



Affiliated With



Home Builders Association of
Midland County
Midland, Michigan

Bylaws

As Amended:

November 22, 1994

January 18, 1995

October 11, 1995

May 12, 1999

September 12, 2001

January 14, 2004

January 10, 2007

February 11, 2009

March 4, 2011

October 9, 2014

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1 ARTICLE I
2 NAME, LOCATION, JURISDICTION & AFFILIATION
3

- 4 Sec. 1 Name- The name of this association shall be the Home Builders Association of
5 Midland, Michigan.
6
7 Sec. 2 Office Location- The principal office of the Home Builders Association of Midland,
8 Michigan shall be located in or about Midland, Michigan.
9
10 Sec. 3 Jurisdiction- This Association shall operate for the benefit of builders, remodelers and
11 those engaged in allied industries in the county of Midland, Michigan.
12
13 Sec. 4 Affiliation- The Home Builders Association of Midland, Michigan is and shall be
14 affiliated with the Home Builders Association of Michigan and the National Association
15 of Home Builders, and shall abide by their respective By-laws, as amended from time to
16 time.

17
18 ARTICLE II
19 OBJECT
20

- 21 Sec. 1 The Home Builders Association of Midland, Michigan exists for the purpose of
22 improving conditions in the building industry through legislative, educational, social,
23 political, and economic involvement and promotes high professional standards and sound
24 business practices among its members.
25

26 ARTICLE III
27 MEMBERSHIP
28

- 29 Sec. 1 Classifications- Membership in the Home Builders Association of Midland, Michigan
30 hereinafter referred to as HBAM shall consist of five classes:
31

- 32 A. Builder Members
33 B. Associate Members
34 C. Honorary Life Members
35 D. Retired Members
36 E. Affiliate Members
37

- 38 Sec. 2 Definitions of Member Classes:
39

- 40 A. Builder Member: Any individual who is or has been in, or employed by a firm
41 or corporation in the business of building or rebuilding homes, apartments,
42 schools, commercial, industrial, or other structures normally related and
43 appurtenant to a community, or in land development, and meets the
44 qualifications as set forth in the NAHB Bylaws, and meets the requirement of
45 the Michigan Occupational Code, Act 299 of 1980 and current law.
46

- 47 B. Associate Membership shall be open to any person, firm, corporation,
48 manufacturer or distributor, engaged in any allied trade, industry or
49 profession.
50
51 C. Honorary Life Membership shall be open to any member or person who, in
52 the opinion of the Board of Directors, has distinguished him or herself in the
53 field of building and has made a valuable and unique contribution to the
54 public, or to HBAM.
55
56 D. Retired Membership shall be open to any retired member/spouse who requests
57 a retired membership status.
58
59 E. Affiliate Membership shall be open to any employee, partners or
60 stockholder of a HBAM member firm in good standing.
61

62 Sec. 3 Definition of "Entire Membership" shall be all members in good standing present at a
63 general membership meeting.
64

65 Sec. 4 Applications for Membership to HBAM shall be made to the Membership Committee
66 and processed in the following manner:
67

- 68 A. Candidate shall submit his application in writing on a form supplied by
69 HBAM.
70
71 B. Applications shall be approved or denied by majority vote of the Board of
72 Directors and shall be accompanied by a payment in an amount sufficient to
73 cover one year membership dues.
74
75 C. When accepted into membership in HBAM, applicants will become a member
76 of the Home Builders Association of Michigan and the National Association
77 of Home Builders (NAHB).
78
79 D. No person or persons shall be denied membership in, or services, or
80 employment of HBAM based on sex, race, color, creed or religious beliefs.
81

82 Sec. 5 Suspension, Termination, Reinstatement of membership shall be accomplished in the
83 following manner:
84

- 85 A. Any member whose dues are not paid to date per agreed upon payment
86 schedule within one (1) month after they become due and payable will be
87 removed from membership.
88
89 B. Any member may be censured, suspended or expelled from HBAM by a 2/3
90 majority vote of the Board of Directors at any meeting that may vote upon the
91 matter.
92

93 C. A 2/3 majority vote of the Board of Directors at any meeting that may vote
94 upon the matter shall be required to reinstate any member who has been
95 expelled or suspended pursuant to the provisions of this section.

