

The Michigan Hemingway Society By-Laws

(Revision of October 17, 2004)

Article I Members

Section 1: Membership and Dues. Voting membership is open to any person who has paid dues for the current calendar year. The amount of dues shall be established by the Board of Directors of each calendar year for the following calendar year. Payment of dues entitles each member to receive a Michigan Hemingway Society (MHS) newsletter for the calendar year, and voting privileges.

Section 2: Annual Meeting. The annual meeting of members of the Michigan Hemingway Society (hereafter referred to as MHS) shall be held in the city of Petoskey, Michigan (or at such other place within the State of Michigan as may, from time to time, be designated by the Board of Directors) on the date and at the time in the month of October selected each year by the Board of Directors for the purpose of electing Directors and for transaction of other business as may properly be brought before the meeting. Notice of the date, time, and place of such meeting shall be given to the membership at least 30 days prior to such date.

Section 3: Special Meetings. The President or Vice President may call special meetings of the members of the MHS. A special meeting may also be called by the Board of Directors, or at the request, in writing, of a majority of the members of record of the MHS at the date of such request. Such a meeting shall be held in the City of Petoskey, Michigan, unless otherwise directed by the Board of Directors and stated in the notice of meeting, in which case the meeting may be held any place within or without the State of Michigan. Any such request for such meeting shall state the purpose or purposes of the proposed meeting.

Section 4: Notice of Meetings. Notice of the time and place of any meeting of the membership of MHS (and of the purpose of any special meeting of the membership of MHS) signed by the President, Vice President, Treasurer, or Secretary and stating the authority pursuant to which they are issued: for example, "by the order of the President" or "by order of the Board of Directors" as the case may be. This notice shall be served either personally, by mail, or by email upon each member of record entitled to attend such meeting, and this notice will arrive at least ten (10) days before such a meeting. If mailed, the notice shall be directed to each member entitled to notice at his/her address as it appears on the MHS membership list unless he/she shall have filed with the Secretary thereof a written request that the notices intended for him/her be mailed to a different address.

Section 5: List of Members. A complete list of the members entitled to vote at each election of Directors shall be prepared or cause to be prepared by the Membership Chairperson. The membership list shall be available for inspection at the annual meeting.

Section 6: Quorum of General Members. A quorum shall be ten (10) members of the MHS.

Section 7: Conduct of Meetings. Meeting of the MHS membership shall be presided over by the President, or if he/she is not present, by the Vice President or, if neither of these persons is present, by the Chairperson to be chosen at the meeting. The Secretary of MHS, or in his/her absence, a person chosen at the meeting, shall act as Secretary at the meeting. All questions shall be decided, and all business transacted, by a majority vote of members present, except where a higher number of votes is required by (1) a specific provision in these By-Laws, or (2) by the Michigan Corporation Act.

Article II Board of Directors

Section 1: Board of Directors: Number, Qualifications, and Term of Office. The property, business, and affairs of the MHS shall be managed by its Board of Directors to consist of at least ten (10) but not more than sixteen (16) members, all of whom shall be of legal age and all of whom shall be members of the MHS. Each Director shall hold office for the term for which he/she is appointed and until his/her successor is appointed and qualified.

Section 2: Classification of Directors. Members of the Board of Directors shall serve as long as they remain in good standing. "Good standing" means attending at least one regularly scheduled meeting every year, or by submitting a written explanation to the President explaining their inability to attend such a meeting. In no case, however, shall a member of the Board of Directors remain on the Board without attending at least one meeting in a three-year period.

Section 2A: Auxiliary Board Members. MHS members in good standing who wish to participate in occasional board meetings in an advisory role because of special skills, interests, or background, may ask the President to place their names in nomination at the next annual meeting as "Auxiliary Board Members." Their election shall follow the general guidelines for the regular Board of Directors. Auxiliary Board Members may not vote at board meetings, but they may participate in all other board activities. Auxiliary Board Members shall serve for a period of five years, after which they must be re-elected. Unlike regular Board Members, Auxiliary Members shall not be prematurely removed from office because of failure to attend meetings. The Board of Directors shall allow no more than five Auxiliary members at any one time.

