

**BY-LAWS OF
Michigan Open Carry, INC**



**These By-Laws govern the affairs of
Michigan Open Carry, Inc.
a nonprofit corporation.**

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Elected Positions:

- PRESIDENT**Brian G Jeffs
- SERGEANT AT ARMS-NON-VOTING**Jerry D Brewer
- VICE PRESIDENT**.....Nathan R Nephew
- SECRETARY**Christina R Florence
- TREASURER**.....Benjamin J Bawkon

Appointed Positions:

GOVERNORS-AT-LARGE

As needed

DIRECTOR OF MARKETINGChristina R Florence
Deputy Director:

DIRECTOR OF INFORMATION TECHNOLOGY.....Benjamin J Bawkon
Deputy Director: Shaun Crawford

DIRECTOR OF RESEARCHTodd A Wormmeester
Deputy Director

EVENTS COORDINATOR.....Randall D Graham
Region Coordinator:
Deputy Coordinator:

Article 1

PURPOSE AND DISSOLUTION

1.1 Purpose.

To perform charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) and Michigan Tax Code. Michigan Open Carry, Inc is specifically organized for the purpose of educating the public and all law enforcement agencies on the right to open carry a firearm and to promote its practice. To bring into closer cooperation any and all persons interested in any and all aspects of the open carry of a firearm and to promote and preserve our Second Amendment rights

1.2 Dissolution.

Michigan Open Carry, Inc is a nonprofit corporation. When it dissolves, all of its assets will be distributed to a non-profit firearms rights organization exempt from taxes under the Internal Revenue Code and the Michigan franchise tax.

Article 2

OFFICES

2.1 Principal Office.

Michigan Open Carry, Inc principal office is located at Bath, Michigan. Michigan Open Carry, Inc may have such other offices, in Michigan, as the Board of Governors may determine. The Board may change the location of any office of Michigan Open Carry, Inc.

2.2 Registered Office and Registered Agent.

Michigan Open Carry, Inc will maintain a registered office and registered agent in Michigan. The registered office may, but need not, be identical with Michigan Open Carry, Inc principal office in Michigan, if any. The Board may change the registered office and the registered agent as permitted in the Michigan Business Organizations Code.

Article 3

MEMBERS

3.1 Five Classes of Members.

Michigan Open Carry Inc has five classes of members: regular, family, student, supporting, and honorary.

- (a) Regular Membership. Regular membership is open to any natural person aged 18 years or older.
- (b) Family Membership. Family membership is available to two or more natural persons living at the same address.
- (c) Student Membership. Student membership is available to any natural person under the age of 18 years and any person who is a full-time student at an accredited institution of higher education.
- (d) Supporting Membership. Supporting membership is available to any entity or natural person who does not qualify for a regular, family or student membership.
- (e) Honorary Membership. Honorary membership is available to any entity or natural person named by the Board. An honorary member may also be a member of another class if the honorary member meets the qualifications for that class. Honorary memberships may be granted for outstanding contribution to Michigan Open Carry, Inc and/or its goals. (Contributions may include service above and beyond ordinary membership and/or of a monetary nature.)

3.2 Admitting Members and Renewing Membership.

(1) The Board admits all persons and entities to initial membership in Michigan Open Carry, Inc. The Board shall not admit a natural person to membership if the person does not agree to:

- (a) Support Michigan Open Carry, Inc purposes as stated in the certificate of formation;
 - (b) Observe the requirements of the certificate of formation and these By-Laws;
 - (c) Consent to the conduct of all meetings, including the annual meeting, by any electronic means as permitted by the Michigan Business Organizations Code.
- (2) The Board may adopt and amend application procedures for membership in MOC.
- (3) A member renews membership by paying all required fees and dues.
- (4) The Board may delegate by resolution any of its powers, duties, and responsibilities under this section to the Director of Membership.

3.3 Membership Fees and Dues.

The Board sets the annual dues payable to the Corporation by members of each class.

- (a) Memberships are granted on a 12 months basis. Dues are payable on the member's yearly anniversary.
- (b) A grace period of 30 days past the member's anniversary date is granted.

3.4 Certificates of Membership.

The Board may provide for issuing certificates evidencing membership in MOC.

- (a) A membership card will be issued.

