceding meeting
- (d) Election of Forensic Council Directors
- (e) Transaction of other business mentioned in the notice
- (f) Adjournment

provided that, in the absence of any objection, the presiding officer may vary the order of business.

ARTICLE V

Forensic Council

Section 1. Administration. This Association shall be managed and administered by the Michigan Interscholastic Forensic Association Forensic Council (to be known hereafter as the Forensic Council) and its Executive Director.

Section 2. Election. The Forensic Council shall consist of:

- and
- a) One director selected by the Michigan Association of School Administrators;
  - (b) One director selected by the Michigan Association of Secondary School Principals; and
  - (c) One director appointed by the Forensic Council who will be a college or professional person
  - (d) Four directors elected by the Michigan Speech Coaches Incorporated; and
  - (e) Four directors elected by the members of the Michigan Interscholastic Forensic Association; and
  - (f) One representative of select committees, elected by the members of said committees, including the MIFA Middle School/Junior High School Committee, the MIFA Debate Committee, the MIFA Individual Events Committee, and the MIFA Theatre Committee; and
  - (g) When necessary, member(s) elected as a Special Consultant by the Forensic Council; and
  - (h) The Executive Director of the Michigan Interscholastic Forensic Association, who shall be an ex-officio and non-voting member of the Forensic Council; and
  - (i) One representative of the State Department of Education, who shall be an ex-officio and non-voting member.

Section 3. Tenure. Forensic Council Directors shall hold office for the term designated in this section except in the event of their prior death, resignation, retirement, disqualification or removal.

- (a) Directors of MIFA Forensic Council shall assume office at the first meeting of the fiscal year following their selection/election. Directors shall be eligible for re-election.
- (b) The Forensic Council Directors from the Michigan Association of School Administrators and the Michigan Association of Secondary School Principals shall serve for the terms designated by organizations from which they were elected.
- (c) The directors representing the Michigan Speech Coaches Incorporated shall be elected for a two-year term with two directors elected each year.
- (d) The directors elected by the MIFA membership shall be elected for a two-year term with two directors elected each year; the directors shall be eligible for re-election.
- (e) The Committee chairs shall be elected for a term of one year.
- (f) Special Consultant(s) shall be elected for one year.

Section 4. Power and Duties. The Forensic Council shall be responsible for the management of all activities of the Corporation including, but not limited to:

- (a) Establish the number and types of speech activities in Michigan and publish a calendar of such activities.
- (b) Establish, review, and, if necessary, revise and enforce rules and regulations for such activities.

- (c) Cause such rules and regulations to be published in Speech Activities as official notice to members; and
- (d) Determine annual dues for members.
- (e) Determine the composition of Committees.

Section 5. Regular Meeting. A regular meeting of the Forensic Council shall be held without other notice immediately after, and at the same place, as the annual meeting of the members. The Forensic Council shall hold at least two additional meetings per year. The time and place for each additional regular meeting shall be fixed by resolution of the Forensic Council without other notice. Regular meetings shall be held within the State of Michigan.

Section 6. Special Meeting. A special meeting of the Forensic Council may be called by the Chairperson or by the Executive Director at the request of any two Forensic Council Directors. Special meetings shall be held within the State of Michigan.

Section 7. Notice. Written notice of a special meeting shall be given at least ~~five~~ three-days before the meeting. Notice may be delivered in person, by mail or by electronic delivery means directed to the Forensic Council Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by electronic delivery means, such notice shall be deemed to be delivered when the message is sent by the electronic delivery service and there is no indication of failure to deliver. Any Forensic Council Director may waive notice of any meeting. The attendance of a Forensic Council Director at any meeting shall constitute a waiver of notice of such meeting, except where a Forensic Council 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. Neither the business to be transacted nor the purpose need to be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum. Five of the Directors of the Forensic Council present in person by proxy or ballot constitutes a quorum for the transaction of the business at any meeting of the Forensic Council. Less than a majority of the directors of the Forensic Council present may adjourn the meeting. The vote of the majority of directors present at a meeting in which a quorum is present constitutes the action of the Forensic Council, unless the vote of a larger number is required by statute, the Articles of Incorporation, or these By-Laws. A proxy may be given to any individual whom the member of the Forensic Council feels it is appropriate to fulfill his or her duties.