Section 3: Election of Board of Directors. The election of the Board of Directors shall be held at the annual meeting of the MHS. The Board of Directors shall offer names of persons who wish to be nominated. Additional persons may also be nominated at the annual meeting by the general membership. Those nominees receiving the greatest number of votes shall be elected to the Board of Directors.

Section 4: Quorum of Directors. Fifty (50%) percent of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5: Action by Consent. If and when all of the Directors shall severally or collectively consent, in writing or by telecommunication device, to any action to be taken by the MHS, such action shall be as valid MHS action as though it had been authorized at a meeting of the Directors.

Section 6: Vacancies. Any vacancy on the Board of Directors may be temporarily filled by a majority vote of the Board of Directors present at a regular or special meeting, but this individual's status on the board must then be confirmed by a vote of the general membership at the next annual meeting.

Section 7: Board Meetings. Regular meetings of the Board of Directors may be held within or without the State of Michigan as may, from time to time, be determined by the resolution of the Board. An annual meeting of the Board of Directors shall be held at the place of the annual meeting of members and immediately following the same. Such meeting shall be for the purpose of electing officers, determining membership dues, discussing budget, and transacting such other business properly brought before such meeting. Regular meetings may also be held at any time or place upon the call of the President or Vice President at the direction of at least two (2) of the Directors then in office. Oral, written, or electronic notice of the time and place of the meetings of the Board of Directors shall be served on or mailed to each director at least seven (7) days before such meeting, but no notice need be given if all directors are present

and those not present waive notice of the time, place and purposes of such meeting in writing either before or after the holding thereof.

Section 8: General Powers as to Borrowing Money and Issuance of Negotiable Paper. The board of Directors shall not have power to borrow funds on behalf of the MHS and to sign for re-payment thereof.

Article III Officers

Section 1: President. The Board of Directors shall elect the President from among its own members. This individual will exercise the following authority: The President (1) Shall be the chief executive officer of the MHS; (2) Shall preside over all meetings of the Board of Directors and of the members, (3) Shall have the right to vote at any regular meeting of the Board of Directors when necessary in order to make or break a tie vote; (4) Shall execute all authorized conveyances and contracts or other obligations in the name of the corporation and contracts or other obligations in the name of the MHS except where required by the law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other office or agent of the MHS; (5) Shall enjoy a two-year term of office with the possibility of being re-elected.

Section 2: First Vice President. This individual shall be elected by and from the membership of the Board of Directors, and shall perform the duties and exercise the powers of the President during the absence or disability of the President. By tradition, the First Vice President will reside in or near the Petoskey, Michigan region, and will serve as the MHS representative to individuals and organizations within this geographical area. The First Vice President will enjoy a two-year term of office with the possibility of being re-elected.

Section 3: Second Vice President. The Second Vice President shall be elected by and from the membership of the Board of Directors. This individual shall perform the duties and exercise the powers of the President or First Vice President during the absence or disability of those individuals. By tradition, this individual will enjoy a connection to a Michigan post-secondary academic unit and function as the MHS representative to the academic world. The Second Vice President will enjoy a two-year term of office with the possibility of being re-elected.

Section 4: Secretary. The Secretary shall be elected by and from the membership of the Board of Directors. This individual shall exercise the following duties: (1) Preserve in books of the MHS, true minutes of proceedings of all such meetings; (2) Give all notices required by statute, by-law, or resolution; and (3) Perform such other duties as may be delegated by the Board of Directors. At any meeting, in the absence or disability of the Secretary, the Secretary's duties will be performed by another board member. The Secretary will enjoy a two-year term of office with the possibility of being re-elected.

