

**AMENDED AND RESTATED
BYLAWS of ALANO CLUB OF KENT COUNTY**

Adopted and Effective April 15, 2025

A Michigan Nonprofit Corporation

ARTICLE I. NAME, OFFICES, and PURPOSES.

1.1 Name. The Name of the Corporation is the Alano Club of Kent County.

1.2 Registered Office. The registered office of the Alano Club of Kent County (hereinafter “Alano Club”) shall be located at the address specified in the Articles of Incorporation or at such other place as may be determined by the Board of Directors if notice thereof is filed with the State of Michigan. The business of the Alano Club may be transacted at such locations other than the registered office as the Board of Directors may from time to time determine, or as the business of the Alano Club may require..

1.3 Purpose. 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. MEMBERS.

2.1 Eligibility and Applications. To be a member of the Alano Club, a person must be current on payment of dues and must comply with Alano Club rules and policies, including the Code of Conduct.

2.2 Powers, Privileges, and Voting Rights. Each member who has been a member of the Alano Club for at least the sixty days preceding a membership meeting shall be entitled to one vote. Any changes to voting rights of members must be made in a manner procedurally consistent with the Michigan Nonprofit Corporation Act.

The Board may grant honorary memberships, but honorary members will have no voting privileges.

2.3 Dues. Membership dues shall be set by the Board of Directors. Members shall be given thirty day’s notice prior to an increase in Dues.

The Board of Directors, by resolution, may offer different tiers of membership that grant additional privileges and benefits to members of that tier based on dues paid, but in no event shall any tier of membership have greater voting rights than another tier.

2.4 Non-transferability. Memberships in the Alano Club shall not be transferable.

2.5 Resignation, Revocation or Termination. A member may resign his or her membership. The Board shall have 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. Suspension, termination, and restriction, may be made in accordance with this subsection for violations of Alano Club Rules and Policies, the Alano Club Code of Conduct, or other exigent circumstances warranting this action. The Board may also temporarily suspend the membership rights and privileges of any member pending such notice and opportunity to be heard.

2.6 Place of Meetings. Meetings of the members shall be held at the registered office of the Alano Club or at such other place as may be determined by the Board.

2.7 Annual Membership Meeting. An annual membership meeting shall be held on the second Saturday of December for the purpose of voting on the election of Directors as described by these Bylaws, and to discuss the affairs of the Alano Club, including its financial position, and suggestions from membership for improving corporate activities.

Nominations and voting on matters relating to the election of directors may be conducted via electronic ballot, but in no event shall the Alano Club limit or require voting to be conducted in a manner that limits or restricts the ability of a qualified voting member to vote.

2.8 Special Meetings. Special membership meetings may be called by the Chairperson or a majority of the Board. Special membership meetings may be called upon receipt, by the Secretary, of a petition in writing, stating the purpose or purposes, and signed by at least sixty (60) members eligible to vote at the time of signing the petition. All matters requiring a vote must be proposed on the petition.

2.9 Notice of Meetings. Written notice of the time, place, and purpose of any membership meeting shall be given to members entitled to vote, neither less than fifteen (15) days nor more than sixty (60) days before the date of the meeting. Such notice shall be posted at the Alano Club and shall also be conveyed via email to current Members by the Chairperson, or her designee, using the best available list of membership email

addresses. Attendance of a person at a membership meeting, in person or by ballot, constitutes a waiver of notice of the meeting, except when the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.10 Voting Lists. The Alano Club's Board of Directors shall select by majority vote a person or agent to maintain the Alano Club's membership records. The person having charge of the membership records shall prepare and certify a complete list of the members entitled to vote at a membership meeting in accordance with State Law.

2.11 Voting on Matters Other Than Election of Directors. Each member who is eligible to vote shall be entitled to one vote by written ballot drafted by the Board or online. A plurality of votes cast by the members entitled to vote at the time of the meeting determines passage or denial of the issue, but only if the total number of votes cast constitutes a Quorum.

2.12 Quorum. Ten percent of the membership entitled to vote at the time of the meeting constitutes a quorum for the transaction of business or voting at any membership meeting. No meeting may occur unless a quorum of members is present. Meetings at which less than a quorum is represented may be adjourned by a majority of the votes present to a future date. For purposes of determining a quorum, a member is present if the member attends the meeting or votes on the issue proposed in the notice for the meeting.

2.13 Conduct of Meetings. The Chairperson of the Alano Club shall determine the agenda for the membership meeting and preside over the meeting. If the Chairperson is unable to preside over the meeting, the presiding officer will be the Vice Chair, the Secretary, or the Treasurer (in that order). In the event that no officer of the Alano Club is present at the meeting, another member of the Board may preside. The presiding official has authority over matters of procedure and may adopt any form of procedure suited to the business being conducted.