Section 9. Participation by Communication Equipment. A Forensic Council Director or member of a committee designated by the Forensic Council may participate in a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

Section 10. Informal Action. Action required or permitted to be taken pursuant to authorization voted at a meeting of the Forensic Council or of a committee thereof, may be taken without a meeting if, before or after the action, a majority of the Directors of the Forensic Council or of the committee consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the Forensic Council or committee or the Forensic Council for all purposes.

Section 11. Vacancies. Any vacancy on the MIFA Forensic Council shall be filled for the unexpired term by the organization which the Forensic Council Director represented. Resignation or moving from the state shall constitute a vacancy. Absence from three meetings annually without notification to the Executive Director of such absence shall be construed as a resignation.

Section 12. Compensation. Directors of the Forensic Council shall not receive any compensation for their services as Directors of the Forensic Council.

Section 13. Chairperson. At all meetings of the Forensic Council the Chairperson, Vice Chairperson, or in their absence, an acting Chairperson chosen by the Executive Director, shall preside.

## ARTICLE VI

### Officers

Section 1. Officers. The officers of the Forensic Council shall be elected or appointed by the Forensic Council and shall consist of a Chairperson, a Vice Chairperson, an Executive Director, a Secretary, a Treasurer, and such other officers as may be determined by the Forensic Council. Two or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the articles or by-laws to be executed, acknowledged or verified by two or more officers.

Section 2. Election and Term of Office. The officers of the corporation shall be elected or appointed annually by the Forensic Council. The Chairperson and Vice Chairperson shall be elected from among the directors of the Forensic Council. The Secretary and the Executive Director do not have to be directors of the Forensic Council or members of the corporation.

Section 3. Removal. Any officer or agent elected or appointed by the Forensic Council may be removed by the affirmative vote of two-thirds (2/3) of all the Forensic Council Directors at any regular or special meeting called for that purpose with or without cause whenever in its judgment the best interests of the corporation would be served thereby. Any officer proposed to be removed shall be entitled to at least 5 days notice in writing by mail of the meeting at which removal is to be voted on and shall be entitled to appear and be heard by the Forensic Council at such meeting.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Forensic Council for the unexpired portion of the term of such office by a majority of the directors of the Forensic Council then in office and present at a meeting.

Section 5. Chairperson. The Chairperson shall be the chief executive officer of the corporation, but may from time to time delegate all or any part of the Chairperson's duties to the Vice Chairperson. The Chairperson shall preside at all meetings of the Forensic Council. The Chairperson shall execute all mortgages, conveyances and other instruments entered into pursuant to the powers of the corporation as set forth in the Articles of Incorporation with the authority of the Forensic Council.

Section 6. Vice Chairperson. The Vice Chairperson shall perform such duties as are delegated by the Chairperson, and shall, in the absence of or in the event of the disability of the Chairperson, perform the duties and exercise the powers of the Chairperson, and shall perform such other duties as the Forensic Council shall prescribe.

Section 7. Executive Director. The Executive Director shall be appointed by the Forensic Council. The Executive Director shall be responsible for effective coordination and administration of all MIFA sponsored activities. As the agent of the Forensic Council, the Executive Director will administer in a timely and appropriate fashion:

- (a) Preparation of periodic financial reports for submission to the Forensic Council;
- (b) Response to inquiries from the membership concerning rule interpretation, providing enforcement of interpretations, and including submission of interpretations to the Forensic Council for review;

- (c) Preparation of mailings of MIFA applications, entry forms, and other materials to the membership;
- (d) Serving as ex officio member of the Forensic Council;
- (e) Reporting to the Forensic Council on the implications of Forensic Council action;
- (f) Oversight of standing committees of the Association to ensure periodic meetings and discussion of pending concerns of the membership;
- (g) Assignment of duties for district, regional, and state final activities;
- (h) Preparation of the agenda for all Forensic Council meetings; preparation of materials for Forensic Council consideration;
- (i) Allocation of MIFA funds as required by Association activities;
- (j) Coordination of Association activities with other statewide organizations and establishment of a calendar for Forensic Council action for the subsequent academic year;
- (k) Editing and publishing all MIFA documents;
- (l) Recommendation and development of program proposals;
- (m) Assumption of other duties determined and assigned by the Forensic Council.