3.5 Voting Rights.

Voting rights are allocated as follows:

- (a) Regular and Student Class. Each person that is member of the regular class is entitled to one indivisible vote on each matter submitted to a vote of the members.
- (b) Family Class. Each family that is a member of the family class is entitled to one indivisible vote on each matter submitted to a vote of the members.
- (c) Supporting and Honorary Classes. Each member of the, supporting, and honorary classes does not have a vote on any matter submitted to a vote of the members.

3.6 Disciplining Members.

The Board may impose appropriate discipline on a member for good cause.

- (1) In imposing discipline, the Board may:

- (2) Impose reasonable sanctions, including a public or private reprimand, on a member;

OR

- (3) Suspend or expel a member from Michigan Open Carry, Inc.

- (a) The Board may not suspend a member for more than two weeks or expel a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least 14 days before the hearing. But shorter notice may be deemed adequate if the Board determines that the need for a timely hearing outweighs the prejudice caused to the member and if the notice states the need for a timely hearing. If mailed, the notice will be sent by registered or certified mail, return receipt requested. A member may be represented by counsel at and before the hearing.

- (b) The Board may impose sanctions, suspend a member, or expel a member by vote of a majority of Officers who are present and voting.

- (c) Except as provided by Subsection (d), the Board may delegate by resolution any of its powers, duties, and responsibilities under this section to a regular or ad hoc committee or to an officer.

- (d) The Board may not delegate its powers to suspend or expel a member to a single officer.

- (e) As used in this section, “good cause” includes, but is not limited to:

- (4) Any violation of the provisions of the certificate of formation, By-laws, rules, or other law which, in the opinion of the Board, is prejudicial to Michigan Open Carry, Inc welfare or to its good order and discipline;

- (5) Conduct which, in the opinion of the Board, is prejudicial to Michigan Open Carry, Inc welfare or to its good order and discipline;

- (6) Any improper usage of Michigan Open Carry, Inc resources or its property;

- (7) Defaulting on an obligation to MOC to pay fees or dues.

- (8) A material and serious violation of Michigan Open Carry, Inc certificate of formation, By-Laws, or rules, or of law.

3.7 Resignation.

Any member may resign from Michigan Open Carry, Inc by submitting a written resignation to the Secretary. The resignation need not be accepted by Michigan Open Carry, Inc to be effective. A member's resignation does not entitle the member to a refund for any dues, assessments, and other charges paid before the effective date of the resignation and will not relieve him or her of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation.

3.8 Reinstatement.

A former member whose membership was terminated may submit a written request for reinstatement of membership. The Board or a committee or officer designated by the Board to handle the matter may reinstate membership on any reasonable terms that the Board, committee, or officer deems appropriate.

3.9 Transferring Membership.

Membership in Michigan Open Carry, Inc is not transferable or assignable. Membership terminates when Michigan Open Carry, Inc dissolves or a member dies. Membership is not a property right that may be transferred after a member dies.

3.10 Waiving Interest in Corporate Property.

- (a) Any benefits of membership in Michigan Open Carry, Inc are not pecuniary in nature.
- (b) Michigan Open Carry, Inc owns all real and personal property, including all improvements located on the property, acquired by Michigan Open Carry, Inc. A member has no interest in specific property of Michigan Open Carry, Inc. Each member waives the right to require partition of all or part of Michigan Open Carry, Inc property.

Article 4

MEETINGS OF MEMBERS

4.1 Annual Meeting.

Beginning in 2009, the Board will hold an annual members' meeting on or about the second weekend in May each year or at another time that the Board designates. At the annual meeting, the members will elect Board members and transact any other business that may come before the meeting. If, in any year, the election of the Board is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect new Board members.

4.2 Special Meetings.

Special meetings of the members may be called by the President, the Board, or not less than 10 percent of the voting members.

4.3 Place of Meeting.

The Board may designate any place, inside Michigan, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at Michigan Open Carry, Inc registered office.

4.4 Notice of Meetings.

Written or printed notice of any members' meeting, including the annual meeting, will be delivered to each member entitled to vote at the meeting not less than 10, nor more than 60, days before the date of the meeting.

4.5 Eligibility to Vote at Members' Meetings.

A member in good standing is entitled to vote at a meeting of the members of Michigan Open Carry, Inc. A member in good standing is one who has paid all required fees and dues and is not suspended or terminated.