If a member is found to be disruptive during a membership meeting, any Director may call for a majority vote by those present to remove that disruptive member from the remainder of the meeting, but the removed member will still be entitled to vote in accordance with the Bylaws.

2.14 Inspector of Elections. The Board may, in advance of a members' meeting, appoint one or more inspectors to act as the inspector of elections. The inspector(s) shall determine the number and status of members, the existence of a quorum, the validity and

effect of ballots, and shall receive votes, ballots, and determine challenges and questions arising in connection with the right to vote, count, and tabulate, votes and ballots and determine the results with fairness to all members. The inspector(s) must not be seated on the current Board of Directors and may not be considered for election at any meeting for which the inspector acts in the capacity proscribed in this section.

2.15 Nominations Regarding Board of Directors. At its September regular Board Meeting, the Board of Directors shall discuss the needs of the current Board, assess current Board vacancies, and develop a plan for meeting the Board's needs going into the following year. The Board, or its designee, shall draft a Nomination Request detailing its perceived needs for the following calendar year, the seats open for election, and the date, time, and location of the Annual Membership Meeting. The Nomination Request shall also include a request for any Members wishing to be considered for election to the Board of Directors to submit a notice of intent to run to an address specified on the Request. This may be conducted electronically at the Board's discretion.

The Nomination Request shall be published at the Club, and on the Club website, and via email to all Club Members on or about October 1.

Any Director of the Board of Directors may nominate candidate(s) to fill seats open for election listed in the Nomination Request. In addition, any three (3) or more members may nominate additional candidates to fill the seats open for election listed in the Nomination Request. Such nominations shall be submitted in the manner proscribed on the Nomination Request.

Fourteen (14) to twenty (20) days prior to the Annual Membership Meeting, the Board, or its designee, will publish a list of all eligible candidates for each seat open for election physically at the Alano Club and via email to all Members.

ARTICLE III. DIRECTORS.

3.1 Board of Directors. The business and affairs of the Alano Club shall be managed by a Board of Directors comprised of Alano Club Members. In addition to exercising the other powers conferred upon the Board by law and these Bylaws, the Board may enter into agreements on behalf of the Alano Club with a trust company, bank, or other institution with trust powers, or designate any such institution as agent for the Alano Club, for the purpose of holding, administering, and managing, all or any part of its properties. Any institution so designated may be compensated in accordance with its current fees for such services.

The number of Directors shall be determined by a resolution of the Board made available to the Membership. The number of Directors shall be no less than five (5) persons and no more than eleven (11) persons. Within these limits, the number of Directors shall be determined by resolution of the Board. Each Director must always be a member while serving as a Director, and such person's Directorship shall cease any time his or her membership ceases. Directors shall be elected to staggered three-year terms. At each annual election, a number of Directors equal to the number of those Directors positions open, plus any vacancies, shall be elected by majority or plurality.

Instructions on the procedure for voting and how to vote for elections at an Annual Membership Meeting shall be published 20 days prior to the Annual Membership Meeting at the Alano Club and via email to Members.

Any action or activity not described in these Bylaws shall fall under the authority of the Board.

No person may be elected as a Director for more than two (2) consecutive full three-year terms. Directors shall serve until their respective terms expire and until their successors are elected/appointed or until their earlier resignation or removal.

The composition of the Board of Directors, with term lengths and expirations, shall be posted and made available to Members.

3.2 Resignation and Removal. A Director may resign by written notice to the Secretary of the Alano Club. The resignation shall be effective upon receipt by the Alano Club or at a subsequent time as set forth in the notice from the resigning Director.

Any Director(s) or the entire Board may be removed, at any time, with or without cause, by members holding a two-thirds majority of the voting power, at a properly called membership meeting. Any Director who is absent for three (3) consecutive regular meetings of the Board, without satisfactory excuse, may be removed from the Board by majority vote of the other Directors then in office.

3.3 Vacancies and Increase in Number. Vacancies on the Board occurring for any reason, including an increase in the number of Director Seats, shall be filled by appointment through a majority vote of the then remaining current Directors. A Director appointed to fill a vacancy shall occupy that Director Seat until the next Annual Membership Meeting or as otherwise allowed by these Bylaws. At the next Annual Membership Meeting, this seat will be up for election for the remainder of the seat's scheduled three-year term.

3.4 Place of Meetings and Records. The Directors shall hold their meetings, maintain the minutes of the proceedings of meetings of the members, the Board, and committees of the Board and keep the books and of account for the Alano Club, in the place or places as the Board may determine.