96 ARTICLE IV
97 DIRECTORS
98

99 Sec. 1 The Home Builders Association of Midland is governed by a Board of Directors. The
100 Board of Directors shall consist of not more than 20 members including:
101

102 A. Six (6) directors, elected by the membership at large, as specified in Section 2
103 of this article, to serve for three-year terms. Two or an amount equal to
104 vacancies that are to be created shall be elected each year. Directors shall
105 hold office for the full term of their elections and/or until successors are
106 elected or appointed except as hereinafter provided. The majority of the
107 directors shall be builder members. If the Associate or Remodelers Council
108 chair is an officer, the vice chair or a representative so designated by the
109 respective council shall serve as the council director.
110

111 B. The President, 1st Vice President, 2nd Vice President and Treasurer.
112

113 C. The Immediate Past President.
114

115 D. Associate Council Chair, Vice Chair or Designee
116

117 E. Remodelors Council Chair, Vice Chair or Designee
118

119 F. Life Directors- Life Director status may be bestowed by action of the Board of
120 Directors to any member who meets the following criteria; a minimum of 30
121 years of membership and must have served as an officer of the HBAM. Life
122 Directors must meet a minimum board meeting requirement of the majority of
123 the board meetings in a membership year to retain their voting privileges. If a
124 Life Director fails to meet the meeting attendance requirement in one year,
125 will after having attended the majority of meetings in the next year, have
126 his/her voting rights reinstated. No more than four Life Directors with voting
127 privileges shall serve on the Board of Directors at any time as so designated
128 by the Board of Directors.
129

130 G. Terms- Terms of Directors shall be January 1 thru December 31.
131

132 H. Term limits: Directors may not serve more than two (2) consecutive elected
133 terms.
134

135 I. The following Directors by virtue of their office or position are not subject to
136 Director term limits:
137

138 1. The President

- 139 2. 1st Vice President
- 140 3. 2nd Vice President
- 141 4. Treasurer
- 142 5. The Immediate Past President
- 143 6. Associate Council Chair, Vice Chair or Designee
- 144 7. Remodelers Council Chair, Vice Chair or Designee
- 145 8. Life Directors

146
147 Sec. 2 The management of all the affairs of HBAM shall be vested in the Board of Directors,
148 including the adoption of an annual budget, except as may be otherwise provided herein.
149 They shall delegate such duties as they may deem proper to committees, officers and
150 agents.

151
152 Sec. 3 Election of the Directors-

- 153
- 154 A. A Nominating Committee composed of two of the third-year outgoing
155 Directors, plus two members in good standing and the immediate past
156 President shall be appointed by the President prior to the regularly scheduled
157 membership meeting for the election of directors.
- 158
- 159 B. This committee will select a slate of candidates for nomination for
160 directorship. The slate will be at least equal in number to the directors to be
161 elected plus any additional names presented by petition. The committee will
162 also contact the suggested nominees to receive their assurance that they be
163 able and willing to spend the time necessary to serve on the Board and support
164 general HBA activities.
- 165
- 166 C. Any member in good standing desiring to have his or her name added to the
167 slate may do so by presenting a petition fifteen (15) days prior to the election,
168 bearing signatures of five members in good standing.
- 169
- 170 D. As far as possible, the committee will select within the membership
171 classifications persons representing membership segments not currently on the
172 Board of Directors or areas insufficiently represented.
- 173
- 174 E. Notice of election shall be transmitted to all members in good standing thirty
175 (30) days prior to the election.
- 176
- 177 F. Election shall take place at the annual meeting by the entire membership.
178 Every member of HBAM in good standing is entitled to one vote in any
179 election, referendum, or membership meeting.
- 180
- 181 G. Whenever only one nomination for an elective office is presented to the
182 membership, election shall be by voice vote. Whenever more than one
183 nomination is presented, vote shall be by secret ballot. If more than two
184 candidates are named for an office, a majority of the members voting shall be

185 necessary to elect. If no candidate receives a majority, a second vote shall be
186 taken upon the two leading candidates.
187

