

1 **Michigan Association of Osteopathic Family Physicians**

2 **BYLAWS**

3 **Article I – Name**

4 This membership organization shall be known as the Michigan Association of Osteopathic
5 Family Physicians, Inc., (MAOFP), also referred hereinafter as the “Association”, an affiliate
6 association of the American College of Osteopathic Family Physicians (ACOFP). The
7 Association is a non-profit corporation registered under the laws of the State of Michigan.

8 **Article II – Vision, Mission and Objectives**

9 **Section 1.** Vision and Mission

10 The MAOFP envisions a future where it serves as the primary osteopathic family medicine
11 organization for our members and the primary drive for optimizing the health of our patients in
12 Michigan.

13 The mission of the MAOFP is to promote the growth of osteopathic family medicine in Michigan and
14 betterment of our communities through quality education, visionary leadership, collaboration, and
15 responsible advocacy, while following the guidance of the American College of Osteopathic Family
16 Physicians.

17 **Section 2.** Objectives

18 A. To promote public health and improve the overall health status of patients in the Michigan
19 communities served by osteopathic family physicians;

20 B. To encourage osteopathic family medicine scientific research;

21 C. To support high standards of ongoing education for osteopathic family physicians;

22 D. To identify, promote, and advance the standards of family medicine in the field of osteopathic
23 medicine and surgery in Michigan;

- 1 E. To encourage and improve educational opportunities for training osteopathic family
2 physicians in all branches of osteopathic medicine and surgery, including osteopathic family
3 practice medicine training programs;
- 4 F. To promote the departments of family medicine in Michigan hospitals and colleges of
5 osteopathic medicine;
- 6 G. To improve understanding by the Michigan public of services rendered by osteopathic family
7 physicians;
- 8 H. To conduct at least two educational programs annually--one being in conjunction with the
9 Association's annual meeting;
- 10 I. To identify, analyze and advocate for public policy, legislation, regulatory rules or payer policy
11 and procedures that protects or enhances patient and physician autonomy and rights; and
- 12 J. To abide by the Codes of Ethics of the ACOFP.

13 **Article III – Membership**

14 **Section 1. Qualifications**

15 An applicant for active membership, except as provided herein, shall be a graduate of a college
16 of osteopathic medicine approved by the American Osteopathic Association (AOA) at the time of
17 graduation, and shall be licensed to practice osteopathic medicine in the State of Michigan. An
18 applicant shall be of good moral character and shall conform to the Code of Ethics adopted by
19 the Association. The membership application shall be submitted for vetting and action to the
20 assigned membership function (hereinafter referred to as the standing Membership Committee
21 or its successor) as defined in policies and procedures promulgated by the Board. If the
22 Membership Committee deems an applicant qualified, the Membership Committee Chair shall
23 enroll the name of the applicant in the appropriate membership classification of the Association
24 and the applicant shall enjoy all the rights and privileges of that membership classification.

1 **Section 2. Classifications**

2 The members of this Association shall be assigned to one of the classifications as follows:

3 Active, Life, Academic, Associate, Allied, Retired or Honorary.

4 **Section 3. Active Membership**

5 Active membership may be extended to any duly qualified licensed osteopathic family physician
6 in the State of Michigan who presents a written application on the prescribed form and
7 accompanied by payment of the appropriate dues amount.

8 An applicant for Active membership in this Association shall have completed AOA or
9 Accreditation Council of Graduate Medical Education (ACGME) approved post-doctoral training
10 in family practice, or absent approved residency training, shall have been actively practicing
11 family medicine in Michigan for greater than six years. The Membership Committee may
12 accommodate an applicant by a waiver of these requirements based on individual consideration.

13 Active members shall be entitled to serve as delegates to the ACOFP Congress of Delegates¹,
14 to hold office in the Association and hold department and committee appointments. Active
15 Members shall be entitled to all rights and privileges that this association shall have and the
16 right to confer as may be accorded, or provided from time to time by vote of the general
17 membership. To maintain Active membership in good standing in the Association the member
18 shall remain current in payment of dues and assessments and fulfill the requirements and
19 standards for continuing osteopathic medical education promulgated by the American
20 Osteopathic Board of Family Physicians (AOBFP).