4.6 Quorum.

Members holding one-tenth of the votes that may be cast at a meeting who attend the meeting in person or by proxy will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the members who are present may adjourn and reconvene the meeting once without further notice.

4.7 Actions of Members.

The members will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the members unless law or the By-Laws require a greater number. Voting will be by ballot or voice, except that any election of Board members will be by ballot.

4.8 Proxies.

A member entitled to vote at a meeting of members of Michigan Open Carry, Inc may vote by proxy. All proxies must be in writing, must bear the signature of the member or be verified by electronic means giving the proxy, and must specify the date on which they are executed. No proxy is valid after 11 months from the date of its execution, unless the proxy specifically states a later date. Proxies are not valid if they purport to be valid to an indefinite date in the future or if they purport to be valid for more than five years from their date of execution.

Article 5

BOARD OF GOVERNORS

5.1 Definitions.

As used in this article:

(1) “Governor” includes the four elected officers of the Corporation.

(2) “Governor-at-large” means only a Governor-at-large and does not include the four elected officers of the Corporation’s and may be created or disbanded at the discretion of a majority vote of the Governors. In case of a tie the Sgt. of Arms will cast the deciding vote.

5.2 Management of Michigan Open Carry Inc.

The Board of Governors will manage corporate affairs.

5.3 Number, Qualifications, and Tenure of Governors.

The Board of Governors consists of the Corporation’s four elected officers. The officers will serve a 2 year term. Governors must hold either a regular or family membership. Each Governor-at-large will serve for a term of two years. The terms of the Governors will be staggered so that the terms of two Governors will begin in odd-numbered years and the term of the other Governors begins in even-numbered years. The terms of the Governors-at-large will be staggered so that the terms of two Governors-at-large will begin in odd-numbered years and the term of the other Governor-at-large begins in even-numbered years.

5.4 Nominating Governors.

At its first meeting after its election, the Board appoints a nominating committee. The nominating committee will consider possible nominees and make a single nomination for each Governor position to be elected. The Secretary will include the names nominated by that committee, and any report of the committee, with the notice of the meeting at which the election occurs. At least fifteen days before any meeting at which the election of an officer or Governor is held, a voting member in good standing may nominate a person with the second of any other member in good standing for election to a Governor position. The Secretary will give notice promptly to the membership of any additional nominations. No nominations may be made from the floor at any meeting for the election of Governors.

5.5 Electing Governors.

A person who meets the qualifications for Governor and who has been duly nominated may be elected as a Governor. Governors are elected by the members at the annual meeting of members. Each Governor holds office until a successor is elected and qualifies, and may be elected to succeed himself or herself as Governor.

5.6 Vacancies.

The Board will fill any vacancy in the Board and any Governor position to be filled due to an increase in the number of Governors. A vacancy is filled by the affirmative vote of a majority of the remaining Governors, even if it is less than a quorum of the Board, or if it is a sole remaining Governor. A Governor selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office. Any tie will be decided by the Sgt. at Arms.

5.7 Annual Meeting.

The annual meeting of the Board may be held without notice other than these By-Laws. This meeting will be held within 30 days after the annual membership meeting.

5.8 Regular Meetings.

The Board may provide for regular meetings by resolution stating the time and place of such meetings. The location of the meetings can be anywhere within the state of Michigan. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

5.9 Special Meetings.

Special Board meetings may be called by the President or any two Governors. A person or persons authorized to call special meetings of the Board may fix any place within the state of Michigan as the place for holding a special meeting. The person or persons calling a special meeting will inform the Secretary of the corporation of the information to be included in the notice of the meeting. The Secretary of the Corporation's will give notice to the Governors as these By-Laws require.

5.10 Notice.

Written or printed notice of any special meeting of the Board will be delivered to each Governor not less than seven, nor more than thirty days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

5.11 Quorum.

A majority of the number of Governors then in office constitute a quorum for transacting business at any Board meeting. The Governors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Governors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Governors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the Governors present may adjourn and reconvene the meeting once without further notice.

5.12 Duties of Governors.

(1) Governors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar

circumstances. In discharging any duty imposed or power conferred on Governors, Governors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the corporation's or another person that has been prepared or presented by a variety of persons, including officers and employees of the corporation's, professional advisors or experts such as accountants or legal counsel. A Governor is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

(2) Governors are not deemed to have the duties of trustees of a trust with respect to the corporation's or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

5.13 Duty to Avoid Improper Distributions.

(1) Governors who vote for or assent to improper distributions are jointly and severally liable to the corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Governors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the corporation before adjournment of the meeting in question or mailed to the Secretary by registered mail immediately after adjournment.

