

East English Village Bylaws

ARTICLE I

NAME AND SERVICE AREA

1.01 NAME. The official name of this corporation shall be East English Village (EEV) Association (“the Association”).

1.02 SERVICE AREA. The primary activities of the Association shall focus on an area extending north to and including both side of Harper Avenue; east to and including the east side of Cadieux Road; south to and including the Detroit side of Mack Avenue; and west to the east side of E. Outer Drive/Whittier (the “Service Area”).

ARTICLE II

PURPOSE

2.01 PURPOSE. The Association is organized and operated exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(4) of the United States Internal Revenue Code of 1986 or corresponding section of any future federal tax code. The specific purposes shall include:

- A. Civic and Community Information Sharing. To disseminate information important to the neighborhood through monthly newsletters and meetings.
- B. Community Beautification/Maintenance. To maintain and beautify public spaces for the use and enjoyment of residents and nonresidents alike.
- C. Crime Prevention. To improve public safety and prevent crime in the area by operating a security patrol program and educating the community on crime prevention techniques.
- D. Community Service. To support and nurture positive community service activities.

2.02 RESTRICTIONS

- A. Notwithstanding any other provision of the By-Laws, all of the income and earnings of the Association shall be used exclusively for the Association’s purposes, and no part of the net income or net earnings of the Association shall inure to the benefit of, or be distributed to, its members, officers, director, or to other private persons, firms, corporations, partnerships or associations.
- B. Notwithstanding any other provision of these By-Laws, the Association shall in no manner be controlled or be under the direction of or be acting in the substantial interest of any private, individual, firm, corporation, partnership or association seeking to derive profit or gain.
- C. No substantial part of the activities of this Association shall attempt to influence legislation. The Association shall not participate or intervene in any political campaign on behalf of any political candidate for public office. The Association shall not contribute nor accept money toward the support of political candidates. Residents who are elected and/or running for public office may contribute to Association homeowner responsibilities.

- D. The Association shall not carry on any activities prohibited under sections 501 (c)(4) or 170 c (2) of the Internal Revenue Code of 1986 or as it may be amended.

ARTICLE III
MEMBERSHIP

3.01 CRITERIA FOR MEMBERSHIP. All residents who are legal owners or authorized dwellers of said premises and owners of businesses in the E.E.V. Service Area shall be members.

3.02 MEMBERSHIP DUES. There shall be no membership dues, but voluntary contributions shall be accepted, as outlined in section 2.02 Restrictions.

3.03 MEETINGS. The Association shall conduct at least one monthly General meeting. The General meeting shall be held on the second Wednesday of each month. General meetings are open to all members and guests. Only members shall be eligible to vote. One General meeting shall be held in November for elections of Operations Council members.

3.04 QUORUM. Twenty-five (25) members shall constitute a quorum for transaction of business of the General meeting. When a meeting has been regularly called and a quorum is not present, a lesser number may adjourn the meeting to a later date.

3.05 PLACE OF MEETINGS. All General meetings shall be held in a place located within or close to the geographic boundaries of the Service Area.

3.06 NOTICE OF MEETINGS. Notice of the time and place of General meetings shall be published in the monthly Newsletter, to be mailed or delivered to all members not more than sixty (60) days and not less than five (5) days before the meeting, and/or via electronic means.

ARTICLE IV
OPERATIONS COUNCIL

4.01 GENERAL POWERS. Except as otherwise provided by the laws of this state or the Articles of Incorporation, the business affairs of East English Village Association shall be managed by a Board of Directors, which shall be referred to as the Operations Council (the "Council"). In no event shall the Council permit the Association to engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(4) of the Internal Revenue Code, or the comparable section of any future federal tax code. Specifically, the Council shall:

- A. Adopt an estimated annual budget prior to the beginning of each fiscal year, and approve any expenditures not included in the budget;
- B. Assure the sound management of the Association's finances;
- C. Plan General meetings;
- D. Have the power to discharge Council members, block captains and committee members for such cause as the Council may consider sufficient;
- E. Have the power to authorize suits or take any other action necessary to suitable to effectuate the purposes of the Association.

