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## ARTICLE I – OFFICES

1.01 **Principal Office:** The principal office of the Corporation shall be at such place within the State of Michigan as the Board of Directors may determine from time to time.

1.02 **Other Offices:** The Board of Directors may establish other offices in or outside the State of Michigan.

## ARTICLE II – MEMBERSHIP

2.01 **Active Membership:** For the first 250 applicants, who will be considered charter members, have resided in Macomb County for at least 25 years and paid the annual dues. Thereafter, membership in the Corporation shall be limited to 250 members. When a vacancy occurs, applicants for membership shall be required to meet the following qualifications:

- (a) Be at least 40 years old with 25 years of residency in Macomb County or any woman at least 35 years old with 25 years of residency in Macomb County and whose mother is or was a member of the Corporation.
- (b) At the time of making application, be a resident of Macomb County.
- (c) Be sponsored by two (2) active members in good standing.
- (c) Be accepted by a majority vote of the members present at the annual meeting.
- (d) Applications for membership must be filed with the secretary of the Corporation by May 1 of each year.

2.02 **Honorary Membership:** The Corporation shall not have honorary members.

2.03 **Proposal for Active Membership:** The Secretary of the Corporation shall prepare, at the direction of the Board of Directors, application forms to be utilized by members to propose individuals for future membership in the Corporation. These will be distributed upon request. No member shall propose more than two (2) individuals for membership in the Corporation each fiscal year.

2.04 **Termination of Membership:** Membership may be terminated by the the Board of Directors on the occurrence of any of the following events:

- (a) Members failing to attend the annual meeting for two (2) consecutive years shall be eliminated from the membership rolls. The Secretary of the Corporation shall mail to any member falling into this category notice of the intent of the Board of Directors to terminate her membership after which the member shall be given an opportunity to appear before the Board of Directors to explain why she believes her membership should not be terminated.
- (b) By a majority vote, the Board of Directors shall exclude from membership, temporarily or permanently, any member who engages in conduct that exceeds the limits of propriety and decency, or in any manner brings the reputation of the Daughters of Macomb, Inc. into disrepute. Before taking action under this subsection, the Board of Directors shall conduct a hearing, after due notice mailed to the member by the Secretary of the Corporation, giving the member an opportunity to be heard and to present witnesses on her behalf.

The Board of Directors may consider a member's request for inactive status upon submission of a written letter with supporting reasons.

### **ARTICLE III – DUES AND EXPENSES**

3.01 **Dues:** Annual dues for each active member shall be \$15.00 per year and shall be paid by all active members. Dues must be paid to the Treasurer thirty (30) days after mailing of the annual newsletter.

3.02 **Annual Meeting Expenses:** Expenses for the annual meeting shall be provided by the Board of Directors, which shall then assess all active members present at the meeting, equally, the amounts necessary to fund the meeting. In addition, any member who brings a guest shall be charged an amount equivalent to the annual dues plus the assessment as set by the Board of Directors, to cover the cost of the guest. Expense for the annual meeting must be paid to the Treasurer thirty (30) days after mailing of the annual newsletter.

## ARTICLE IV – ANNUAL MEMBERSHIP MEETING

**4.01 Annual Meeting:** The annual meeting of the members shall be held on the first Thursday of the month of August. At each annual meeting, directors and the Grand Daughter of Macomb (the Grand DOM) shall be elected, new members of the Corporation accepted, and any other business shall be transacted that may come before the meeting. Each member may bring one guest to the annual meeting, and the cost for this guest must be paid by the member issuing the invitation. (See Sec. 3.02) A member who desires to bring a guest to the annual meeting, however, must seek and obtain the permission of the Board of Directors thru the Secretary of the Corporation at least thirty (30) days prior to the annual meeting. Guests at the annual meeting shall not exceed twenty-five percent (25%) of the membership of the Corporation.

**4.02 Place of the Meeting:** The meeting shall be held at any place determined by the Board of Directors and stated in the notice of the meeting.

**4.03 Notice of Meeting:** Notice of a meeting shall be mailed at least ten (10) days before the meeting to every member.

**4.04 Quorum of Members:** Sixty percent (60%) of the members of the Corporation shall constitute a quorum. If less than a quorum is present, the members may by a majority vote, agree to adjourn the annual meeting of the members until a quorum is present so that the business of the Corporation can be transacted. It is not necessary to provide further notice to other members of this adjournment or the rescheduled date and location for the meeting.

