

**BYLAWS
OF THE
MICHIGAN SECTION OF
THE AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY**

Article I. OFFICES

Section 1.01 Principal Office. The principal office of the Corporation shall be at such place within the State of Michigan as the Executive Committee may determine from time to time.

Section 1.02 Other Offices. The Executive Committee may establish other offices in or outside the State of Michigan. The geographical area for the Michigan Section shall be the area corresponding to the boundaries for Zip Codes 434, 435, 467, 468, and 480 to 497 inclusive or as specified by the bylaws of the American Association for Clinical Chemistry, Incorporated, herein after referred to as "the Association."

Article II. MEMBERS

Section 2.01 Class of Members. The Corporation shall have one or more classes of members and each membership class shall be designated as voting or non-voting, as determined by resolution of the Executive Committee.

Section 2.02 Eligibility for Membership. To be eligible for membership in the Corporation, an individual must satisfy the following requirements: Request and receive membership to the American Association for Clinical Chemistry, Inc. (hereinafter, "AACC").

Section 2.03 Termination of Membership. Membership may be terminated or suspended by the Executive Committee on the occurrence of any of the following events:

- a) affirmative vote of two-thirds of the entire Executive Committee, with cause, after a fair hearing;
- b) failure to pay dues within 90 days after written notice of payment due;
- c) failure to satisfy the requirements of 2.02 of this Article.

Section 2.04 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges then accrued and unpaid.

Section 2.05 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Executive Committee may, by a vote of two-

thirds at any regularly-constituted meeting, reinstate such former member to membership upon terms determined by the Executive Committee.

Section 2.06 Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Article III. MEETINGS OF MEMBERS

Section 3.01 Sections Meetings. The Section shall convene for no less than two meetings per annum. The Spring meeting shall take place between February 1 and May 20. The Fall meeting shall take place in between September 1 and November 15. The exact time and place shall be determined by the Executive Committee. At all meetings where questions of parliamentary procedure arise, Robert's Rules of Order Newly Revised shall prevail.

Section 3.02 Place of Meetings. The Executive Committee may designate any place, inside or outside the State of Michigan, for any meeting. If all members meet at any time and place, either inside or outside the State of Michigan, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3.03 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by electronic communication (e-mail) or regular mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the current membership records of the American Association for Clinical Chemistry. Alternatively, notice may be published in the Corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

Section 3.04 Record Dates. The Executive Committee may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

Section 3.05 Informal Action by Members. Any action required by law to be taken at a meeting of members, or which may be taken at a meeting of members, may be taken without a meeting if a written consent setting forth in the action so taken is signed by all members entitled to vote on the subject matter thereof.

- Section 3.06** Quorum. Unless a greater or lesser quorum is required by statute, members present in person and holding one twentieth of the votes which may be cast at any meeting shall constitute a quorum at the meeting. A quorum cannot be constituted in whole or in part through written proxies. If a quorum is not physically present at any meeting of the members, a majority of members physically present may adjourn the meeting without notice.
- Section 3.07** Proxies. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative, and shall not be valid after the expiration of eleven months. A proxy is revocable at the pleasure of the member executing it, except as otherwise provided by statute.
- Section 3.08** Voting. Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of Directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.
- Section 3.09** Manner of Acting. A majority of votes entitled to be cast on a matter to be voted upon by Members present or represented by proxy, at any regularly constituted meeting, shall be necessary for adoption thereof unless a greater proportion is required by law or by the bylaws .
- Section 3.10** Voting by Mail. Where Directors or Officers are to be elected by members, such election may be conducted by mail in such manner as the Executive Committee determines.

Article IV. EXECUTIVE COMMITTEE

- Section 4.01** General Powers. The business, property, and affairs of the Corporation shall be governed by the Executive Committee. Directors must be members of the Corporation.
- Section 4.02** Number. There shall be not less than five officers on the Executive Committee.
- Section 4.03** Tenure. Directors shall be elected at each annual membership meeting to hold office until the next annual membership meeting, and until the Director's successor is elected and qualified, or until the Director's death, resignation or removal.
- Section 4.04** Resignation. A Director may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective upon receipt or at a later time designated in the notice. A successor shall be appointed as provided in Article 4.06 of the bylaws.