188 Sec. 4 Officers and/or Directors may be removed with cause by a 2/3 vote of the Board of
189 Directors. In the event that any Director shall absent himself from three (3) successive
190 meetings of the Board of Directors without sufficient reason, therefore, the Board of
191 Directors may declare the office of such director vacant. It shall be the duty of the 2nd
192 Vice President to bring to the attention of the Board of Directors at any such meeting, the
193 names of any directors whose office may be affected by the provisions of this paragraph.
194

195 Sec. 5 Resignations from any office, committee chairmanship, or otherwise shall be by letter
196 addressed to the Home Builders Association of Midland and delivered to the Executive
197 Officer. The Board of Directors shall have power to accept or reject such resignations.
198

199 Sec. 6 Vacancies on the Board because of disability, death, resignation or for any reason shall be
200 filled by appointment of the President, subject to the concurrence of a majority of the
201 Directors. Persons so appointed will serve the remaining term of the vacancy.
202

203 Sec. 7 National and State Directors- the Board of Directors shall prescribe the method of
204 selection of any National and State Directors and Alternate Directors to which HBAM is
205 entitled under the provisions and conditions prescribed in the by-laws of HBA of MI and
206 NAHB. The selection of the State Directors shall be made from among the membership,
207 the majority of which shall be licensed Builder Members. The nomination of the
208 National and Alternate National Directors and the appointment of State Directors shall be
209 made by the President.
210

211 ARTICLE V 212 DUES 213

214 Sec.1 The annual dues for membership in HBAM shall be determined and set by a 2/3 majority
215 vote of the Board of Directors present at a duly called meeting, provided that thirty (30)
216 days transmitted notice has been given to the membership, prior to the meeting at which
217 the annual dues is discussed.
218

219 Sec. 2 Dues for the membership in the Home Builders Association of Michigan and the National
220 Association of Home Builders of the United States shall be paid by HBAM from its
221 Treasury at the rate fixed and under the terms stated in the By-laws of those associations
222 (or amendments thereto currently in effect).
223

224 ARTICLE VI 225 MEETINGS OF THE GENERAL MEMBERSHIP 226

227 Sec. 1 Meetings of the Membership shall be held as follows:
228

229 A. An annual meeting of the membership of HBAM shall be held in October of
230 each year or at such other time as the Board may designate, for the express

231 purpose of electing HBAM Board of Directors and taking up such matters as
232 may properly come before the general membership.

233
234 B. Regular meetings of the membership of HBAM shall be held at such time as
235 the Board of Directors may designate.

236
237 C. Special meetings of the membership of HBAM may be called by the
238 President, or, if requested in writing, by a majority of the members of the
239 Board of Directors.

240
241 D. Notice shall be given of the date, hour, place and purpose of all meetings to
242 each member at least five days in advance.

243
244 ARTICLE VII
245 MEETINGS OF THE BOARD OF DIRECTORS
246

247 Sec. 1 Meetings of the Board of Directors shall be held as follows:
248

249 A. The Annual meeting of the Board of Directors shall be held in November of
250 each year.

251
252 B. Regular meetings of the Board of Directors shall be held during each month or
253 such other time as the Board may direct.

254
255 C. Special meetings of the Board of Directors may be called by the President or
256 upon the request in writing of the majority of the Directors.

257
258 D. Notice of the date, hour, and place of all meetings shall be given to the
259 Directors at least fifteen (15) days in advance.

260
261 E. Action may be taken by the Board of Directors via telephone, telephone
262 conference call, or other remote communication methods.

263
264 Sec. 2 Voting- Each Director shall be entitled to one vote. A simple majority vote shall decide
265 an issue provided a quorum is present.

266
267 Sec. 3 Quorum- A quorum consists of one-half (1/2) of the entire Board of Directors
268

269 Sec. 4 All new business which is not presented on the agenda may be referred by the presiding
270 officer to the appropriate committee for study and recommendation. This section may be
271 waived by the Board of Directors by a 2/3 vote as provided in Article XII, section 2.