1 The member must also be a member in good standing of the ACOFP to serve as a delegate to the ACOFP Congress of Delegates. Active members of the Association shall be encouraged to be members of ACOFP

21 **Section 4. Life Membership**

22 A. Osteopathic Honorary Life Membership

23 The Board shall confer Honorary Life Membership on each Association President on

24 conclusion of the term of office. On the recommendation of the Membership Committee,
25 or by its own resolution, the Board may grant Osteopathic Honorary Life Membership to
1 an Active member who has been in good standing for twenty-five (25) consecutive years
2 immediately preceding whom the Board deems to have rendered outstanding service to
3 the osteopathic field of family practice at either the state or national level. Honorary Life
4 Members shall have voting privileges and may serve as delegates to the ACOFP
5 Congress of Delegates²; however, except for the Immediate Past President during the
6 time in that office, they shall not hold office. Honorary Life Members are required to pay
7 dues; assessments; MAOFP educational seminar fees but a reduced rate of fifty percent
8 (50%).

9 **B. Life Professional Membership**

10 The Membership Committee may grant Life Professional Membership to osteopathic
11 family physician members who have attained the age of 70 years, or who have
12 completed 50 years of osteopathic family practice, and who have been Active Members
13 in good standing of the Association for at least twenty-five (25) years immediately
14 preceding. The Board may grant Life Professional Membership to an Active member
15 who has become permanently, totally disabled and unable to continue professional
16 practice. Life Professional Members may vote, and may serve as delegates to the
17 ACOFP Congress of Delegates³, but shall not hold office in the Association. Such
18 members shall not be required to pay dues or assessments. Life Professional Members
19 attending Association educational conferences shall be required to pay fifty percent
20 (50%) of the educational seminar registration fees.

2 The member must also be a member in good standing of the ACOFP to serve as a delegate to the ACOFP Congress of Delegates.

3 The member must also be a member in good standing of the ACOFP to serve as a delegate to the ACOFP Congress of Delegates.

1 **Section 5. Academic Membership**

2 Academic membership shall be granted to undergraduate students in AOA or AMA - accredited
3 colleges of medicine in Michigan pre-doctoral training programs and to residents in AOA or
4 American Council of Graduate Medical Education (ACGME) accredited family practice post-
5 doctoral training programs or fellowships in Michigan.

6 These members shall be entitled to serve as committee members, board members and
7 delegates to the ACOFP Congress of Delegates with vote, but they may not serve as an Officer
8 in the Association unless serving as the student or resident Board member which is appointed
9 by the Board. They may be excused from the required dues, assessments or educational
10 seminar registration fees.

11 **Section 6. Associate Membership**

12 The Membership Committee, after consideration of an application submitted in evidence of
13 their qualifications to make appropriate contributions to the development of knowledge related
14 or supplemental to the field of family practice, may grant Associate membership to:

15 A. Qualified licensed osteopathic family physicians not currently practicing in the State of Michigan.

16 B. Graduates of accredited schools of medicine, dentistry, or podiatry whose professional
17 activities involve specialized cooperation with osteopathic family physicians, such as
18 qualified pathologists, radiologists, surgeons, or other medical professionals, who
19 contribute to some phase of the special field of family practice, or who practice jointly with
20 members of this Association.

21 C. Doctors of philosophy, other healthcare-related disciplines, education, and other non-
22 doctoral personnel holding teaching or research positions in scientific fields in AOA-
23 accredited healthcare facilities or colleges.

1 D. Associate members shall be required to pay the same dues, assessments and fees as for
2 Active membership. Associate members shall have the same privileges as Active
3 members, except they shall not vote, hold office or be nominated to serve as a delegate
4 to the ACOFP Congress of Delegates.