4.02 COMPOSITION OF THE COUNCIL. The Council shall consist of the elected officers as set forth in Article VI, elected street representatives as set out in Article VII, and appointed standing committee chairs (as set forth in Article IX). There shall not be more than five (5) residents from one block, or nine (9) residents from one street, on the Council.

4.03 VOTING. Each Council member shall have one vote in the Council. If an officer or street representative also chairs a committee, such member shall not have another vote in the Council as a committee chair.

4.04 TERM OF OFFICE. Each member of the Council shall hold office for the term of one year, or until a successor is elected or appointed.

4.05 REMOVAL OF COUNCIL MEMBER. The Council shall have the authority to remove a Council member from office by a majority vote of a quorum of Council members then in office subject to the following requirements:

1. No Council member shall vote on his or her own removal,
2. Any Council member against whom removal is sought shall be entitled to a written notice of the proposed removal is to be voted on, and
3. The Council member against whom removal is sought shall be given an opportunity at such a meeting to answer the charges that form the basis for removal.

4.06 VACANCY. The Council shall fill any vacancy on the Council by a majority vote of all Council members, whether occasioned by death, resignation, removal from office, or otherwise, as early as possible after the date the vacancy occurs. Any candidate must attend one Council meeting, prior to being voted upon so that they may be fully informed of the duties of the position and agree to fulfill the duties of that position.

4.07 MEETINGS. The Council shall meet monthly at a location designated by the President or representative of the President.

4.08 QUORUM. A quorum shall constitute a 2/3 vote of all current operations council members, either in person or by electronic means.

4.09 SIMPLE MAJORITY. A simple majority vote shall constitute 50% + 1 of operations Council members at a regularly scheduled operations council meeting.

4.10 COMPENSATION. Council members shall not receive any compensation for their services. Council members may be reimbursed for expenses incurred while serving as a Council member when such expense is properly evidenced by a receipt and pre-approved by a simple majority vote of the other Council members.

4.11 INFORMAL ACTION BY COUNCIL MEMBERS IN LIEU OF MEETING. The Council may convene a special operations council meeting for any action required by law.

ARTICLE V
CONDUCT OF MEETINGS

5.01 CONDUCT OF MEETINGS. All Council meetings of the Association shall be conducted under the rules and regulations set forth in Robert’s Rules of Order.

5.02 ORDER OF BUSINESS. Meetings of the Association shall be conducted in the following order:

1. Minutes of each operations council meeting shall be available to the membership.
2. Reports of officers and committees. Treasurer’s report shall be mandatory.
3. Old business.
4. New business.
5. Good and welfare (community speakout).

ARTICLE VI
OFFICERS

6.01 DESIGNATION. The Association shall elect as officers a President, a 1st Vice-President, a 2nd Vice President, a Treasurer, a Recording Secretary, and Street Representatives.

6.02 ELECTION. Officers shall be elected individually by a majority of votes at a General meeting of the Association each November. Any candidate must attend one council meeting prior to election so that they may be fully informed of the duties of the position and agree to fulfill the duties of that position. The elected member can also attend the following month within the same calendar year.

6.03 TERM OF OFFICE. Officers shall hold office for a term of one year, or until a successor is elected or appointed.

6.04 REMOVAL FROM OFFICE. An officer may be removed from the operations council for the following two (2) reasons:

1. Missing two (2) consecutive operations council meetings without a written or electronic communication to the operations council detailing just cause for the absences.
2. Failure to pay all fees for services that the Association provides to the community by the end of the quarter in which they take office.

6.05 DUTIES OF OFFICERS. An EEVA officer has such authority and shall perform such duties in the management of East English Village Association as may be provided in these By-Laws.

- A. In addition to the duties specified below, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, or by Articles on Incorporation, subject to the control of the Operations Council, and shall perform additional duties as the Operations Council shall from time to time assign, consistent with the Association’s By-Laws, Articles of Incorporation, and applicable law. An officer shall discharge the duties of his/her position in good faith and with that degree of diligence, care and skill that an ordinary prudent person would exercise under similar circumstance in a like position.

- B. In discharging those duties, an EEVA officer, when acting in good faith, may rely upon the opinion of counsel for East English Village Association, or upon financial statements of the Association represented to be correct by the President or Officer of the Association who has charge of its books of account, or stated in a written report by an independent public accountant or certified public accountant or firm of such accountants to fairly reflect the financial condition of the Association.