Section 8. Secretary. The Secretary shall attend all meetings of the Forensic Council meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Forensic Council, and shall perform such other duties as may be prescribed by the Forensic Council. The Secretary shall keep a record containing the names of the persons who are members of the corporation, arranged alphabetically. The Secretary may sign with the Chairperson, or Vice Chairperson, in the name or on behalf of the corporation, any contracts or agreements authorized by the Forensic Council and when so authorized affix the seal of the corporation to any instrument requiring it, and when so affixed it shall be attested by the Secretary's signature. An Assistant Secretary, if one is elected, shall perform the duties and exercise the powers of the Secretary in the Secretary's absence. In the event of the Secretary's disability or upon delegation by the Forensic Council.

Section 9. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation which the Treasurer shall exhibit at all reasonable times at the offices of the corporation to any Forensic Council Director, officer, or member of the corporation. The Treasurer shall deposit all money and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Forensic Council. The Treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the Forensic Council and Chairperson, at the regular meetings of the board, or whenever they may require, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall give the corporation a bond if required by the Forensic Council in a sum, and with one or more sureties satisfactory to the board, for the faithful performance of the duties of the Treasurer's office, and for the restoration to the corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under his control belonging to the corporation. The Assistant Treasurer, if one is appointed, shall perform the duties and exercise the power of the treasurer in the Treasurer's absence or in the event of the Treasurer's disability or

if those powers are delegated by the Treasurer. The Treasurer may delegate any powers and duties to the Executive Director (or the Executive Director's designate).

Section 10. Salaries. Officers of the Forensic Council shall receive such reasonable compensation for their services as officers as may be established by the Forensic Council. Any officer shall not be precluded from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE VII

### Committees

Section 1. The Michigan Upper Peninsula Forensic Association. The Michigan Upper Peninsula Forensic Association, designated in its constitution as a regional affiliate of the Michigan Interscholastic Forensic Association, shall be, for organization purposes, a Committee of the Michigan Interscholastic Forensic Association.

(a) As established in the Michigan Upper Peninsula Forensic Association Constitution, a Core Forensic Council composed of district representatives is the governing body of the Michigan Upper Peninsula Forensic Association.

(b) The Chairperson of the Core Forensic Council, or its designated representative, shall be an ex-officio and non-voting member of the MIFA Forensic Council.

Section 2. State Theatre Committee. A State Theatre Committee shall be established for the purpose of annually reviewing and recommending, where necessary, revisions in the rules and regulations for theatre festivals in Michigan.

(a) Such suggested revisions are to be submitted for approval to the MIFA Forensic Council.

(b) The Chairperson of the State Theatre Committee, or its designated representative, shall be a voting member of the MIFA Forensic Council.

Section 3. Middle School/Junior High School Committee. A Middle/Junior High School Committee shall be established for the purpose of annually reviewing and recommending, where necessary, revisions in the rules and regulations for middle school/junior high school competition in Michigan.

(a) Such suggested revisions are to be submitted for approval by the MIFA Forensic Council.

(b) The Chairperson of the Middle/Junior High School Committee, or its designated representative, shall be a voting member of the MIFA Forensic Council.

Section 4. State Debate Committee. A State Debate Committee shall be established for the purpose of annually reviewing and recommending, where necessary, revisions in the rules and regulations for debate competition in Michigan.

(a) Such suggested revisions are to be submitted for approval to the MIFA Forensic Council.