(2) A Governor is not liable if, in voting for or assenting to a distribution, the Governor

- (a) Relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the corporation; legal counsel, public accountants, or other persons as to matters the Governor reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the Governor is not a member;
- (b) While acting in good faith and with ordinary care, considers the corporation's assets to be at least that of their book value; or
- (c) In determining whether the corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Governors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the corporation.

(3) Governors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

5.14 Delegating Duties.

Governors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the corporation's behalf; and to sell, transfer, or otherwise dispose of the corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Governors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

5.15 Interested Governors.

Contracts or transactions between Governors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Governor, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Governor with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Governors or other group with the authority to authorize the transaction.

5.16 Actions of Board of Governors.

The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of Governors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these By-Laws. A Governor who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board, a Governor who is represented by proxy in a vote is considered present.

5.17 Proxies.

A Governor may vote by proxy. All proxies must be in writing, must bear the signature of the Governor giving the proxy, and must bear the date on which the proxy was executed by the Governor. No proxy is valid after three months from the date of its execution.

5.18 Compensation.

Governors may not receive salaries for their services. The Board may adopt a resolution providing for paying Governors a fixed sum and expenses of attendance, if any, for attending each Board meeting. A Governor may serve the corporation in any other capacity and receive compensation for those services. Any compensation that the corporation pays to a Governor will be reasonable and commensurate with the services performed.

5.19 Removing Governors.

(1) The members may vote to remove a Governor at any time, without cause. The Board may vote to remove a Governor at any time for good cause shown. A meeting to consider removing a Governor may be called and noticed following the procedures provided in these By-Laws for a special meeting of the Board of Governors or the members of the corporation as the case may be. The notice of the meeting will state that the issue of possibly removing the Governor will be on the agenda and the notice will state the proposed cause for removal if required.

(2) At the meeting, the Governor may present evidence of why the Governor should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the corporation and the Governor.

(3) A Governor may be removed by the affirmative vote equal to a majority of members of the corporation or if by the Board, by the affirmative vote equal to sixty percent of the Governors entitled to vote. A Governor may not vote on the question of the Governor's removal at any meeting.

Article 6

OFFICERS

6.1 Elected Officers.

The corporation's elected officers are a

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

Each elected officer serves for a term of two years.

6.2 Other Elected Officials.

The board can create other elected officials as deemed necessary. Other elected officials serve for a term of two years.

6.3 Appointed Director's.

The corporation's appointed officers are a Director of Information Technology, a Director of Marketing, a Director of Research, Director of legal affairs, If not already members of the Board, the appointed Director's shall serve as non-voting members of the Board. They shall not count for purposes of determining a quorum or number needed for official action of the Board. The board can create additional directorship as needed.

6.4 Additional Officers.

- (1) The Board may create additional and define the authority and duties of each office, and elect or appoint a person to an office created under this section.
- (2) The Board may authorize the President to appoint a person to an office created under this section. The Board may require that the appointment be approved by the Board before the appointment is effective.
- (3) The same person may hold any two or more offices, except for President and Secretary.

6.5 Appointment and Term of Office.

The corporation's appointed directors are appointed yearly by the Board at the annual Board meeting. If directors are not appointed at the annual Board meeting, the directors shall be appointed as soon thereafter as possible. Each director will hold office until a successor is duly selected and qualifies. A director may be appointed to the same office for any number of successive terms.

6.6 Removal.

- (1) Any Director elected or appointed by the Board or members may be removed by the Board or members with or without good cause.
- (2) The Board may authorize the President to remove a director appointed by the President. The Board may require that the removal be approved by the Board before the removal is effective.

(3) Removing a director will be without prejudice to the director's contractual rights, if any.

6.7 Vacancies.

(1) The Board may select a person to fill a vacancy in any office for the unexpired portion of the director's term.

(2) The Board may authorize the President to appoint a person to fill a vacancy in any office for which the President is authorized to make an appointment under Section 5.3(2).