5 **Section 7. Allied Membership**

6 The Membership Committee may grant Allied Membership to an individual who holds a
7 degree in a health care profession who is currently employed with an Active member of
8 the Association and contributes to the practice of that member, is not eligible for any
9 other category of membership, and supports the mission and objectives of the
10 Association. Allied Members shall pay dues, assessments and educational conference
11 fees as determined and administered by the Board. They shall not vote, hold office, or be
12 nominated to serve as delegates to the ACOFP Congress of Delegates.

13 **Section 8. Retired Membership**

14 Retired membership may be granted to former Active members who have discontinued
15 practice or providing other healthcare services. Retired Members are required to pay dues and
16 assessments, but at a reduced rate of fifty percent (50%). Retired Members attending
17 educational seminars shall be required to pay fifty percent (50%) of the educational seminar
18 registration fees. Retired members may vote, hold office, and may serve as
19 Delegates to the ACOFP Congress of Delegates.

20 **Section 9. Honorary**

21 The Board may grant Honorary Membership to any individual not eligible for any other
22 category of membership, who has rendered outstanding service to the Association.
23 Honorary Members shall not pay dues or assessments, not have voting privileges, not

1 hold office, and not serve as a Delegate to the ACOFP Congress of Delegates.

2 **Section 10. Resignation**

3 A member of this Association may tender a resignation in writing to the Secretary-Treasurer to
4 be acted on by the Membership Committee at its next meeting following receipt thereof.

5 **Section 11. Delinquency, Reinstatement, Waiver or Reduction of Dues**

6 A. A member whose dues or assessments remain unpaid for a period of ninety (90) days
7 from the date of notice may be suspended or expelled.

8 B. A member suspended or expelled for reasons other than for nonpayment of dues may be
9 reinstated by the Membership Committee, in its sole discretion, after fulfilling all
10 conditions imposed by such suspension or revocation and making an application for
11 reinstatement in such format as the it shall prescribe. A suspended or expelled member
12 may be permitted to appeal an adverse determination by the Membership Committee to
13 the Board of Directors for adjudication.

14 C. A member may apply for waiver of dues and assessments for cause to the Membership
15 Committee, which, on majority vote, may waive part or, all of the annual dues or
16 assessments of a member.

17 **Section 12. Ethics**

18 The Code of Ethics of the Association shall conform to those adopted by ACOFP. The
19 Association may adopt amendments by a two-thirds vote of a quorum of Active members
20 present at a general membership meeting.

21 **Section 13. Membership Disciplinary Action**

22 A. Conduct by an Association member in violation of its Code of Ethics or Bylaws, or any

1 illegal, immoral or unprofessional conduct⁴ by a member shall be grounds for discipline
2 that may include reprimand, suspension or expulsion.

3 B. Disciplinary action against a member shall be governed by procedures promulgated by
4 the Board, which shall include the right to a hearing before an ad hoc committee
5 comprised of at least three (3) Past Presidents appointed by the Board.

6 C. Notwithstanding the provisions of subparagraph B above, the membership of any
7 member whose medical license is suspended or revoked by action of any governmental
8 authority or who has been convicted of a felony, shall be likewise suspended, revoked,
9 without any proceedings by the Association.

10 **Article IV – Meetings**

11 **Section 1. Annual Meeting:** The Annual Membership Meeting of the Association shall be held
12 in conjunction with the summer educational seminar or at another time and place designated by
13 the Board of Directors. At least thirty (30) days notice of the Annual Meeting shall be provided
14 to Active members by means compliant with applicable law and principles for non-profit entities
15 in the State of Michigan.

16 **Section 2. Special Meetings:** The Executive Committee of its own accord, or following its
17 receipt of written petitions filed with the Secretary-Treasurer and signed by not less than twenty-
18 five (25) Active members of the Association, may call a special meeting. The Secretary-
19 Treasurer shall provide to Active members by means compliant with applicable law and
20 principles for non-profit entities in the State of Michigan, with at least fourteen (14) days written
21 notice, stating the purpose, time and place of a special meeting,

22 **Article V – Procedure**

⁴ Guidance for defining unacceptable conduct may be provided by Board policy.