(b) The Chairperson of the State Debate Committee, or its designated representative, shall be a voting member of the MIFA Forensic Council.

Section 5. State Individual Events Committee. A State Individual Events Committee shall be established for the purpose of annually reviewing and recommending, where necessary, revisions in the rules and regulations for individual events competition in Michigan.

(a) Such suggested revisions are to be submitted for approval to the MIFA Forensic Council.

(b) The Chairperson of the State Individual Events Committee, or its designated representative, shall be a voting member of the MIFA Forensic Council.

Section 6. Other Committees. The MIFA Forensic Council shall create other standing and special committees as necessary. The duties of such committees shall be prescribed by the MIFA Forensic Council.

Section 7. Committees. All committees may meet and take action in the same manner as the Forensic Council.

ARTICLE VIII

Agents and Representatives

Section 1. Appointment of Agents and Representatives. The Forensic Council may appoint such other agents and representatives with authority to perform such acts or duties on behalf of the corporation as the board may from time to time delegate, so far as may be consistent with the Articles of Incorporation, By-Laws and permitted by law

ARTICLE IX

Contracts, Loans, Checks, and Deposits

Section 1. Contracts. The Forensic Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name or and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Forensic Council. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Forensic Council.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall begin on the first day of July in each year and end on the 30th day of June in each year.

ARTICLE XI

Limitation on Liability

Section 1. Liabilities.

(a) Liability to Corporation. A Forensic Council Director who is a volunteer director (as defined in the Michigan Nonprofit Corporation Act), is not personally liable to the corporation

or its directors for monetary damages for breach of the Forensic Council Director's fiduciary duties, provided, however, this does not pertain to and a Forensic Council director remains liable for:

- (1) Breach of the Director's duty or loyalty to the corporation or its directors;
- (2) Acts of omission that are not in good faith or involve intentional misconduct or a knowing violation of law;
- (3) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act, which section relates to making unauthorized dividends or distributions;
- (4) A transaction from which the Director derived an improper personal benefit;
- (5) An act or omission that is grossly negligent.

(b) **Claims by Third Parties.** The corporation assumes liability to any person other than the corporation or its directors for acts or omissions of a Forensic Council Director who is a volunteer director (as defined in the Michigan Nonprofit Corporation Act) incurred in the good faith performance of the Forensic Council Director's duties. The corporation also assumes the liability for all acts or omissions of a nondirector volunteer if all the following are met:

- (1) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (2) The volunteer was acting in good faith.
- (3) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (4) The volunteer's conduct was not an intentional tort.
- (5) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under Section 500.3135 of Michigan Compiled Laws.

(c) **Indemnification.** The corporation indemnifies all Forensic Council Directors, officers, and nondirector volunteers of the corporation in any action, suit or proceedings referred to in Sections 561 and 562 of the Michigan Nonprofit Corporation Act in the manner permitted and to the extent not prohibited either by the Michigan Nonprofit Corporation Act, or by Chapter 42 of the Internal Revenue Code. The Forensic Council may contract for the purchase of insurance against liability as permitted by Section 567 of that Act.

## Section 2. Reimbursement.

(a) To the extent that a Forensic Council Director, officer, employee, nondirector volunteer or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense.

(b) Any indemnification under Section 1 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Forensic Council Director, officer, employee, nondirector volunteer, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made in either of the following ways:

- (1) By the Forensic Council by a majority vote of a quorum consisting of Forensic Council Directors who were not parties to such action, suit or proceeding; or
- (2) If such quorum is not obtainable, or, even if a quorum is obtainable if a quorum of disinterested Forensic Council Directors so directs, by written opinion of independent legal counsel.