6.8 President.

The President is the corporation's chief executive officer. The President supervises and controls the Corporation's business and affairs and presides at all meetings of the members and of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these By-Laws, or statute. The President performs other duties prescribed by the Board and all duties incident to the office of President.

6.9 Vice President.

When the President is absent, cannot act, or refuses to act, the Vice President performs the President's duties. When acting in the President's place, the Vice President has all the powers of, and is subject to all the restrictions on, the President. The Vice President performs other duties as assigned by the President or Board.

6.10 Treasurer.

(1) Has charge and custody of, and is responsible for, all the Corporation's funds and securities.

(2) Receives and gives receipts for moneys due and payable to the Corporation from any source.

(3) Deposits all moneys in the Corporation's name in banks, trust companies, or other depositories as these By-Laws provide or as the Board or President directs.

(4) Writes checks and disburses funds to discharge the Corporation's obligations.

However, funds may not be drawn from the Corporation or its accounts for amounts greater than \$ 250.00 without the signature of the President or the Vice President in addition to that of the Treasurer.

(5) Maintains the Corporation's financial books and records.

(6) Prepares financial reports at least annually.

(7) If the Board requires, gives a bond for faithfully discharging the duties of Treasurer in a sum and with a surety as determined by the Board.

(8) Serves ex-officio as Director of Membership.

(9) Performs other duties as assigned by the President or the Board.

(10) Performs all the duties incident to the office of Treasurer.

6.11 Secretary.

- (1) Gives all notices as provided in the By-Laws or as required by law.
- (2) Takes minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.
- (3) Maintains custody of the corporate records and seal.
- (4) Affixes the corporate seal to all documents as authorized.
- (5) Keeps a register of the mailing address of each member, Governor, officer, director and employee of the Corporation.
- (6) Performs duties as assigned by the President or the Board.
- (7) Performs all duties incident to the office of Secretary.

6.12 Sergeant at Arms.

Along with their regular duties they will be the deciding vote in a tie of the board.

6.13 Director of Marketing.

The Director of Marketing supervises the Corporation's marketing and public relations and works with the Secretary and performs duties as assigned by the Board. The Director can appoint up to two Deputy Directors under them.

6.14 Director of Information Technology.

The Director of Information Technology supervises the Corporation's information technology infrastructure and performs duties as assigned by the Board. The Director can appoint up to two Deputy Directors under them.

6.15 Director of Research.

The Director of Research performs the research duties as needed by the corporation i.e., search for statutes, answers questions from the Board and membership, etc., and performs duties as assigned by the Board. The Director can appoint up to two Deputy Directors under them.

Article 7

COMMITTEES

7.1 Establishing Committees.

(1) The Board may establish one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. The Board may establish qualifications for membership on a committee.

The committee can not:

- (a) Take any action outside the scope of authority delegated to it by the Board.
- (b) Take final action on a matter requiring approval by the members.

7.2 Term of Office.

Each committee member will continue to serve on the committee until the goal(s) of the committee are met. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term. All committees will continue at the discretion of the Board.

7.3 Chair and Vice-Chair.

A member of each committee will be designated as the committee chair. Another member of each committee will be designated as the vice-chair. The chair and vice-chair will be chosen either by the Board, elected by the committee members, or appointed by the President. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of--and is subject to all the restrictions on--the chair.

7.4 Notice of Meetings.

Written or printed notice of a committee meeting will be delivered to each member of a committee not less than seven nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

7.5 Quorum.

One half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

7.6 Actions of Committees.

Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these By-Laws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

7.7 Proxies.

A committee member may not vote by proxy.

Article 8

TRANSACTIONS OF CORPORATION

8.1 Contracts.

The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

8.2 Deposits.

All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

8.3 Gifts.

The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these By-Laws, the certificate of formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and/or state tax status.

8.4 Potential Conflicts of Interest.

The Corporation may not make any loan to a Governor or officer of the Corporation. A member, Governor, officer, or committee member of the Corporation may lend money to — and otherwise transact business with — the Corporation except as otherwise provided by these By-Laws, the certificate of formation or articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from— or otherwise transact business with a — member, Governor, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from--or otherwise transact business with--a member, Governor, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

8.5 Prohibited Acts.

As long as the Corporation exists, and except with the Board's or the members' prior approval, no member, Governor, officer, or committee member of the Corporation may:

- (1) Do any act in violation of these By-Laws or a binding obligation of the Corporation.
- (2) Do any act with the intention of harming the Corporation or any of its operations.
- (3) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (4) Receive an improper personal benefit from the operation of the Corporation.
- (5) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.

