

RESTATED BYLAWS
OF
ALANO CLUB OF KENT COUNTY

ARTICLE I

Purpose and Powers

The purpose for which the corporation is formed and the powers that it may exercise are set forth in its Articles of Incorporation.

ARTICLE II

Board of Directors

Section 1. Election, Term of Office, and Qualifications. A person nominated by a current director or by at least three members entitled to vote at the time the nomination is made may be elected a director at the membership meeting as provided in Article VII to serve three-year terms, which shall begin on January 1 and expire on December 31 in the applicable year. No director may serve more than two consecutive terms. The board may change the number of directors. However, in no event may the board consist of fewer than three directors. Each director must be a member of the corporation at all times while serving as director, and such person's directorship ceases if their membership ceases.

Section 2. Resignation and Removal. A director may resign by written notice to the corporation's Secretary. A majority of directors then in office may remove a director with or without cause.

Section 3. Vacancies. Directors then in office may fill a vacancy or newly created position on the board by majority vote for the remainder of the applicable term.

Section 4. New Directors. The corporation Secretary must provide each new director with current copies of the Articles of Incorporation, bylaws, policies, and other pertinent information regarding the organization and operation of the corporation.

Section 5. Powers. The board manages the corporation's business and may exercise all the corporation's powers.

ARTICLE III

Committees

Section 1. Committees of Directors. The board may appoint one or more committees to consist of one or more directors. A committee of directors may exercise any of the powers and authority of the board, but only to the extent provided in the board resolution constituting the committee and subject to the limitations of delegable authority specified in Section 528 of the Michigan Nonprofit Corporation Act. The board may designate one or more individuals who are not directors to receive notice of, attend, and be heard at a committee meeting, but such individuals cannot vote.

Section 2. Advisory Committees. The board may appoint one or more committees to consist in whole or in part of individuals who are not directors. Any such committee serves solely in an advisory capacity to the board and may not exercise any of the powers and authority of the board.

ARTICLE IV

Directors' Meetings

Section 1. Regular Meetings. A board meeting must be held annually for the purpose of receiving the report of the corporation for the previous fiscal year as required by Section 901 of the Nonprofit Corporation Act and transacting any other business. Each regular meeting of the board is held at the time and place designated prior to or at its regular meeting immediately preceding. No notice of such meeting to the directors is necessary. A board meeting may be held at a different time and place with the consent of a majority of the directors upon notice to all directors who did not consent.

Section 2. Special Meetings. The Chairperson or a majority of directors may call a special meeting of the board at any time upon notice to all directors.

Section 3. Notice of Special Meetings. Notice of a special meeting must state the time, place, and purposes of the meeting and must be given to each director by one of the following methods:

- (a) by mailing a written notice to such address as the director designates from time to time or, in the absence of designation, to the last known address of the director at least five days before the date set for such meeting;
- (b) by personally delivering a written notice to the director at least two days in advance of such meeting;
- (c) by orally notifying the director at least two days in advance, either personally or by telephone; or

(d) by electronic transmission to the director at least two days in advance in a manner authorized by the director entitled to the notice;

except that, if the transmitted notice is returned as undeliverable, a different permitted method of notification must be used.

Section 4. Waiver of Notice of Meetings. A director's attendance at a meeting waives notice to the director of the meeting, except where the director attends the meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened. A director may waive in writing any right to notice before or after a meeting.

Section 5. Quorum. A majority of the directors constitutes a quorum for the transaction of business. The act of a majority of those directors present at any meeting at which there is a quorum is the act of the board, except as provided by law, the Articles of Incorporation, or these bylaws.

Section 6. Vote Required. The board must authorize all board actions by a majority of votes cast.

Section 7. Voting Rights. Each director present in person at a board meeting is entitled to one vote.

Section 8. Conduct of Meetings. Directors' meetings must generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

Section 9. Action Without a Meeting. Unless otherwise provided by the Articles of Incorporation or these bylaws, any action permitted to be taken under authorization voted at a meeting of the board or a committee of the board may be taken without a meeting if, before or after the action, all members of the board then in office or of the committee consent to the action in writing or by electronic transmission. The written consent must be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.

Section 10. Participation in Meeting by Remote Communication. A director or a member of a committee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting constitutes presence in person at the meeting.

Section 11. Manifestation of Dissent. A director who is present at a directors' meeting, or at a meeting of a committee of which the director is a member, at which action on a corporate matter is taken is presumed to have concurred in that action taken unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to such action with the person acting as the secretary of the meeting before or promptly after its adjournment. A director who is absent from a meeting of the board or of a committee of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a

written dissent with the secretary of the meeting within a reasonable time after obtaining knowledge of the action.

ARTICLE V

Officers

Section 1. Appointment. The board of directors must appoint a Chairperson and President, Secretary, and Treasurer. The board of directors may also appoint a Vice-Chairperson and one or more other officers and agents that it deems necessary. The board need not appoint or elect an officer to an office that is already filled and whose term has not expired. The same person may hold two or more offices, but an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. Term, Removal, and Vacancies. An officer holds office until a successor is elected or appointed and qualified, or until the officer's death, resignation, or removal. The board may remove an officer with or without cause. An officer may resign by written notice to the corporation Secretary. The resignation is effective upon its receipt by the corporation or at a later date specified in the notice. The board must appoint an individual to fill a vacancy in the office of Chairperson and President, Secretary, or Treasurer and may appoint an individual to fill a vacancy in any other office.