Section 3. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection (b) of

Section 2 upon receipt of an undertaking by or on behalf of the Forensic Council Director, officer, employee, nondirector volunteer, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

Section 4. Limitations. The corporation shall make no provisions to indemnify Forensic Council Director, officers, employees, nondirector volunteers, or agents in any action, suit or proceeding referred to in Section 1 which shall be in conflict with the provisions of this Article. Nothing contained in this Article shall affect any rights to indemnifications to which persons other than Forensic Council Director, officers, and nondirector volunteers may be entitled by contract or otherwise by law. The indemnification provided for in this Article shall continue as to a person who has ceased to be a Forensic Council Director, officer, employee, nondirector volunteer, or agent and shall inure to the benefit of the heirs and personal representatives of such person.

Section 5. Insurance. The Forensic Council may, in the exercise of its discretion, from time to time authorize by resolutions duly adopted, purchase and maintain insurance on behalf of any person who is or was a Forensic Council Director, officer, employee, nondirector volunteer, or agent of the corporation, or is or was serving at the request of the corporation as a Forensic Council Director, officer, employee, nondirector volunteer, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by such person in any such capacity or arising out of the person's stature as such, whether or not the corporation would have power to indemnify such person against such liability under Section 1 of this Article.

Section 6. Merger and Reorganization. For the purposes of Sections 1 through 5 of this Article, references to the corporation include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a director, officer, employee, nondirector volunteer, or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, nondirector volunteer, or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as such person would have had if such person had served the resulting or surviving corporation in the same capacity.

Section 7. Application of the Articles of Incorporation. The provisions of this Article shall apply except to the extent they may be inconsistent with and prohibited by the Internal Revenue Code and the Regulations promulgated thereunder or any other applicable law or regulation.

## ARTICLE XII

### Voting Upon Shares of Other Corporations

Section 1. Power to Vote. The Chairperson of the Investment Committee shall vote shares (either in person or by proxy) of any corporation in which this corporation holds shares. At any shareholders meeting the Chairperson of the Investment Committee may possess and exercise all of the rights and powers incident to the ownership of such shares in the manner directed by the Investment Committee. The Investment Committee may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

## ARTICLE XIII

### Prohibition Against Sharing in Corporate Earnings

Section 1. Prohibition. No Forensic Council Director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation. This shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Forensic Council. No such person or

persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

#### ARTICLE XIV

##### Investments

Section 1. Investments. The corporation shall have the right to retain all or any part of the securities or property acquired by it. The corporation shall invest and reinvest any funds held by it, according to the judgment of the Investment Committee. No action shall be taken which shall disqualify the corporation for a tax exemption under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended or if such action is prohibited by Article XIV of these By-Laws. All property of the corporation shall be registered in its name and may be deposited, sold or transferred upon the signature of any two of the following officers: the Chairperson, Vice Chairperson, Executive Director, Secretary or Treasurer.

#### ARTICLE XV

##### Exempt Activities

Section 1. Permitted Activities. Notwithstanding any other provisions of these By-Laws, a Forensic Council Director, officer, employee, or representative of this corporation shall not take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE XVI

##### Corporate Seal

Section 1. Corporate Seal. The Forensic Council may provide a corporate seal, which, if authorized, shall be in the form of two concentric circles and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Michigan".

#### ARTICLE XVII

##### Amendments

Section 1. Amendments. These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the Forensic Council Directors entitled to vote at any regular or special meeting of the Forensic Council Directors if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting.

#### ARTICLE XVIII

##### Liquidation of the Corporation

Section 1. Liquidation of the Corporation. Upon the two-thirds (2/3rds) majority vote of the Forensic Council Directors, the corporation shall be liquidated. Upon dissolution or winding up of the affairs of the corporation, the assets of the corporation, shall be applied to the debts of the corporation. Any assets remaining shall be distributed to such other organizations as the Forensic Council (or, in default of designation by the Forensic Council, the Circuit Court for the County of Washtenaw, Michigan) shall

designate as best accomplishing the purposes for which the corporation was formed, provided that the organizations receiving such assets must then be qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax laws.

#### ARTICLE XVIV

##### Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

I hereby certify that the above restated By-Laws were adopted the \_\_18<sup>th</sup> day of June, 2012.

Steve D. Marsh  
Executive Director