**4.05 Conducting Meeting:** Either the President, Vice-President, or, in the alternative, the members may select a member from those present to act as Chairman of the meeting, shall call the meeting to order. The meeting is to be conducted according to Roberts Rules of Order, unless otherwise provided in these bylaws. The Secretary shall preserve notices of any meetings, together with the minutes from the meeting, in a Minutes Book of the Corporation; these minutes shall be signed by the Chairman and Secretary of the meeting.

**4.06 Order of Business of Meeting:** The order of business at the annual meeting, unless changed with or dispensed with by majority vote of members represented at the meeting, may be conducted as follows:

- (a) Opening of meeting by President.
- (b) Turn meeting over to Grand DOM.
- (c) Secretary's Report: Reading of minutes of past annual and any interim special meetings.
- (d) Treasurer's Report.
- (e) Election of directors and Grand DOM for upcoming year.
- (f) Acceptance of proposed new members.
- (g) Recognition of and remarks from current Grand DOM.

## **ARTICLE V – ELECTION OF DIRECTORS AND THE GRAND DOM**

**5.01 Nominations and Election for Director:** Any member who desires to either nominate or be nominated for election to the Board of Directors shall submit to the Secretary of the Corporation, at least six (6) months before the annual meeting, a petition signed by at least twenty-five (25) active members. Nominations for director shall be made from the floor. Election of director shall be held at the annual meeting.

**5.02 Nominations and Election for the Grand DOM:** Nominations for the Grand DOM for the following year may be made in advance by submitting suggestions in writing at least ninety (90) days before the annual meeting to the Board of Directors and, in addition, may be made at the annual meeting of the membership in a manner to be determined by the Board of Directors. The Grand DOM will be regarded informally, as an ambassador of Macomb County and exemplifies the best things about living in this area. She is truly an example of why we have chosen to call Macomb County our home for so many years.

**5.03 Election:** The Board of Directors will elect the Grand DOM from all nominations submitted.

## **ARTICLE VI – METHOD OF VOTING**

The business of the Corporation shall be transacted by voice vote except the election of directors and Grand DOM, which shall be made by ballot. Each active member, in good standing, shall be entitled to vote at any meeting of the membership. No votes by proxy shall be allowed.

## **ARTICLE VII – BOARD OF DIRECTORS**

**7.01 General Powers:** The business, property, and affairs of the Corporation shall be managed by the Board of Directors.

**7.02 Number:** There shall not be less than eight (8) nor more than fifteen (15) directors on the Board as shall be fixed from time to time by the members of the Board of Directors.

**7.03 Term of Office:** The initial Board members shall be appointed by the Incorporator. Directors shall be elected at each annual membership meeting to hold office for a one (1) year term, beginning October 1, and ending September 30, or until the director's successor is elected, or until the director's death, resignation, or removal.

**7.04 Vacancies:** A vacancy in the office of director, which occurs between the annual meetings of the members, shall be filled by action of the remaining members of the Board of Directors.

**7.05 Resignation and Removal:** A director may resign at any time by providing written notice to the Board of Directors. Notice of resignation will be effective upon receipt or at a later time as designated in the notice. In addition, any member of the Board of Directors who has three (3) unexcused absences at Board meetings shall be deemed to have resigned as a member of the Board of Directors. Further, any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors. In the event of removal or resignation of a director, a successor shall be appointed as provided in Section 7.04 of these bylaws.

**7.06 Annual Meeting of the Board of Directors:** An annual meeting of the Board of Directors shall be held each year during the month of October at the Corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting. If the annual meeting of the Board of Directors is not held at that time, the Board of Directors shall cause the meeting to be held as soon thereafter as is convenient, but no later than sixty (60) days after the start of the fiscal year.

**7.07 Regular Meetings:** Regular meetings of the Board of Directors may be held at the time and place as determined by the Board of Directors.

**7.08 Special Meetings:** Special meetings of the Board of Directors may be called by the President, or any two (2) directors, at a time and place as determined by those persons authorized. Notice of the time and place of such meeting shall be given to each director in any manner at least three (3) days before the meeting.

**7.09 Statement of Purpose:** Neither the business nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice for that meeting.

**7.10 Waiver of Notice:** The attendance of a director at a Board meeting shall constitute 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. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

**7.11 Meeting by Telephone or Similar Equipment:** A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

**7.12 Quorum:** A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the Board of Directors.

**7.13 Consent to Corporate Actions:** Any action required or permitted to be taken pursuant to Board authorization may be taken with or without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board of Directors' proceeding.

