

# 2013 Edition NBBA By-Laws

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**Bylaws  
of  
New Buffalo Business Association  
(herein referred to as the “NBBA”)**

**Mission Statement**

The NBBA is a business association, organized to provide business education and improve the economic well being of New Buffalo; accomplished through sponsoring activities that will enhance the viability of the New Buffalo business community.

**Article 1  
Purposes**

**Section 1. IRC Section 501(c)(6) Purposes.**

This NBBA is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code.

**Section.2 Specific Objectives and Purposes.**

The specific objectives and purposes of this NBBA shall be:

- a. To provide education in the areas of business management for its members
- b. To enhance the economic well being of New Buffalo.
- c. To engage in activities that will enhance the visibility and viability of the New Buffalo business community.
- d. To do all things that is properly within the scope of such an organization, for the welfare of its members and the business community.
- e. This NBBA shall remain a Non Profit Association in perpetuity

**ARTICLE 2**  
**Board of Directors**

**Section 1.**

a. The NBBA shall have not less than 7 and no more than 9 directors and collectively they shall be known as the Board of Directors. This number may vary from time to time.

**Section 2. Qualifications and Obligations**

b. Directors shall be of the age of majority in the State of Michigan. Directors shall be business members or employees of the "NBBA" currently in good standing, but in this regard any business with 2 directors on the board has only 1 vote. (Article 9 Members)

**Amended Thursday Jan. 10, 2008**

**Section 3. Duties**

It shall be the duty of the directors to:

- a. Elect from its Board , the 4 required Association officers (i.e.)
  1. President
  2. Vice President
  3. Secretary
  4. Treasurer
- b. President is to conduct all Board of Directors meetings
- c. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- d. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the NBBA
- e. Supervise all officers, agents and employees of the NBBA to assure that their duties are performed properly.
- f. Meet at such times and places as required by these Bylaws;

- g. Register their addresses with the Secretary of the NBBA, and notices of meetings mailed or electronically mailed to them at such addresses shall be valid notices thereof.
- h. Bring to the general membership meetings for member approval any individual expenditure over \$ 5,000.00 and complete minutes of Board meetings & Board actions

#### **Section 4. Election and Term of Office**

Directors shall be elected to the Board of Directors at the annual meeting. The first elected Board of Directors will hold office in the following staggered terms:

- a. Three (3) Directors shall be elected to hold office for a period of 1 year, and until his or her successor is elected and qualifies.
- b. Three (3) Directors shall be elected to hold office for a period of 2 years, and until his or her successor is elected and qualifies.
- c. Three (3) Directors shall be elected to hold office for a period of 3 years, and until his or her successor is elected and qualifies.

After election of the first Board of Directors, Three (3) Directors shall be elected each year to hold office for a period of 3 years, and until his or her successor is elected and qualifies.

#### **Section 5. Regular Meetings**

Number of Board meetings should be agreed upon by current board with a minimum of 1 per month. (amended April 4, 2012)

#### **Section 6. Special Meetings**

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors. Such meetings shall be held at the place designated by the person or persons calling the special meeting.

#### **Section 7. Notice of Meetings**

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:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors.
- b. **Special Meetings.** The Secretary of the NBBA shall give 24 hour written notice to each director of each special meeting of the board. The directors may waive the notice requirement for any special meeting.

## **Section 8. Quorum for Meetings**

A quorum be represented by a majority of current board members (amended April 5, 2012).

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 President shall entertain at such meeting is a motion to adjourn

## **Section 9. Majority Action As Board Action**

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.

*No Director shall vote in any action of the Board, where that vote could have any direct financial involvement. Amended Thr. Jan 10<sup>th</sup> 2008.*

## **Section 10. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, the President of the NBBA or, in the absence of each of these persons, by a President chosen by a majority of the directors present at the meeting. The Secretary of the NBBA 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. Roberts Rules of Order shall govern all meetings, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law. Board meetings are open to all members.

## **Section 11. Vacancies**

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.

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.

The board, at its discretion, may or may not appoint a member to complete a vacant board members term. If replaced, that member must be voted on at the next general meeting by members. If approved by the general membership the new board member will complete the term of the replaced member.(amended April 5, 2012)

## **Section 12. Removal of Director**

A member of the Board of Directors is subject to the removal if the board member misses three (3) consecutive board meetings or more than six (6) meetings in a calendar year unless said absence is due to medical reasons. The decision whether or not to remove a director shall be made by a majority vote of the Board of Directors.