3.5 Annual Board Meeting. The Annual Board Meeting shall be held during the regular January Board Meeting 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 for transacting any other business. If the Annual Board Meeting is not held on this date, whether because a quorum is not present or for any other reason, the Annual Board Meeting shall be called in the same manner as hereinafter provided for special meetings of the Board.

3.6 Regular Meetings. Regular meetings of the Board shall be held as often as reasonably necessary, at the discretion of the Board, to achieve its purpose, except that at least one meeting shall be held each quarter. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

3.7 Special Meetings. Special meetings of the Board may be called by the Chairperson or a majority of directors upon notice to all directors. 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 personally delivering a written notice to the director at least two days in advance of the meeting;
- b. By orally notifying the director at least two days in advance of the meeting, either personally or by telephone; or
- c. By electronic transmission to the director at least two days in advance of the meeting if such method of notice has been authorized by the director entitled to the notice.

Attendance of a Director at a special meeting constitutes a waiver of notice of the meeting, except if a Director attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

3.8 Quorum and Vote. A majority of the Directors of the Board then in office (not including open positions) constitutes a quorum for the transaction of business. A vote of a majority of the Directors at any meeting in which a quorum is present constitutes the action of the Board unless the vote of a larger number is specifically required by the

Articles of Incorporation of the Alano Club or these Bylaws. If a quorum is not present, the Directors present may adjourn the meeting from time to time and to another place, without notice other than announcement at the meeting. Until a quorum is present, Directors may not vote or otherwise be represented by proxy.

3.9 Report to Members. The Board shall have a financial report of the Alano Club for the preceding fiscal year available for each member present at the Annual Membership Meeting or requesting a copy of the report in writing, within four (4) months after the end of each fiscal year. The report shall include the Alano Club's statement of income, its year-end balance sheet and such other statements or reports as the Board shall deem appropriate.

3.10 Compensation of Directors. Directors, in this capacity, shall not receive any salary for their services. By resolution, the Board may authorize reimbursement for approved expenses to Board members for out-of-pocket expenses for approved travel, meeting registrations, or other expenses approved in advance by the Board.

3.11 Committees. The Board may designate one or more additional committees which shall have such powers and duties as may be determined by the Board. 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. The chairperson of each committee must be a Member of the Alano Club, and each committee must have at least one Board Director as a committee member.

All committees shall report to the Board when required. No committee shall have the power or authority to amend the Articles of Incorporation or Bylaws of the Alano Club, recommend to the members dissolution of the Alano Club or a revocation of dissolution, or fill vacancies on the Board.

3.12 Meeting by Communication Equipment. Board meetings and committee meetings may be conducted via Zoom or by other remote means provided notice is given in accordance with these bylaws pertaining to the respective meeting. Participation in a meeting pursuant to this section shall constitute presence at the meeting.

3.13 Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board, or any committee thereof, may be taken without a meeting if, before or after the action, all members of the Board, or such committee, consent in writing or via electronic means. The written consent shall be dated and filed with the minutes of the proceedings of the Board or committee and the consent shall have the same effect as a vote of the Board or committee.

3.14 Presumption of Assent. A Director of the Alano Club who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless: (a) the Director's dissent is entered in the minutes of the meeting; (b) that Director files a written dissent to such action with the person acting as Secretary of the meeting before the adjournment of the meeting or immediately thereafter. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV. OFFICERS.

4.1 Officers. The officers of the Alano Club shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer, all of whom shall be elected by and be directors of the Board. Each officer shall hold office for one (1) year terms or until his or her successor is elected or appointed. The officers of the Alano Club shall be elected by a majority vote at the Annual Board Meeting.

4.2 Other Officers and Agents. The Board may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

4.3 Removal. Any officer of the Board, including the Chairperson, Vice Chairperson, Secretary, or Treasurer, may be removed at any time, with or without cause, but only by the affirmative vote of a majority of the Board.

4.4 Compensation of Officers. No compensation shall be paid to the officers for services rendered to the Alano Club in a person's capacity as officer. Nothing contained in this section shall be construed to preclude any officer from serving the Alano Club in any other capacity and receiving compensation.

4.5 Chairperson. The board of directors shall appoint from their number a Chairperson who shall also serve as the President of the corporation. For 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 Chairperson. The Chairperson may have such other duties and have such powers as the board of directors specifies.

4.6 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 delegates or the board prescribes.

4.7 Secretary. The Secretary must cause to be recorded and maintained minutes of all meetings of the board. 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 delegates, or the board prescribes.