## **ARTICLE VIII – OFFICERS**

**8.01 Officers:** The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and the Grand DOM. With the exception of the Grand DOM, the officers of the Corporation shall be appointed by the Board of Directors. There may also be such other officers as the Board of Directors deems

appropriate. Two (2) or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the President, or by the Board of Directors to be executed, acknowledged, or verified by two (2) or more officers.

**8.02 Term of Office:** Each appointed officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

**8.03 Removal:** An officer appointed by the Board of Directors may be removed with or without cause by a vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

**8.04 Vacancies:** A vacancy in any office for any reason shall be filled by the Board of Directors.

**8.05 President:** The President shall be the chief executive officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The President may execute, in the name of the Corporation, contracts, or other instruments authorized by the Board of Directors (except where the signing and execution has been delegated by the Board of Directors or these bylaws to some other officer or agent of the Corporation) and shall, in general, perform all duties as necessary and proper, in carrying out the duties of the office, and other duties as assigned by the Board of Directors. If the President is absent or unable to act, another member of the Board may be appointed by the remaining members of the Board of Directors to act in her place. The President shall be a voting member of the Board of Directors.

**8.06 Vice President:** The Vice President shall have the power to perform duties that may be assigned by the President or the Board of Directors. If the President is absent or unable to perform her duties, the Vice President shall perform the President's duties until the Board directs otherwise. The Vice President shall perform all duties incident to the office.

**8.07 Secretary:** The Secretary shall (a) keep minutes of Board meetings and membership meetings; (b) be responsible for providing notice to each member or director as required by law, the Articles of Incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses



of each member, officer and director; (e) record attendance at meetings; and (f) perform all duties incident to the office and other duties assigned by the President or the Board of Directors. Upon retirement from office, the Secretary shall turn over to the incoming Secretary or to the President any and all corporate property.

**8.08 Treasurer:** The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the President or the Board of Directors. The Treasurer shall present an accounting of the financial status of the Corporation annually to the membership and, at any other time upon demand of the Board of Directors. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other corporate property.

**8.09 The Grand DOM:** The Grand Daughter of Macomb (Grand DOM) shall preside over the day's activities at the annual meeting of the membership. She will also serve as Grand Marshall for the yearly parade. The Grand DOM may have other duties as assigned by the President or the Board of Directors. The Grand DOM shall not be required to attend meetings of the Board of Directors and shall not be a voting member of the Board.

## **ARTICLE IX – COMMITTEES**

**9.01 General Powers:** The Board of Directors, by a vote of a majority of its directors, may create committees and appoint members to those committees. The Board of Directors may also designate one or more director as an alternate committee member who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board of Directors shall serve at the pleasure of the Board.

A committee designated by the Board of Directors may exercise powers of the Board in managing the Corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have power to

- (a) amend the Articles of Incorporation
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the Corporation;
- (d) fill vacancies on the Board of Directors;
- (e) fix compensation of the directors for serving on the Board or committee;
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- (g) recommend to the members a dissolution of the Corporation or a revocation of dissolution;
- (h) terminate memberships.

9.02 **Meeting:** Committees shall meet as directed by the Board of Directors, and their meetings shall be governed by the rules provided in Article VII for meeting of the Board if requested by the Board of Directors. Minutes shall be recorded at each committee meeting and presented to the Board.

## **ARTICLE X – CORPORATE DOCUMENT PROCEDURE**

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans and other debt obligation) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board of Directors or by these bylaws.

## **ARTICLE XI – COMPENSATION**

When authorized by the Board of Directors, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

**ARTICLE XII – FISCAL YEAR**

The fiscal year of the Corporation shall end on September 30 of each year.

**ARTICLE XIII – INTERPRETATION**

Throughout these bylaws, the terminology “mail” and “mailing” will include utilization of electronic mail (email) and internet technology to reduce costs and increase responsiveness.

**ARTICLE XIV – AMENDMENTS**

The Board of Directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the Directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the Board.

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| Adopted by the Incorporator:                           | August 2, 2004 |
| Approved by the Board:                                 | August 2, 2004 |
| Accepted by the Membership:                            | August 5, 2004 |
| Bylaws Amended and Approved by the Board of Directors: | _____          |