1 **Section 1.** The governance of this association shall be conducted in accordance with the
2 provisions of these Bylaws, which may be amended from time to time as provided for in Article X
3 Section 1.

4 **Section 2.** In the discussion and disposition of all business in the regular or special meetings of
5 the general membership or Board, parliamentary rules of debate shall be observed, and Roberts
6 Rules of Order (Newly Revised) shall be the guide in all deliberations except when otherwise
7 provided for in these bylaws.

8 **Section 3.** Quorum. Twenty-five (25) Active members shall constitute a quorum in a general
9 or special membership meeting.

10 **Article VI – Finances**

11 **Section 1.** Annual dues, assessments, non-dues revenue streams and contributions provide
12 the funds of this Association.

13 **Section 2.** The Board shall determine the annual dues rate for each classification of
14 membership in the Association. Dues must be paid with application for membership and each
15 fiscal year thereafter.

16 **Section 3.** To meet emergencies, the Board may levy such assessments as may be necessary,
17 provided that the total of such assessments during any one fiscal year shall not exceed the
18 amount of the annual dues. Failure to pay such assessments shall incur the same penalty as
19 failure to pay dues. Those individuals removed from membership for nonpayment of dues during
20 the fiscal year in which an assessment is levied shall be required to pay the assessment prior to
21 reapplying for membership.

22 **Section 4.** The fiscal year of the Association shall be from January 1 through December 31.

23 **Section 5.** The annual upcoming fiscal year budget shall be prepared and presented to the

1 Board by the Finance Committee in time for Board approval by December 1st. The Finance
2 Committee shall be responsible to present current financial statements and be accountable for
3 compliance to the current budget at each meeting of the Board.

4 **Section 6. Unbudgeted Expenditures:** The Board shall develop, implement, and maintain a
5 policy to ensure responsibility, authority and accountability for all unbudgeted expenditures
6 occurring during a fiscal year.

7 **Section 7.** Committees or special task forces may apply for operational and budgetary support
8 for their programs, by written request to the Finance Committee Chairperson. Requests for
9 budgetary support for programs not currently receiving budgetary allocation must be made
10 within the normal budget planning and adoption cycle maintained by the Board.

11 **Section 8.** The Finance Committee shall periodically, but no less than annually, review the
12 investment strategy (policy) for reserves and submit recommendations for changes, if deemed
13 fiscally prudent, to the Board.

14 **Section 9.** An independent review or financial audit of the Association shall be completed at
15 least every third year by a recognized agency, using Financial Standards Accounting Board
16 (FASB) standards, and a report shall be issued to the Board of Directors. Annually the Finance
17 Committee will review the Association financial records and prepare a report for the Board and
18 the membership.

19 **Article VII – Officers**

20 **Section 1.** The officers of this Association shall be the President, President-Elect, Secretary-
21 Treasurer, and the Immediate Past President.

22 A. President. The President shall be the Chairman of the Board and of the Executive
23 Committee of the Board. It shall be the duty and authority of the President to preside at

1 all meetings of the Association, including the Board and the Executive Committee, to
2 perform all duties pertaining to such office, to appoint officers with approval of the Board
3 to fill all vacancies, to appoint with the approval of the Board all department and
4 committee chairpersons, to serve an ex-officio member of all departments and
5 committees, to appoint all special committees, to execute contracts for the Association
6 subject to approval by the Board, and to present a report on the affairs of the Association
7 at regular general membership meetings.

8 B. President-Elect. The President-Elect shall assist and cooperate with the President and
9 the other Board members as requested, and in the absence, death, resignation, disability
10 or at any time at the request of the President shall perform the duties of the President.
11 The President-Elect shall become the President at the expiration of the President's term
12 of office. During the term of office, the President-Elect shall prepare for the presidential
13 term by actively participating in Association affairs, including volunteer committee
14 leadership and specific tasks to be achieved by each department or committee, and
15 assuming a lead role in the review of strategic planning and related initiatives.