272
273 Sec. 5 At the annual meeting of the Board of Directors the actions of the officers, the Executive
274 Committee, and the Executive Officer, taken during the past fiscal year, as recorded in
275 the official minutes of the Executive Committee and in the Monthly Executive Officer
276 Summaries shall be considered as ratified, providing no objections are raised at the

277 annual meeting. The minutes of the Executive Committee and Monthly Executive
278 Officer Summaries shall be available for review at the HBAM office for any Director
279 prior to the annual meeting.

280
281 ARTICLE VIII
282 OFFICERS
283

284 Sec. 1 The elective officers of HBAM shall be elected by the Board of Directors and the
285 Directors-elect at any board meeting prior to the December membership meeting. The
286 elected officers shall consist of: a President, a 1st Vice President, and 2nd Vice President
287 and Treasurer.

288
289 Sec. 2 Qualifications shall be as follows:

- 290
291 A. All officers shall be members of the Board of Directors or
292 Directors-elect at the time of their election.
293
294 B. Candidates for the office of President and 1st Vice President, in order to
295 qualify for nomination, must be a member with a state license in ONE OF
296 THE following categories: Residential Builder, Maintenance and Alteration
297 Contractor, Electrician, Mechanical or Plumber AND who shall meet the
298 qualifications of the NAHB Bylaws for a member and meet the requirements
299 of the Michigan Occupational Code, Act 299 of 1980.
300

301 Sec. 3 Terms- shall be January 1st through December 31st and the following limitations
302 regarding re-election shall apply:

- 303
304 A. The President, having served one full term, shall be eligible for re-election for
305 a second term. Having served two successive one year elected terms shall not
306 be eligible for re-election to that office again until at least one full term has
307 expired.
308
309 B. The 1st Vice President, having served one full term shall be eligible for re-
310 election for a second term. Having served two successive elected terms, shall
311 not be eligible for re-election to that office again until at least one full term
312 has expired.
313
314 C. The 2nd Vice President, having served one full term shall be eligible for re-
315 election for a second term. Having served two successive terms, shall not be
316 eligible for re-election to that office again until at least one full term has
317 expired.
318
319 D. The Treasurer, having served one full term shall be eligible for re-election.
320
321 E. Vacancies in the elected officer positions of HBAM for any reason shall be
322 filled by appointment of the President subject to the concurrence of a majority

323 of the Directors. If a vacancy exists in the office of President, appointment
324 shall be made by a majority of the Directors.
325

326 Sec. 4 Duties of Officers:
327

- 328 A. The President- shall be nominated and elected or appointed as provided in
329 these Bylaws and shall serve a one year term, or until a successor is elected or
330 appointed. The President is the chief officer of the HBAM and shall preside
331 at all meetings including meetings of the Board of Directors and Executive
332 Committee. The President shall be the official spokesperson for the members,
333 within the declared policies. The President shall appoint all committees and
334 perform all other duties usual to such office.
335
- 336 B. The 1st Vice President- shall be nominated and elected or appointed as
337 provided in these Bylaws and shall serve a one year term or until a successor
338 is elected or appointed. In the absence of President or upon his/her direction,
339 shall perform all the duties of the President. The 1st Vice President shall have
340 oversight of all dues-related and legislative activities.
341
- 342 C. The 2nd Vice President- shall be nominated and elected or appointed as
343 provided in these Bylaws and shall serve a one year term or until a successor
344 is elected or appointed. In the absence of the President or 1st Vice President,
345 He/She shall perform the duties of the President. He/she is responsible for the
346 record of the minutes of the Annual Meeting, Board of Directors and
347 Executive meetings. He/She shall be responsible to insure that the meetings
348 are conducted in accordance with these By-laws. The 2nd Vice President shall
349 have oversight of all non dues related activities and membership
350
- 351 D. The Treasurer- shall be nominated and elected or appointed as provided in
352 these Bylaws and shall serve a one year term or until a successor has been
353 elected or appointed. In the absence of the President, 1st Vice President, or
354 2nd Vice President He/She shall perform the duties of the President. He/she
355 shall account to HBAM for all monies collected and disbursed by HBAM,
356 render monthly financial statement to the Board of Directors, provide an
357 annual report to the membership, and be responsible for the preparation of an
358 annual budget. He/she shall be chairperson of the Finance Committee.
359 He/she shall be responsible for the filing of the annual corporation reports and
360 tax returns.
361