6.06 PRESIDENT. The President of the East English Village Association shall:

- A. Prepare the agenda (allowing walk on items) for and conduct the General Meetings and the Council meetings.
- B. Appoint committees and monitor, or delegate the monitoring of, the principal activities of these committees.
- C. Attend, or appoint a representative to attend, meetings of other neighborhood organizations and business associations as the representative of E.E.V.
- D. Arrange for speakers for the General Meetings.
- E. Report monthly at the General Meeting of the activities he/she has conducted or attended on behalf of the Association since the time of the previous report.
- F. Organize a strategic plan meeting within 60 days of the calendar year.

6.07 1ST VICE-PRESIDENT. The 1ST Vice-President shall:

- A. Perform all duties of the president in his/her absence.
- B. Attend the General Meetings and Council meetings.
- C. Monitor committee activities as requested by the president.
- D. Assist the president in the scheduling of speakers for the General Meetings.
- E. Manage timing and action

6.08 2ND VICE-PRESIDENT. The 2nd Vice-President shall:

- A. Perform all duties of the 1st Vice-President in his/her absence.
- B. Maintain all historical records of the Association except the financial accounts and those items managed by the 1st VP.
- C. Maintain the records of the Operations Council and Block Captain network.
- D. Maintain list of volunteers via the Volunteer chairperson.

6.09 TREASURER. The Treasurer shall:

- A. Maintain the financial records of the Association.
- B. Collect and dispense the Association's funds.
- C. Report on the finances of the Association at the Operations Council meetings.
- D. Arrange for an annual audit of the financial accounts.
- E. Arrange with a local bank to deposit the Association's funds and maintain a checking account for the transaction of the association's business.
- F. Disburse the Association's funds as approved by the Operations Council.
- G. Maintain the bank signatory list of the President, 1st VP, 2nd VP, and Treasurer.
- H. Maintain seasonal maintenance list of residents who paid seasonal maintenance fee.
- I. Work with a designee to collect and deposit funds, as necessary.
- J. If unable to perform the duties as listed, the President will appoint a temporary agent to act on the Treasurer's behalf.**

6.10 RECORDING SECRETARY. The recording Secretary shall:

- A. Record the minutes of each Council meeting.
- B. Provide the previous meeting minutes at each meeting.
- C. Maintain such records as are requested by the President and/or the Council.
- D. Pick up, or arrange to have picked up, the Association's mail at the Post Office Box at least on a weekly basis.
- E. **If unable to perform the duties as listed, the President will appoint a temporary agent to act on the Recording Secretary's behalf.**

ARTICLE VII **STREET REPRESENTATIVES**

7.01 DESIGNATION. The Association shall elect as street representatives one representative each for Cadieux, Harvard, Grayton, Bishop, Yorkshire, Kensington, Outer Drive/Whittier and Chandler Park.

7.02 ELECTION. Street representatives shall be elected individually by a majority of votes at a General meeting of the Association each November.

7.03 TERM OF OFFICE. Street representatives shall hold office for a term of one year, or until a successor is elected or appointed.

7.04 DUTIES OF STREET REPRESENTATIVES. Street representatives shall perform the follow duties.

- A. Assure that each block on the street she or he represents has a block captain.
- B. Coordinate projects with the block captains as necessary.
- C. Any other duties deemed necessary by the council.
- D. Assure clear and consistent communication with residential and safety committee
- E. Greet and educate new residents on the block and street of neighborhood practices
- F. Monitor overall maintenance issues – report issues to proper committee.
- G. Participate in the activities and projects of the Association
- H. Organizes block meetings with respective block captains.

ARTICLE VIII **BLOCK CAPTAINS**

8.01 DESIGNATION. A block captain shall be selected for each block in the Service Area.

8.02 SELECTION. Block captain positions shall be filled on a volunteer basis. If necessary, the street representative for the street encompassing the block shall select the block captain.

8.03 DUTIES OF BLOCK CAPTAINS. Block captains shall perform the following duties:

- A. Attend the General meetings.
- B. Attend block captain meetings scheduled by the Council or the street representative.
- C. Assist residents with problems, concerns, or activities of their block, as needed.