16 C. Secretary-Treasurer. The Secretary-Treasurer shall be responsible and accountable to
17 ensure accurate and complete Association corporate records, including the articles of
18 incorporation, bylaws, an administration and other policy manuals of the Board, corporate
19 minutes, membership records, and relevant correspondence. The Secretary-Treasurer
20 shall also ensure that Association funds received and all financial assets are safe, secure
21 and properly accounted for; shall be responsible and accountable for accurate financial
22 reporting to the Board and general membership; and shall ensure that all required legal
23 or regulatory filings are submitted with complete and accurate content on time.

1 D. Vacancies in office. In the event the office of President becomes vacant, the President-
2 Elect shall assume the duties of the President. The office of President-Elect shall then be
3 declared vacant and said vacancy shall be filled as provided in the Bylaws. In case any
4 officer fails or is unable to perform their required duties, as determined by the Board after
5 a fair hearing, the Board may declare the office vacant. The Board shall elect an
6 individual to be appointed by the President to fill a vacancy in any office for the unexpired
7 part of the term.

8 **Article VIII – Board of Directors**

9 **Section 1. Authority**

10 The Board shall be responsible and accountable to govern the Association; set strategic
11 direction; advance the Association; and ensure relevance of the Association to the profession.
12 The Active membership delegates authority to the Association’s Board of Directors to govern
13 and to act as their judgments and deliberations determine in the intervals_between general
14 membership meetings.

15 **Section 2. Qualifications**

16 The Directors shall be Active or Academic members in good standing

17 **Section 3. Composition**

18 The Board of Directors shall consist the President, President-Elect, Secretary-Treasurer,
19 Immediate Past President, and eleven (11) other Directors, one of whom may be an osteopathic
20 family resident training in an AOA or ACGME approved program in a Michigan facility, and one
21 of whom may be an undergraduate osteopathic medicine student in good standing attending an
22 AOA-accredited Michigan college of osteopathic medicine. The academic membership Director
23 positions (family practice resident and osteopathic student) may have an alternate elected to

1 represent them, with vote, in instances when the elected Academic member is unable to attend
2 Board meetings.

3 **Section 4. Quorum**

4 A majority of the Board shall constitute a quorum for the transaction of business.

5 **Section 5. Meetings**

6 A. The Board shall convene at least four times annually at the following times:

7 1. Coincident with each of the semi-annual education conferences, with one promptly
8 following election of the new officers to provide for appointment of department and
9 committee chairpersons and memberships.

10 2. Additional meeting at the call of the President or at least four Directors with a
11 minimum of fourteen (14) days written notice that shall include date, time, place
12 and method of convening.

13 B. Meetings may be convened in person or by virtual communication, provided that each
14 participating Board member has contemporaneous ability to speak, be heard, and hear
15 commentary by all attendees.

16 C. Active Members or invited guests shall be permitted to attend Board meetings, except
17 during Executive Session. The Board shall not grant such persons voting privileges.

18 **Section 6. Duties**

19 The Board shall:

20 A. Transact the business of the Association and present to the general membership a
21 record of its actions.

22 B. Appoint all standing and special committees or task forces, including those not otherwise
23 provided for in these Bylaws,

- 1 C. Ensure arrangements made for annual meetings.
- 2 D. Fill, by appointment any vacancy occurring in its own membership or any elective office
3 until the time of the next scheduled election at a general meeting.
- 4 E. Develop investment policy and monitor the financial status of the Association
- 5 F. Develop an annual budget and expend funds for the benefit of the Association.
- 6 G. Appoint or engage a certified public accountant, or other qualified accounting individual if
7 allowed by law, to audit the financial records of the Association and certify the accuracy
8 of the statement of financial condition to present to the general membership at the
9 annual meeting.
- 10 H. Appoint, or engage, and supervise an Executive Director as deemed necessary and
11 establish the compensation, term of office and duties of the individual.
- 12 I. Develop, implement, monitor and maintain Board and organization policies and
13 procedures.
- 14 J. Provide for such products, publications, media presence, or other benefits of membership
15 as deemed necessary.
- 16 K. Be the final arbiter of all concerns of an ethical or judicial character.
- 17 L. Act on Presidential appointments, call special meetings, and present a report of its
18 actions to the general membership at the annual meeting.
- 19 M. Establish an Executive Committee of the Board that shall:
- 20 1. Consist of the President, President-Elect, Secretary-Treasurer and Immediate
21 Past President; and
- 22 2. Transact the business of the Board between its meetings.