362 ARTICLE IX
363 ADMINISTRATIVE STAFF
364

- 365 Sec. 1 Executive Officer- The Executive Officer of HBAM may be employed or dismissed by
366 the Executive Committee. The Executive Officer will be hired as an "at will" employee
367 at such a rate of compensation as it deems fair and proper.
368

369 Sec. 2 Duties and Responsibilities- The Executive Officer shall serve as the chief administrative
370 officer of HBAM and shall perform the duties and responsibilities delegated by the Board
371 of Directors and /or the Executive Committee, including a Monthly Executive Officer
372 Summary and all other functions usual to such office.
373

374 Sec. 3 Other Staff- Within the limitations of the budget, the Executive Officer shall be
375 empowered to employ, dismiss, and supervise "at will" staff to carry on the business of
376 the HBAM as instructed by the Board of Directors and/or Executive Committee.
377

378 ARTICLE X
379 COMMITTEES
380

381 Sec. 1 Appointment of Committee Members- the President of HBAM, with the advice and
382 consent of the Board of Directors, shall establish committees of the association. The
383 chairman and members of all committees of HBAM shall be appointed by the President.
384 The President may remove the chairman or any member of any committee appointed
385 hereunder.
386

387 Sec. 2 Meetings and Voting- Meetings of all committees shall be upon the call of the chairman.
388 A majority of the members of the committee constitutes a quorum for the transaction of
389 business and the vote of a majority of the members present at any meeting at which a
390 quorum is present constitutes the action of the committee.
391

392 Sec. 3 Executive Committee- There shall be established an Executive Committee of HBAM,
393 which shall be composed of the President, who shall serve as chairman, the 1st Vice
394 President, 2nd Vice President and Treasurer, immediate Past-President, and two at large
395 members appointed by the President if necessary dependent upon the issue. If the 2nd
396 Vice President or Treasurer is not an Associate member, then the eighth (8th) member
397 shall be appointed to the Executive Committee and that member shall be an Associate
398 Member. The Executive Committee shall conduct the affairs of HBAM in accordance
399 with the Bylaws and policies and instructions of the Board of Directors. Such committee
400 shall be the policy and steering committee for HBAM, shall be responsible for
401 establishing a budget for financing the Association and for all matters of policy and
402 public statement, subject to approval by the Board of Directors. A majority of the
403 members of the Executive Committee constitutes a quorum for the transaction of business
404 and vote of the majority of the members present at any meeting at which a quorum is
405 present constitutes the action of the Executive Committee.
406

407 ARTICLE XI
408 FINANCE

409 Sec. 1 Financial Investment- Monies of the HBAM shall be placed in depository, selected by the
410 Executive Committee, whose funds are insured by a Federal Agency.
411

412 Sec. 2 Signatories- Any two of the following has authority to sign checks for and on behalf of
413 the HBAM: Treasurer, Executive Officer, and any others as may from time to time be
414 authorized by resolution of the Board of Directors. A request for online or telephone

415 transfer of funds between HBAM accounts will be made by one authorized person so
416 designated by the Board of Directors.

417
418 Sec. 3 Bonding- The Executive Officer, members of the staff and officers of HBAM, who shall
419 handle the funds and finances, may be bonded in such amounts as the Board of Directors
420 shall from time to time determine.

421
422 Sec. 4 Notes of Indebtedness- Upon direction of the Board of Directors, any two signatories, as
423 previously defined, or specified agents of HBAM shall sign any contract, instrument,
424 note or evidence of indebtedness in the name of or on behalf of the HBAM.

425
426 Sec. 5 Contributions- The Executive Committee may accept on behalf of the HBAM any
427 contribution, gift, bequest or devise for the general purposes or for any special approved
428 purpose of the HBAM.

429
430 Sec. 6 Expenditure of Funds- The HBAM shall function within the totals of the approved
431 budget. Any motion or resolution requiring the expenditure of funds in excess of the
432 budget, whether contained in a Committee report or initiated from the floor of the Board
433 of Directors, shall be referred to the Executive Committee for report, before final action
434 may be taken by the Board of Directors. However, two thirds 2/3 of the votes cast by the
435 Board of Directors, shall override the need of referral to the Executive Committee.