- D. Report block needs or concerns to the Street Representative.
- E. Participate in the activities and projects of the Association.
- F. Organizes block meetings.

ARTICLE IX **COMMITTEES**

9.01 GENERAL GUIDELINES.

- A. The Association shall have both Standing and Ad Hoc committees as deemed fitting and necessary, subject to the consent and ratification of the full sitting Council
- B. All committee correspondence using the Association's letterhead must be approved by the Operations Council prior to distribution.

9.02 COMMITTEE POSITIONS. Both members and nonmembers of the Association may serve on committees, but only members shall serve as committee chairs. The following committee positions shall be filled:

- A. Chairperson. Each committee shall have a chairperson, who shall be a member of the Association. The chairperson shall be appointed by the President, or otherwise at the President's discretion. No person shall chair more than one committee unless approved by a majority of the Council. The chairperson shall:
 - 1. Be responsible for the proper completion of the activities designated for that committee.
 - 2. Sit on the Operations Council and work with the Council to meet the needs and goals of the committee.
- B. Treasurer. Where collection of funds and the maintenance of financial records are necessary for the function of that committee, a Treasurer or equivalent shall be appointed or elected. That person shall be responsible for establishing an accounting system as required by the Association and/or the auditor. Funds received by each committee must be turned over to the Association by the 25th of each month. In some cases the committee chairperson may also act in the capacity of treasurer for that committee. Records of the financial accounts shall be audited on an annual basis.
- C. Other members. Other committee members shall work with the committee chairperson to accomplish the goals of the committee. Committee members shall, following any guidelines as may exist for their committee, notify their committee chairperson if they are unable to fulfill expected responsibilities.

9.03 POWERS. Such committees shall have and exercise the authority delegated to them by the Council in the management of the Association, but the designation of the committees and delegation of authority thereto shall not operate to relieve the Council or any individual Council member of any responsibility imposed by law.

9.04 RESTRICTIONS ON POWERS. A committee does not have the power or authority to (a) amend the articles of Incorporation; (b) adopt an agreement of merger or consolidation; (c) recommend to members the sale, lease or exchange of all or substantially all of the Association's property and assets; (d) recommend to members a dissolution of the Association or revocation of a dissolution; (e) amend the By-Laws of the Association; (f) fill vacancies on the Council; (g) fix compensation for serving on the Council or on a committee; or (h) terminate membership

9.05 RULES/GUIDELINES. Rules/guidelines governing the responsibilities of standing committees shall be approved and adopted as part of the Association's By-Laws by the Council.

9.06 VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

9.07 STANDING COMMITTEES. There shall be as many standing and special committees as the Council deems necessary. The following standing committees shall be established:

- A. Security and Safety Committee. Responsibilities of this committee may include but not be limited to:
 - 1. Maintain Security Patrol.
 - 2. Driver program
 - 3. Email information to general area when needed
 - 4. Serve as liaison to the Eastern District
 - 5. Sponsor security fairs and informational letters to EEV area.
 - 6. Write a security/safety column for the newsletter.
 - 7. Maintain records of paid subscribers.

- B. Youth Development Committee. Responsibilities of this committee may include but not be limited to:
 - 1. Operate a Youth Recognition Awards program.
 - 2. Develop and manage a Youth Scholarships program.
 - 3. Develop and manage a Mentoring program.
 - 4. Develop and manage a Tutoring Program.
 - 5. Coordinate recreational activities for youth.

- C. Senior Services Committee. Responsibilities of this committee may include but not be limited to:
 - 1. Email/phone communication regarding needs via best way.
 - 2. Assist senior citizens in setting out trash (both weekly and bulk) via block captain/street rep.
 - 3. Work with Residential for senior housing repair needs i.e.: lawn cutting and snow removal.
 - 4. Act as a liaison with community agencies working with the elderly.

- D. Welcome Committee. Responsibilities of this committee may include but not be limited to:
 - 1. Deliver a welcome package to new residents and/or Block Captains.
 - 2. Maintain a list of new resident addresses for inclusion in newsletter and special mailings.
 - 3. Writing thank you notes to 1st time attendees of general meetings.
 - 4. Coordinating refreshments and greeters at meetings and events.