The board of directors can remove a board member for any reason during the year. The decision whether or not to remove a director shall be made by a majority vote of the board of directors (amended April 5, 2012)

## **Section 13. Non-Liability of Directors**

The directors shall not be personally liable for the debts, liabilities or other obligations of the NBBA.

## **Article 3 Officers**

### **Section 1. Designation of Officers**

The officers of the NBBA shall be a President, a Vice President, a Secretary and a Treasurer.

### **Section 2. Qualifications**

Qualifications for serving as an Officer shall be the same as the Director's qualifications.

### **Section 3. Election and Term of Office**

Officers shall be elected annually by the Board of Directors at the first meeting of the directors held after each annual meeting of the NBBA. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 4. Removal and Resignation**

The Board of Directors may remove any officer, at any time by a majority vote of the directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the NBBA. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein.

### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, or otherwise, of any officer shall be filled by the Board of Directors for the unexpired portion of the term.

## **Section 6. Duties of President**

The President shall be the chief executive officer of the NBBA and shall, subject to the control of the Board of Directors, supervise and control the affairs of the NBBA 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 of the general membership meetings of the NBBA, said meetings to be conducted per “Roberts Rules of Order”, and prepare the agenda for each meeting. The President shall serve as liaison for the NBBA with the community as a whole.

## **Section 7. Duties of Vice President**

In the absence of the President, or in the event of his or her resignation, or 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 the Board of Directors.

## **Section 8. Duties of Secretary**

The Secretary shall:

Certify and keep at the principal office of the NBBA the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the NBBA or at such other place as the board may determine, a book of minutes of all meetings of the directors, and meetings of the general membership, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting and the proceedings thereof. See that all minutes are provided to the directors prior to the next meeting and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the NBBA and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the NBBA.

Keep at the principal office of the NBBA a membership book containing the name and address of each member, 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.

Exhibit at all reasonable times to any director of the NBBA, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book and the minutes of the proceedings of the directors of the NBBA.

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 9. Duties Of Treasurer**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the NBBA, and deposit all such funds in the name of the NBBA in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the NBBA from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the NBBA as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the NBBA's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the NBBA, or to his or her agent or attorney, on request therefore.

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 NBBA.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

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 NBBA or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

## **Article 4 Committees**

### **Section 1. Committee Formation**

The NBBA may establish committees from time to time, in order to further the goals of this organization. Establishment of a committee shall be by resolution of the Board of Directors. These committees may consist of persons who are members of the Board and/or persons who are not. These committees shall act in an advisory capacity to the board.

#### **A. Executive Director**



## **Section 2. Standing Committees**

- a. Executive Committee
- b. Events Committee
- c. Membership Committee
- d. Nominating Committee
- e. Marketing Committee
- f. Audit Committee
- g. Bylaws Committee Amended & Added Thr. Jan 10th 2008
- h. Grants / Donations Committee Amended & Added Thr. Jan 10th 2008

Other committees may be appointed from time to time as approved by the Board of Directors.

## **Section 3. Meetings and Action of Committees**

Meetings and action of committees shall be governed, noticed, and held in accordance with the wishes of the Board of Directors. 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 5**

### **Execution of Instruments, Deposits and Funds**

#### **Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the NBBA 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the NBBA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 2. Checks and Notes**

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 NBBA shall be signed by the Treasurer and countersigned by the President of the NBBA for any individual check in excess of \$2,500.00.

#### **Section 3. Deposits**

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

#### **Section 4. Gifts**

The Board of Directors may accept on behalf of the NBBA any contribution, gift, bequest or devise for the nonprofit purposes of this Association.

### **Article 6**

#### **Corporate Records, Reports (Legally Required)**

##### **Section 1. Maintenance of Corporate Records**

The NBBA shall keep at its principal office:

- a. Minutes of all meetings of directors, and 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;
- b. 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;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the NBBA at all reasonable times during office hours.

##### **Section 2. Members' Inspection Rights**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To obtain from the Secretary of the NBBA, upon written demand to the Secretary of the NBBA, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors. The demand shall state the purpose for which the list is requested.

##### **Section 3. Annual Report**

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

### **Article 7**

#### **IRC 501(c)(6) Tax Exemption Provisions**

##### **Section 1. Limitations on Activities**

No substantial part of the activities of this Association 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 Association 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.

Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by a Association exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (b) by a Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurnment**

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, directors or officers.

### **Section 3. Distribution of Assets**

Upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code.

## **Article 8 Amendment of Bylaws**

### **Section 1. Amendment**

Subject to the power of the members of this Association to adopt, amend or repeal the Bylaws of this Association and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by a majority vote of the members present at any annual or regular meeting of the members when the proposed amendment has been set out in the notice of such meeting and provided that:

1. *A written copy of the proposed amendment to the by-laws has been distributed to the membership at least 30 days prior to the next general membership meeting..*
2. *The proposed amendment shall be discussed at that next regular meeting of the membership.*
3. *A majority vote of the members present at that general meeting is required to approve any amendment to the by-laws.*

*Amended Thr Jan 10<sup>th</sup> 2008.*

**Membership Provisions**  
*of the Bylaws of New Buffalo Business Association*

**Article 9**  
**Members**

**Section 1. Determination and Rights of Members**

The NBBA shall have four classes of members. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this Association or provisions of law. **Only the Business members in good standing shall have full voting rights.**

**Section 2. Membership Classes**

1. ***Business Memberships** are given only to those businesses that maintain a business facility within the City or Township of New Buffalo. Each member business shall be entitled to one (1) vote only. That vote may be cast by the business owner or their representative. Amended Thr Jan 10th 2008*
2. **Associate Memberships** are those members who maintain a business facility outside the City or Township of New Buffalo. These members have no voting rights but are entitled to participate in all marketing & promotional opportunities.
3. **Honorary Memberships** are given to individuals nominated by the Board of Directors, and approved by the membership at a general membership meeting. These memberships are non-voting.

**Section 3. Admission of Members**

1. Prospective members shall submit a completed Application for Membership to the Corporation together with all applicable fees as provided for in Section 4 herein below. 2. Be approved by a majority of the members of the board of directors.amended January 7, 2010

Applicants shall be admitted to membership upon completion of a New Buffalo Business Association membership application and the deposit of all applicable fees.

**Section 4. Fees and Dues**

Section 4 (b) New Businesses joining after September 1<sup>st</sup> of any year shall pay for the following year and get the remaining current year included. (amended January 7, 2010)

Annual dues are due and owing on the 1<sup>st</sup> day of Jan of each calendar year.

- (a) New businesses joining after September 1<sup>st</sup> of any year shall pay ½ of regular Dues. **Amended Thr. Jan 10th 2008**
- (b) Memberships are based on Tax ID #. If a member owns multiple business but they are under one tax ID #, one membership fee will be incurred. If a member owns multiple businesses with multiple tax ID #'s then a membership fee will be incurred for each tax ID #. **Amended July 12<sup>th</sup> 2007**

## **Section 5. Number of Members**

There is no limit on the number of members the NBBA may admit.

## **Section 6. Termination of Membership**

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the President or Secretary of the NBBA personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

2. This Association has provided for the payment of dues by the members. Upon a failure to renew his or her membership by paying dues by the due date, said membership will be terminated effective forty five (45) days after said due date. A written notification of delinquency shall be sent to such member by the Treasurer 30 days after the due date.

A member may avoid such termination by paying the amount of delinquent dues within a Thirty (30) day period following the member's receipt of the written notification of delinquency. Terminated members will no longer be entitled to NBBA benefits, including web page listing, NBBA advertising, and use of the New Buffalo Information Center. **Amended Thr. Jan 10th 2008**

# **Article 10**

## **Meetings of Members**

### **Section 1. Place of Meetings**

Meetings of members time, date and place shall be determined by the President.

### **Section 2. Annual Meeting**

The annual meeting of members shall be held in December, location and time to be determined by President, for the full purpose of electing directors. Each voting business member shall cast one ballot. Voting to be by secret ballot either in person or by absentee ballot. The annual meeting of members for the purpose of electing directors shall be deemed the annual meeting. The Treasurer's annual fiscal report shall also be presented at this meeting, as well as the transaction of any other business that may come before the meeting.

### **Section 3. Meeting of Members**

*Regular meetings of the members may be up to but not more than 4 times annually. These meetings would be determined by the Board of Directors. Amended September 2012*

#### **Section 4. Notice of Meetings**

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 thirty (30) days before the date of the meeting, either personally 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. 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.

#### **Section ion 5. Quorum for Meetings**

A quorum shall consist of 5 or more members present at the membership meeting.  
January 7, 2010

A quorum shall consist of 7 or more members present at the membership meeting.