Section 5: Treasurer. The Treasurer shall be elected by and from the membership of the Board of Directors, and shall exercise the following duties: (1) Maintain custody of all corporate funds and securities, and shall keep in books belonging to the MHS, full and accurate accounts of all receipts and disbursements; (2) Deposit all monies, securities and other valuable effects in the name of the MHS in such depository or depositories as may be designated for that purpose by the Board of Directors; (3) Disburse the funds of the MHS that may be ordered by the Board of Directors, taking proper vouchers for such disbursement, and shall render to the President and Directors, at the regular meeting of the Board of Directors and whenever requested by them and also to the general membership at its annual meeting, an account of transactions as Treasurer, and of the financial condition of the MHS. The Treasurer shall serve for a period of two years and may be re-elected.

Article IV Execution of Financial Instruments

Section 1: Checks, Etc. All checks, drafts, and orders for payment of money shall be signed in the name of the MHS by the Treasurer of the MHS, after first being approved by the Board of Directors, or shall be signed by such officers or agents as the Board of Directors shall, from time to time, designate for that purpose.

Section 2: Contracts, Conveyances, Etc. When the execution of any contracts, conveyance or other instrument has been authorized, without specification of the executing officer, the President, a Vice President, Treasurer, or Secretary may execute the same in the name and on behalf of the MHS. The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the MHS. The Board of Directors shall first approve all agreements, contracts, conveyances and instruments of like nature entered into or on behalf of the MHS.

Article V Committees and Committee Chairs

Section 1: Committees. The Board of Directors may, at their discretion, establish any committee or committees in support of the proper functioning of the MHS. Membership on such committee or committees shall be by appointment of the Board of Directors. Such committee or committees shall be responsible to and shall report directly to the Board of Directors. Significant actions and decisions of such committee or committees shall be subject to the approval of the Board of Directors.

Section 2: Membership Chair. This individual shall collect proper membership dues, and maintain and make available a current list of the MHS membership.

Section 3: Newsletter Editor. This individual shall write and publish the MHS newsletter at such intervals as deemed appropriate by the Board of Directors and shall see that it is mailed to all members on the current membership roster.

Section 4: General Publicity Chair. This individual shall develop and maintain, with the advice and consent of the Board of Directors, a publicity concept and publicity budget for the MHS for each calendar year.

Section 5: Conference Chair. The conference chair shall serve as Registrar for the annual and/or special conference, and be an information contact person. With the advice and consent of the Board, this individual will make final decisions regarding conference details.

Article VI Liability

A volunteer Director for the MHS shall not be personally liable to the MHS or its members for monetary damages for breach of the volunteer Director's fiduciary duty arising under the Michigan Nonprofit Corporation Act, the Michigan Uniform Management of Institutional Fund Act or other applicable laws, except for liability:

- For any breach of the volunteer Director's duty of loyalty to the MHS or its members;
- For acts or omissions not in good faith, or that involve intentional misconduct or knowing violation of law;
- For a violation of section 551 (1) of the Michigan Nonprofit Corporation Act;
- For any transaction from which the volunteer Director derived an improper personal benefit;
- For any acts or omissions occurring before the date of this Article VI as filed with the Michigan

Department of Commerce;
For any acts or omissions that are grossly negligent.

Article VII Amendment of By-Laws

These By-Laws may be amended, altered, changed, added to, or repealed by the affirmative vote of two-thirds of the members voting at any regular or special meeting of the members, if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting or by the affirmative vote of a majority of the Board of Directors if the amendment, alteration, change, addition or repeal be proposed at a regular meeting of the Board of Directors and adopted at a subsequent regular meeting.

Article VIII Dissolution

In the event of dissolution, the Clarke Historical Library at Central Michigan University in Mt. Pleasant shall have first refusal of all MHS assets, real and personal. Upon their refusal, the Board of Directors may distribute the organization's assets to such organizations as are qualified as tax exempt under Section 501 c (3) of the Internal Revenue Code, or the corresponding section of a future United States Internal Revenue Code.