5. Attend neighborhood functions – work with Volunteer chairperson

E. Newsletter Committee. The Newsletter Committee may have the following positions:

1. Managing Editor
2. Layout Editor
3. Advertising Editor
4. Columnists (occasional and regular)
5. Researchers (information for newsletter)

F. Commercial Committee. Responsibilities of this committee may include but not be limited to:

1. Serve as a liaison between businesses and the Association, by
 - a. sending letter to businesses regarding property maintenance,
 - b. attending business district association meetings, and
 - c. Direct contact with businesses regarding property maintenance.
2. Award framed thank you plaques to businesses that maintain property, and writing article for newsletter when plaque is awarded.

G. Residential Committee. Responsibilities of this committee may include but not be limited to:

1. Write notes of appreciation to residents whose homes are especially well maintained.
2. Organize the annual community wide garage sale.
3. Maintain border signs and landscaping with Garden Club.
4. Operate the Summer Beautification Contest.
5. Operate the Holiday Decorating Contest.

9.08 OTHER COMMITTEES. The Council shall have the authority to establish Ad Hoc committees as necessary. The Council shall have the authority to add Standing committees by resolution of the Council.

9.09 TIME OF MEETINGS. The Chair of each committee shall determine the time and place of all meetings of the committee over which he/she is Chair.

ARTICLE X

INDEMNIFICATION

10.01 PROCEEDING AGAINST CORPORATE AGENTS. The Association shall have power to indemnify, i.e., reimburse for costs incurred, any person who was or is a party to or is threatened to be made party to, any threatened, pending or completed action, suits, or proceeding. Whether civil, criminal, administrative or investigative by reason of the fact the person (1) is or was a Council member, officer employee, or agent of the Association, or (2) is or was serving at the request of the Association as a Council member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise pertaining to authorized EEV business.

The indemnification shall be against expenses (including attorney's fees), judgements, fines and amounts paid in settlement, actually and reasonable incurred in connection with such action, suit, or proceeding. The Association shall have the power to indemnify the Council member, officer, employee, or agent of the Association only if she or he acted in good faith and in a manner she or he reasonable

believed to be not opposed to the best interests of the Association or its members, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

10.02 PROCEEDINGS BY OR IN THE RIGHT OF THE CORPORATION. The Association shall have power to indemnify, i.e., reimburse for costs incurred, any person who was or is a party to or is threatened to be made party to, any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact the person (1) is or was a Council member, officer, employee, or agent of the Association, or (2) is or was serving at the request of the Association as a Council member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The indemnification shall be against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit. The Association shall have the power to indemnify the Council member, officer, employee, or agent of the Association only if she or he acted in good faith and in a manner she or he reasonable believed to be not opposed to the best interests of the Association or its members.

However, no indemnification shall be made in respect of any claim issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of a duty to the Association unless, and only to the extent that, the court in which such actions or suits were brought shall determine upon application that, despite the adjudication of liability, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

10.03 CORPORATE AGENT SUCCESSFUL IN PROCEEDING. To the extent that a Council member, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding, referred to above or in defense of any claim, issue, or matter therein, that person shall be indemnified against expenses (including attorney's fees) actually and reasonable incurred.

10.04 DETERMINATION THAT INDEMNIFICATION IS PROPER. Unless ordered by a court, any indemnification shall be made by the Association only as authorized in the case at hand upon a determination that indemnification of the Council member, officer, employee, or agent is proper in the circumstances because that person has met the applicable standard on conduct by acting in good faith in a manner the person reasonably believed to be not opposed to the best interest of the Association or its members. Such determination shall be made in either of the following ways: (a) by the Council upon a majority vote of quorum consisting of Council members who were not parties to such action, suit, or proceeding; or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Council members so directs, by independent legal counsel in a written opinion.

10.05 EXPENSES PAYABLE IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, as authorized in the Michigan Nonprofit Corporation

10.06 INSURANCE. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Council member, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Council member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred by that person in any such capacity or arising out of that person's status

as such, whether or not the Association would have the power to indemnify that person against liability pursuant to the Michigan Nonprofit Corporation Act.

ARTICLE XI **CONFLICT OF INTEREST**

11.01 DEFINITION OF CONFLICT. A conflict of interest occurs when a Council member, officer, employee or member profits in a personal or financial manner from a Council decision or transaction involving the Association.