1 **Section 7. Elections.**

2 A. The Active members shall elect all officers and directors at the Annual Meeting, provided
3 that a quorum is present.

4 B. Except for the office of President, which office shall be assumed by the President-Elect,
5 the Leadership Development function of the Department of Governance and Operations
6 (the Leadership Development Committee or its successor) shall submit a slate of
7 recommended nominees for the open Officer and Director positions to the Board at least
8 thirty (30) days prior to the Annual Meeting.

9 C. Following the Board's endorsement of the slate of nominees, the Secretary-Treasurer
10 shall provide to Active members the slate of nominees.

11 D. The President shall present the nominations to the Active members attending the Annual
12 Meeting. Voting shall be by voice. Proxy votes are not permitted. A majority of all votes
13 cast by the Active members shall be necessary to conclude an election. If an Active
14 member disputes the outcome of the voice vote, there will be a parliamentary division of
15 the meeting and the presiding officer shall obtain a vote either by written ballot or other
16 physical count. If there shall be only one nominee for a given office, the candidate shall
17 be elected by unanimous acclamation of the membership and recorded as such in the
18 minutes.

19 E. Elected Officers and Directors shall assume their duties immediately following the
20 adjournment of the annual meeting.

21 **Section 8. Term Limits**

22 A. The President-Elect shall be elected to serve a maximum three-year (3) term,
23 sequentially, as President-Elect, President and Immediate Past President.

24 B. Directors, except for the student representative, shall be limited to three (3) consecutive

1 three-year (3) terms as Director. The term of the student representative shall be limited
2 to one year. Years served as student or resident Board members shall not count in the
3 consecutive term limits.

4 C. Standing Department or Committee chairs and members shall serve a maximum of three
5 (3) consecutive three-year terms, except that a member may complete the current term in
6 which nine (9) years or more of service is completed.

7 D. Removal of Board Members

8 1. A Board member who violates of the Code of Ethics, Bylaws, or commits any
9 illegal, immoral or unprofessional conduct, which may compromise the integrity of
10 the Board or the Association, shall be grounds for discipline, which may include
11 reprimand, suspension or expulsion.

12 2. A Board member convicted of a felony shall be automatically expelled from the
13 Board.

14 3. If a Board member fails to participate in at least 50% of the Board meetings in a
15 term year and the Board has not excused such absences, then the Board may
16 remove that member from the Board.

17 Other than automatic expulsion for felony conviction or missed meetings, removal of a Board
18 Member shall be by a two-thirds (2/3) vote of all Board Members.

19 **Article IX – Departments, Committees, Task Forces and Councils**

20 **Section 1. Organization**

21 The Board, consistent with the powers delegated to it by these Bylaws, shall establish and
22 determine the duties of departments, committees, task forces or councils necessary to further
23 the mission, objectives, and policies of the Association. Other than the Executive Committee,
24 Association departments, committees, task forces and councils shall be defined and described

1 in the Association’s policy entitled “Departments, Committees, Task Forces, and Councils”. To
2 the extent feasible the activities of all departments, committees, task forces and councils shall
3 be executed in close cooperation with the Association’s President, Presidential designee or with
4 the Executive Director, if an individual has been appointed to that position. The President shall
5 designate a Board member to serve as chairman of each department created.