4.8 Treasurer. The Treasurer shall be responsible for review of management of cash and services and receipt and payment for services and products necessary to the Alano Club's operations. The Treasurer shall also be responsible for review and verification of financial reports for members, including room rents, financial results, and significant transactions and activities involving transactions larger than \$10,000. Financial reports for members shall be reported on the website, electronically, and on a bulletin board at the Alano Club, physically. The Board of Directors shall oversee approval of the format of these reports.

The actual execution of these transactions, or cash deposits, and the filling out of financial reports, may be delegated to the staff of the Alano Club, or to an outside accounting service, subject to approval from the Board of Directors.

4.9 Resignations and Vacancies. Any officer may resign his or her office at any time by giving written notice of such resignation to the Secretary. The resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND LEGAL ACTION.

5.1 Contracts. The Board may authorize any officer or officers, agent or agents to enter any contract or execute and deliver any instrument in the name of the Alano Club, and such authority may be general or confined to specific instances.

5.2 Loans. No loans shall be contracted on behalf of the Alano Club, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authorization may be general or confined to specific instances.

5.3 Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Alano Club shall be signed by such officer or officers, agent or agents of the Alano Club and in such manner as shall from time to time be determined by resolution of the Board.

5.4 Deposits. All funds of the Alano Club, not otherwise employed, shall be deposited to the credit of the Alano Club in such banks, trust companies, or other depositories that the Board may select.

5.5 Contracts Between the Alano Club and Related Parties. Any contracts or other transactions between the Alano Club and one or more of its Directors, or between the Alano Club and any firm or entity of which one or more of the Alano Club's Directors are directors, officers, partners, shareholders or employees, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director or Directors' participation in such action, if the fact of such interest is disclosed to the Board and the Board shall authorize, approve and ratify such contract or transaction by a vote of the majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This section shall not be interpreted to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VI. MISCELLANEOUS.

6.1 Fiscal Year. The fiscal year of the Alano Club shall begin on October 1 and end on September 30 of each year.

6.2 Notices. Whenever any written notice is required to be given under the provisions of any law, the Articles of Incorporation, or by these Bylaws, such notice will be prominently posted in the Alano Club facilities. The term "notice" shall not be construed or interpreted to mean personal notice. Unless expressed otherwise, any required personal notice shall be deemed sufficient if given in writing by mail, by depositing the same in a post office box, postage prepaid, addressed to the person entitled thereto at his or her address as it appears in the records of the Alano Club, and such notice shall be deemed to have been given at the time and on the day of such mailing.

6.3 Waiver of Notice. The Alano Club will post all notices. No waiver of notice will be required. Whenever any notice is required to be given under the provisions of any law,

or the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

6.4 Dissolution. In the event of dissolution of the corporation, all assets (real and personal) of this corporation shall be distributed to such organizations as agreed to by a majority of the Board and as are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any Code Section that is a successor to 501(c)(3) relating to tax exemption.

6.5 Retroactivity. Changes in the Bylaws shall not be applied retroactively, except where required by State Law.

ARTICLE VII. INDEMNIFICATION.

7.1 Indemnification. 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 VIII. PERTAINING TO THE BYLAWS AND AMENDMENTS.

8.1 Amendments by the Board. The Board may amend or repeal these Bylaws by vote of a majority of Directors entitled to vote at any regular or special Board Meeting, to the extent allowed by State Law. Any changes to the Bylaws must be published on the Alano Club's website and made available for inspection at the Alano Club by any Member during regular business hours. No changes may go into effect until the amendments are published in this manner.

8.2 Amendments by the Members. The Membership may propose and vote on amendments to the bylaws at regular or special membership meetings as proscribed in Article II of these Bylaws.

8.3 Conflicts of Bylaws. If a conflict arises in the Bylaws, the Bylaws shall be interpreted in the manner compliant with State Law. If the conflict remains unresolved, the bylaws shall be interpreted based on their plain meaning.

The Board shall not alter, remove, modify, or overrule, any bylaws amended pursuant to Article 8.2 for a period of three months after the amendment is passed. If an Article 8.2 amendment to the bylaws creates a conflict within the Bylaws as a whole, the conflict will be resolved based on the most recent intent of the Membership as stated at the meeting whereupon the amendment was approved.

If the conflict remains unresolved, and if necessary, the bylaws shall be interpreted with priority given to amendments made by the Members over amendments made by the Board.

ARTICLE IX. ADDITIONAL POWERS AND AUTHORITY.

9.1 Additional Powers and Authority. Any action or activity not described in these Bylaws shall fall under the authority of the Board except where superseded by the Articles of Incorporation or prohibited by Law.