436
437 Sec.7 Reserves- The HBAM may maintain a reasonable reserve.

438
439 Sec. 8 Specific Reserve Funds- The HBAM Board of Directors, by two thirds (2/3) of the votes
440 cast, may establish, maintain and make expenditures from a specified reserve fund.

441
442 Sec. 9 Fiscal Year- The fiscal year for the HBAM shall extend from January 1st thru December
443 31st.

444
445 Sec. 10 Non-profit Status- The HBAM is organized as a not for profit corporation under the laws
446 of the State of Michigan and is intended to operate as a tax-exempt business league,
447 pursuant to Section 501(c)(6) of the Internal Revenue Code of 1954, as amended (or the
448 corresponding provision of any subsequent Internal Revenue Law). No part of the
449 earnings of the HBAM shall inure to the benefit of any private shareholder, member, or
450 individual.

451

452 ARTICLE XII
453 GENERAL PROVISIONS

454

455 Sec. 1. Representation-

456

457 A. No Committee or member thereof shall assume to represent the HBAM or any
458 Committee thereof before any legislative body, in any Court or before any
459 other tribunal, unless authorized to do so by the Board of Directors or by the
460 Executive Committee. Whenever representation requires the filing of any

461 brief, other than a brief filed with a legislative committee, a copy of the
462 proposed brief shall, before it is filed, be submitted to and approved by the
463 Executive Committee or such of its members as the Committee may designate
464 to act for it.

465
466 B. No report, recommendation, or other action of any committee of the HBAM,
467 shall be considered as the action of the Association, unless and until it shall
468 have been approved or authorized by the Board of Directors or by the
469 Executive Committee. No Committee of the HBAM or any member of any
470 such Committee shall release any report of such Committee to the Public
471 before the same is distributed to the Board of Directors or the Executive
472 Committee as required by the By-laws. This is not to be construed as limiting
473 the customary news distributions of the HBAM by its officers.
474

475 Sec. 2 Waiver of Notice- Whenever any notice required to be given under the provisions of law,
476 or under the provisions of the Constitution or by the By-laws, a waiver thereof in writing
477 signed by the person or persons entitled to such notice, whether before or after the time
478 stated therein, shall be deemed equivalent to the giving of such notice.
479

480 Sec. 3. Emblem- The Board of Directors shall adopt and control an official emblem for the
481 exclusive use of the HBAM and its members.
482

483 ARTICLE XIII 484 DISSOLUTION 485

486 Sec. 1 In the event of dissolution of the HBAM, the assets shall, after appropriate provision for
487 debts and liabilities, be distributed in any liquidation proceeding to a corporation, trust, or
488 association which is not organized for profit and is exempt from federal income taxation
489 under the Internal Revenue laws applicable at the time of such dissolution.
490

491 ARTICLE XIV 492 INDEMNIFICATION 493

494 Sec. 1 The HBAM shall indemnify to the fullest extent authorized or permitted by the Michigan
495 Business Corporation Act, any person, and his or her estate and personal representatives,
496 who is made or threatened to be made a party to any action, suit, or proceedings, whether
497 civil, criminal, administrative or investigative, because such person is or was a director,
498 officer or employee of the HBAM or serves or served any other enterprise at the request
499 of the Association.
500

501 ARTICLE XV 502 RULES OF ORDER 503

504 Sec. 1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall
505 govern the HBAM in all cases to which they are applicable, and in which they are not
506 inconsistent with the By-laws or the special rules of order the HBAM adopt.

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ARTICLE XVI
AMENDMENTS

Sec. 1 These By-laws may be adopted, amended or repealed by a two thirds (2/3) vote of the Board of Directors and a majority of the entire membership present at any meeting that shall vote upon the matter and provided further that notice of intent to discuss has been transmitted to each member of the HBAM not less than ten (10) days prior to the meeting at which action is to be taken thereon. Any amendment adopted, as provided for herein, shall become effective as of the date of adoption.