11.02 DISCLOSURE REQUIREMENT. Whenever any matter arises in which a Council member, officer, or member either has a conflict of interest or has a question about the existence of a conflict of interest, he/she shall make full disclosure of the material facts of the conflict to the Association before the matter is discussed formally.

11.03 DOCUMENTATION. A ruling on the conflict shall be made by a majority vote of the Council and entered into the minutes of the Association. Stated conflicts and abstentions shall be included in the minutes.

11.04 ABSTENTION OF INTERESTED COUNCIL MEMBER. Persons who have conflicts of interest as defined herein may participate in the discussion of the matter in question and may be considered in determining the presence of a quorum, but may not vote.

11.05 WAIVER. The Association may pursue a transaction involving a conflict of interest provided any one of the following is true:

1. The material facts of the transaction and the conflict were disclosed or known to the Operations Council, and the Council authorized, approved or ratified the transaction;
2. The material facts of the transaction and the Council members' interests were disclosed or known to the members entitled to vote and the members authorized, approved, or ratified the transaction; or,
3. The transaction is fair to the Association when it is authorized, approved, or ratified.

ARTICLE XII **GENERAL PROVISIONS**

12.01 ORDERS FOR PAYMENT OF MONEY. All checks, drafts, notes, bills of exchange and orders for payment of money of the Association shall be approved by the President, or by another officer as authorized by the Council. The Treasurer and one of the following officers shall sign Association checks: President, 1st Vice-president, 2nd vice-President or Secretary.

12.02 CONTRACTS AND CONVEYANCES. The Council may in any instance designate the officer and/or agent who shall have authority to execute and contract, conveyance, mortgage or other instrument on behalf of the Corporation, or may ratify or confirm any execution. When the execution of any instrument has been authorized without specification of the executing officer or agent, the President, the 1st Vice-President, or the Treasurer may execute the same in the name and on behalf of the Corporation.

12.03 DEPOSITS. All funds of the Association shall be deposited to the credit of the Association in such banks or other depositories, as the Council shall determine.

12.04 GIFTS. The Council may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

12.05 FISCAL YEAR. The fiscal year of the East English Village Association shall begin on the First day of January and end on the last day of December in each year.

12.06 CORPORATE RECORDS. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Operations Council, and committees having any of the authority of the Council. Copies of the following documents shall be kept at the registered office of the Association: (a) the Articles of Incorporation; (b) books and records of account; (c) minutes of proceedings; (d) By-Laws. These records shall be available to members for inspection at reasonable times and for purposes consistent with good faith exercise of membership rights and responsibilities in corporate affairs.

12.07 ARTICLES OF INCORPORATION. The Articles of Incorporation shall be part of these By-Laws.

12.08 AMENDMENTS OF BY-LAWS. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted, by either of the following two procedures.

1. The proposed amendment shall be approved by a two-thirds (2/3) vote of Council members at a Council meeting; or,
2. The approved amendment shall be ratified by a majority vote of members present at a General meeting.

Notice of the General meeting at which an amendment shall be presented to the membership for ratification shall be published in at least the two issues of the Association's Newsletter for prior to such meeting. The notice of such meeting shall set forth as the purpose of the meeting the ratification of an amendment to the By-Laws, and shall set forth the proposed amendment to be ratified at the meeting.

12.09 DISSOLUTION. Upon dissolution of the Association, no members shall be entitled to any distribution of the Association's assets, or the proceeds thereof, and the Council shall distribute all remaining money and property, after paying or making provisions for the payment of all debts and obligations of the Association, in furtherance of the charitable purposes set forth in Article II, to such organization or organizations which are at the time of dissolution qualified as tax exempt under Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Internal Revenue Code, as the Operations Council shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court for such charitable purposes exclusively and to such organizations exclusively.

12.10 ANNULMENT OF PREVIOUS CONSTITUTION AND BY-LAWS. These By-Laws shall replace and annul all previous Constitutions and By-Laws of the Association.

Prepared by: Melissa Worden, Clinical Assistant Professor, Program in Legal Assistance for Urban Communities, University of Michigan Law School, Fall 1998; amended September 2002 by the Operating Council. Amended October 2003 by the Operating Council. Amended May 2012 by the Operating Council.