- (6) Wrongfully transfer or dispose of Corporation's property, including intangible property such as good will.
- (7) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (8) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Article 9

BOOKS AND RECORDS

9.1 Required Books and Records.

The Corporation will keep correct and complete books and records of account. The books and records include:

- (1) A file-endorsed copy of all documents filed with the Michigan Secretary of State relating to the Corporation, including but not limited to the certificate of formation and any certificate of amendment, restated certificate, certificate of merger, certificate of consolidation, and statement of change of registered office or registered agent.
- (2) A copy of all By-Laws, including these By-Laws, and any amended versions or amendments to them.
- (3) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
- (4) A list of the names and addresses of the members, Governors, officers, and any committee members of the Corporation.
- (5) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- (6) A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.
- (7) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (8) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.

9.2 Inspection and Copying.

Any member, Governor, officer, or committee member of the Corporation's may inspect and receive copies of all the corporate books and records required to be kept under the By-Laws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. Proper purpose will be determined by a majority vote of the board on a case by case basis. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than ten business days after the Corporation's receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed 25 cents per page. The Corporation will provide requested copies of books or records no later than ten business days after receiving a proper written request.

9.3 Audits.

Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

Article 10

FISCAL YEAR

10.1 Fiscal Year is Calendar Year.

The Corporation's fiscal year will begin on the first day of January and end on the last day of December in each year.

Article 11

AMENDING BY-LAWS

11.1 Procedure for Amendment.

- (1) These By-Laws may be amended either by the members or the Board of Governors only as provided by this section.
- (2) These By-Laws may be amended at any annual or special meeting of the members only if the text of the proposed amendment has been delivered to all voting members with the meeting notice.
- (3) A member may propose an amendment to the By-Laws for consideration at a regular or special meeting of the members if the proposed amendment is:
 - (a) Seconded in writing by members holding one-tenth of the votes that may be cast at a meeting; and
 - (b) Received by the Secretary not later than the ninetieth day before the date of the meeting at which the proposed amendment will be considered.
- (4) The Board may, but is not required to, waive the deadline imposed by Subsection (3)(a) if the proposed amendment is received by the Secretary before the meeting notice is delivered.
- (5) The Board may amend the By-Laws at any regular or special meeting of the Board. If the amendment is required to be approved by the members under Section 11.2, the amendment is not effective until the Board submits the amendment to an annual or special meeting of the members and the members approve the amendment. The Secretary shall provide the Board with either the text of the proposed amendment or a fair summary of those provisions at least 48 hours before the hour of convening of the meeting at which the amendment will be considered.
- (6) As used in this section, “amend” and “amended” include the alteration of these By-Laws and the repeal of these By-Laws and the adoption of new By-Laws.

11.2 Bylaw Amendments Reserved to Members.

The following types of bylaw amendments may be adopted only by the members:

- (1) Setting or changing the authorized number of Governors.
- (2) Changing from a fixed number to a variable number of Governors or vice versa.
- (3) Increasing or extending the Governors’ terms.
- (4) Increasing the quorum for members’ meetings.
- (5) Repealing, restricting, creating, expanding, or otherwise changing the members’ proxy rights.

Article 12

MISCELLANEOUS PROVISIONS

12.1 Legal Authorities Governing Construction of By-Laws.

These By-Laws will be construed under Michigan law. All references in these By-Laws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

12.2 Legal Construction.

To the greatest extent possible, these By-Laws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit Corporation. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the By-Laws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

12.3 Headings.

The headings used in the By-Laws are for convenience and may not be considered in construing the By-Laws.

12.4 Number.

All singular words include the plural, and all plural words include the singular.

12.5 Seal.

The Board of Governors may provide for a corporate seal in a suitable form.

12.6 Power of Attorney.

A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with the corporate records.

12.7 Parties Bound.

The By-Laws will bind and inure to the benefit of the members, Governors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the By-Laws otherwise provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Corporation, and that these By-Laws constitute the Corporation's By-Laws. These By-Laws were duly adopted at a meeting of the By-law committee held on May 3, 2009.

Christina R Florence
Secretary of Michigan Open Carry, Inc