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 President shall entertain at such meeting is a motion to adjourn.

#### **Section 6. Majority Action As Membership Action**

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 7. Voting Rights**

Each Business member is entitled to one vote on each matter submitted to a vote by the Board or the members, providing any matter submitted by a member shall require a motion and a second. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

#### **Section 8. Conduct of Meetings**

Meetings of members shall be presided over by the President of the NBBA, or in his/her absence the Vice President of the NBBA. The Secretary of the NBBA 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.

Roberts Rules of Order shall govern meetings, 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.

## **Article 11**

### **Construction and Terms**

#### **Section 1.**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern. 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. 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 Association filed with an office of this state and used to establish the legal existence of this Association. 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 12**

### **Liability and Indemnification**

#### **Section 1. Liability**

The New Buffalo Business Association is a Non-Profit organization directed by a volunteer Board of Directors. as provided by the Michigan Act 170 of Public Acts of 1989, all persons or organizations who provide or use services rendered by the New Buffalo Business Association agree to save and hold harmless the NBBA, its members, the Board of Directors, volunteers, and/or agents from any claims, demands, judgments or liabilities arising out of the use of said services. Services may include, but are not limited to, meetings, advertising, promotional activities, fund-raising activities, and other activities that promote the purpose of the NBBA.

## **Section 2. Indemnification**

The NBBA shall indemnify any and all individuals who may serve as directors, officers, or members of a committee of the NBBA. This indemnification shall be for all costs and expenses including attorney's fees in connection with the defense of an officer, director or member of the NBBA or a member of a committee of the Association with respect to the defense of any judicial or administrative proceeding against them. This indemnification of an Officer, director, committee member or NBBA member is conditioned upon the fact the said individual acted in good faith with reasonable cause to believe that his or her actions were not in violation of any law and were in the best interest of the Association

## **Section. 3 Determination of Indemnification**

Any indemnification hereunder shall be made only after a determination that indemnification of said officer or director is proper in the circumstances because he/she has met the standards of conduct set forth herein. Such determination shall be made by either a majority vote of a quorum of the Board consisting of those directors who were not parties to such proceedings or, if such quorum is not obtainable, by written opinion of independent counsel selected by those directors not parties to such proceedings.

## **Section. 4. Procedural Order**

The current edition of Robert's Rules Of Order shall be the final source of authority in all questions of parliamentary procedure, when such rules are not inconsistent with the NBBA by-laws.



## Section 5. **Whistleblower**

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Act, or a volunteer officer shall be personally liable to this corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director or officer for any of the following: a breach of the director's or officer's duty of loyalty to the corporation or its members; acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; a violation of section 551(1) of the Act; a transaction from which the director or officer derived an improper personal benefit; an act or omission occurring before the filing of these articles of incorporation; or an act or omission that is grossly negligent. If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the board of directors or officers, in addition to that described in article VI, shall be eliminated or limited to the fullest extent permitted by the Act as so amended. (Added January 7, 2010)

## Section 6 **Liability**

The corporation assumes the liability for all acts or omissions of a volunteer if all of the following conditions 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.

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 as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws (added January 7, 2010)

No amendment or repeal of article VI shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal (Added January, 7 2010)

## **Article 13**

### **Offices**

#### **Section 1. Principal Office**

The principal office of the NBBA is located in Berrien County , State of Michigan. The address of the principle office is the same as the legal office of the NBBA, specified in the articles of Incorporation.

#### **Section 2. Change of Address**

The designation of the county or state of the NBBA's principle office may be changed by amendment of these Bylaws. The Board of Directors may change the principle office from one location to another within the named county by noting the changed address and

#### **Section 3. Other Offices**

The NBBA may also have offices at such other places, within or without it's 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 14**

### **Action by Consent (new)**

Consent to Corporate Actions—Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing (includes email). Written consents shall be filed with the minutes of the board's proceeding meeting. (added January 7, 2010)

**Adoption of Bylaws**

We, the undersigned, are all members of the Board of Directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, as approved by the membership, consisting of fifteen preceding pages, as the Bylaws of this corporation.

Dated: \_\_\_\_\_

President \_\_\_\_\_

Vice President \_\_\_\_\_

Treasurer \_\_\_\_\_

Secretary \_\_\_\_\_

Director \_\_\_\_\_

Director \_\_\_\_\_

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