6 An Association committee, task force or council activities shall be organized under one of four
7 departments. The President, with approval of the Board, may form new committees, taskforces
8 or councils; the President, with approval of the Board, may disband them. The Board will assign
9 newly chartered committees, task forces or councils to one of the existing departments as
10 follows:

- 11 (1) Department of Governance & Operations
- 12 (2) Department of Finance and Professional Affairs
- 13 (3) Department of Educational Affairs
- 14 (4) Department of Public Affairs

15 Section 4. Specific Duties

16 The specific duties of the departments, committees and councils shall be outlined in the above
17 referenced Association policy. At least annually, the designated Department of Governance and
18 Operations committee shall review, revise as necessary, and forward the applicable policy to the
19 Executive Committee for adoption. Following review, revision if necessary, and adoption, the
20 Executive Committee shall forward the applicable policy to the Board for approval.

1 Section 5. Department or Committee Membership and Effectiveness

2 Each year the Department of Governance and Operations' Leadership Development function
3 (standing Leadership Development Committee or its successor) recruits and presents a slate of
4 recommended department and committee leadership and members to the President. Unless
5 otherwise designated in these Bylaws, the President, following approval by the Board, appoints
6 each department, committee, task force, or council chairperson. Department chairs or standing
7 committee members shall be appointed and serve a maximum three-year term, with a maximum
8 of two terms so that one-third of the committee members rotate off each year. The Leadership
9 Development Committee shall recommend candidates to the President to fill vacancies.
10 Following Board approval, the President shall appoint candidates to fill vacancies. The
11 President may appoint ad hoc committees or task forces. Department or Committee
12 chairpersons shall organize and supervise the work of the assigned department or committee,
13 ensure the convening of necessary meetings, programs developed and relevant reports
14 prepared and presented to the Board.

15 Article X - Amendment to the Bylaws and Other Provisions

20 Section 1. Amendments

21 At least biannually the Department of Governance and Operations' committee assigned
22 responsibility for the bylaws shall review the bylaws, revise them as necessary, and submit
23 recommendations to the Board. These bylaws may only be altered, amended or repealed by the
24 general membership_at any regular meeting, or any special meeting called for that purpose, by a
25 two-thirds (2/3) vote of a quorum of Active members present, provided that written notice
26 provided to Active members by means compliant with applicable law and principles for non-profit
27 entities in the State of Michigan at least thirty (30) days in advance, and includes a copy of the
28 proposed amendment or change. Amendments to the bylaws should not be effective until they

1 are submitted to and approved by the ACOFP Board of Governors.

2 Section 2. Compensation.

3 No Director or Officer shall receive any fee, salary or remuneration of any kind for services in
4 such capacities. However, Directors or Officers may be reimbursed for reasonable expenses
5 incurred, as defined by the Board of Directors, upon presentation of an invoice accompanied by
6 receipts. Additionally, if a Director or Officer provides a service to the Association beyond the
7 scope of volunteer leader, a reasonable stipend may be paid on a fee for service basis, in
8 alignment with those who provide a similar service.

9 Section 3. Indemnification of Officers and Directors

10 Expenses and liabilities in connection with any proceeding involving an Officer or Director, who
11 was acting in the scope of duties for the Association, may be indemnified if the circumstances
12 fall within the definition of the Michigan Nonprofit Corporation Act. MAOFP shall indemnify each
13 individual to the full extent permitted by these sections or otherwise permitted by law.

14 Section 4. Dissolution.

15 Upon dissolution, after payment of all debts, no part of the remaining Association assets may be
16 distributed to any Officer, Director, or member. Remaining assets shall be distributed according
17 to law; however, such distribution may only be to another organization exempt under the
18 provisions of Section 501(c) (6) of the US Internal Revenue Code that holds an interest in
19 alignment with Association values.

20 Section 5. Force and Effect of Bylaws

21 These bylaws are subject to the provisions of the Michigan Nonprofit Corporation Act (the Act),
22 and the Certificate of Incorporation, as they may be amended from time to time. If any provision
23 in these bylaws is inconsistent with a provision in these documents, the provision of the Act or
24 Certificate of Incorporation shall govern to the extent of such inconsistency.