Section 3. Chairperson and President. The board of directors shall appoint from their number a Chairperson who shall also serve as the President of the corporation. For the purpose of these bylaws, the Chairperson and President shall be referred to as the "**Chairperson.**" The Chairperson is the corporation's chief executive officer, and presides when present over all meetings of directors. The Chairperson must sign bonds, mortgages, and other contracts and agreements on the corporation's behalf, except when the board of directors specifies the same to be done by some other officer or agent. The Chairperson must see that all orders and resolutions of the board of directors are carried into effect and may perform other duties necessary or appropriate to the office of President. The Chairperson may have such other duties and have such powers as the board of directors specifies.

Section 4. Vice-Chairperson. The Vice-Chairperson performs the duties and exercises the authority of the Chairperson during the Chairperson's absence or disability. The Vice-Chairperson may perform other duties that the Chairperson assigns or the board prescribes.

Section 5. Secretary. The Secretary must cause to be recorded and maintained minutes of all meetings of the board and board committees. The Secretary must cause to be given all notices required by law, these bylaws, or resolution of the board and may perform other duties that the Chairperson assigns or the board prescribes.

Section 6. Treasurer. Except as otherwise prescribed by the board, the Treasurer oversees the custody of the corporate funds and securities; causes to be kept in books belonging to

the corporation a full and accurate account of all receipts, disbursements, and other financial transactions of the corporation; and deposits all funds to the credit of the corporation in such depositories as the board designates. The Treasurer may perform other duties that the Chairperson assigns or the board prescribes.

Section 7. Other Officers. The board may from time to time appoint other officers to perform duties and exercise authority that the Chairperson assigns or the board prescribes.

ARTICLE VI

Membership

Section 1. Membership Requirements. To be a member of the corporation, a person must be current on payment of dues and must comply with corporation rules and policies.

Section 2. Dues. The amount of dues and schedule for payment shall be set by the board and may be adjusted from time to time.

Section 3. Loss of Membership. The board shall have the authority to suspend, terminate, or restrict membership rights and privileges of any member after providing the member with notice and an opportunity to be heard by a committee to be determined by the board. The board may also temporarily suspend the membership rights and privileges of any member pending such notice and opportunity to be heard.

ARTICLE VII

Membership Meetings

Section 1. Annual Membership Meeting. An annual membership meeting shall be held during the month prior to the annual board meeting for the following purposes:

1. To elect persons to serve on the board of directors; and
2. To discuss the affairs of the corporation, including the corporation's financial position and suggestions from membership for improving corporate activities.

Section 2. Special Meetings. The Chairperson or a majority of directors may call a special meeting of the membership at any time. The Chairperson shall call a special meeting of the membership to be held no more than thirty days after receipt of a petition stating the purposes of the meeting and signed by no less than twenty-five percent of the members entitled to vote at the time of signing the petition.

Section 3. Place of Meetings. Any membership meetings shall be held at the registered office of the corporation or at such other place determined by the board.

Section 4. Notice of Meetings. Written notice of the time, place, and purposes of any membership meeting must be posted at the registered office of the corporation no less than fifteen and no more than sixty days before the meeting. A member's attendance at a meeting waives notice of the meeting, except where the member attends the meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. Five percent of the members entitled to vote at the time of the meeting constitutes a quorum for the transaction of business at any membership meeting. Meetings at which less than a quorum is represented may be adjourned by a vote of the majority of the members entitled to vote at the meeting to a future date without further notice.

Section 6. Vote Required. The members must authorize actions of the membership by a majority of votes cast by the members entitled to vote at the meeting.

Section 7. Voting Rights. Each member present in person at a membership meeting who has been a member for at least the sixty days preceding the meeting is entitled to one vote. The officer or agent of the corporation having charge of its membership records shall maintain a list of the members entitled to vote at a membership meeting.

Section 8. Conduct of Meetings. The Chairperson of the board presides when present at a membership meeting. If the Chairperson is not present, the presiding official may be any other officer who is present, and if no officer is present, any other director. The presiding official has authority over matters of procedure and may adopt any form of procedure suited to the business being conducted.

Section 9. Participation in Meeting by Remote Communication. A member may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting constitutes presence in person at the meeting.

ARTICLE VIII

General Provisions

Section 1. Checks. All corporation checks or demands for money and notes must be signed by such persons as the board designates.

Section 2. Fiscal Year. The corporation's fiscal year is as fixed by the board.

ARTICLE IX

Indemnity

The corporation shall indemnify any director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a director or officer, or is or was serving

at the request of the corporation in another capacity, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may indemnify persons who are not directors or officers to the extent authorized by resolution of the board or by contractual agreement authorized by the board. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws that reduces the scope of indemnification shall not apply to any act or omission that occurs before the change.

ARTICLE X

Amendments

The board may amend or repeal these bylaws by vote of a majority of directors entitled to vote at any regular or special meeting.