- Section 4.05** Removal. Any Director may be removed with or without cause by a majority vote of the members entitled to vote at an election of Directors.
- Section 4.06** Executive Committee Vacancies. A vacancy on the Executive Committee may be filled with a person selected by the affirmative vote of a majority of remaining Directors of the Executive Committee, though less than a quorum of the Executive Committee, unless filled by proper action of the members. Each person so elected shall be a Director for a term of office equaling the unexpired term of his predecessor.
- Section 4.07** Regular Meetings. At least one meeting of the Executive Committee shall be held prior to the Spring meeting of members. The Executive Committee may provide by resolution the time and place, either inside or outside the State of Michigan, for holding additional regular meetings of the Executive Committee without other notice than such resolution.
- Section 4.08** Special Meetings. Special meetings of the Executive Committee may be called by the Chair or any two Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in writing at least ten days before the meeting.
- Section 4.09** Statement of Purpose. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Executive Committee need be specified in the notice for that meeting.
- Section 4.10** Waiver of Notice. The attendance of a Director at an Executive Committee meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- Section 4.11** Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Article constitutes presence in person at the meeting.
- Section 4.12** Quorum. If a majority of the Directors is physically present, this shall constitute a quorum for the transaction of any business at any meeting of the Executive Committee. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Executive Committee. If less than a majority of the Directors are physically present at said meeting, a majority of the Directors physically present may adjourn the meeting without further notice. A quorum cannot be constituted in whole or in part by written proxies.

Section 4.13 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to Executive Committee authorization may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Executive Committee's proceeding.

Section 4.14 Compensation. Directors shall not receive payment for services as Directors, or any other payment in any other capacity, from the Corporation, except that a Director may receive reimbursement for reasonable out-of-pocket expenses incurred on behalf of the corporation upon submitting adequate documentation in support of such expenses.

Article V. OFFICERS

Section 5.01 Number. The offices of the Corporation shall be a Chair, Chair-Elect, Chair-Past, Secretary, Treasurer, Delegate(s) to the House of Delegates, and such other offices as elected in accordance with this Article. The Executive Committee may elect or appoint such other officers, including one or more Assistant Secretaries and Assistant Treasurers as desirable, such officers to have authority and perform duties set forth by the members. Two or more offices may be held by the same person, except Chair and Secretary, and such person shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the Executive Committee to be executed, acknowledged or verified by two or more officers.

Section 5.02 Terms of Office. Each elected officer shall serve for a term of one (1) year, except the Delegate(s) as specified herein Article 5.10. The term of office shall start January 1 and terminate December 31, except as noted herein Articles 5.03 and 5.10. Each officer shall be permitted to succeed himself, except for the Chair, Chair-Elect and Chair-Past. These three officers shall not be eligible for re-election to Chair-Elect until one year has elapsed following the last term of office. The succession of Delegate(s) to the House shall be as provided for in Article 5.10. In the event that the office of the Chair becomes vacant, the Chair-Elect shall automatically become the Chair for the remainder of the term, and shall then serve his/her own term as Chair. The Chair shall appoint a successor to the position of Chair of the Education Committee. In the event that the office of Chair-Elect becomes vacant by other than the Chair-Elect becoming Chair (as noted in this Article), the Nominating Committee shall provide a list of possible candidates. The selection shall be made at the next regularly scheduled meeting by a poll of voting Members, provided a quorum is in attendance. In the event no quorum is obtained, the Executive committee shall vote on possible candidates as specified by the Nominating committee, provided a quorum of the Executive Committee is present. If a vacancy occurs in any other office or committee chair, the Chair shall appoint a successor for the remainder of the term. The only exception shall be if the vacancy is the current Delegate(s) and there is a

current Delegate-in-Training. In that case, the Delegate-in-Training shall immediately assume the position of Delegate, and complete the term of the vacant position. Such an appointee shall be eligible for election to any office at the end of that term. The term of office of all committee appointees shall be one year unless otherwise specified by these bylaws.

Section 5.03 Election of Officers.

- 5.03.01 Election shall be by mail ballot, by e-mail ballot, or by electronic voting from the Michigan section page on the AACC web site. The Secretary shall distribute to the membership by November 1st of each year a suitable ballot showing the offices to be filled and the nominees for each office. In addition, each office shall have provision for write-in votes.
- 5.03.02 Nominees shall be those selected by the Nominating Committee as well as those submitted to the Nominating Committee or those nominated from the floor by the membership at the annual Fall meeting.
- 5.03.03 All nominees must have agreed before the election to serve if elected.
- 5.03.04 Ballots shall be collected by the Secretary, and jointly tabulated by the Secretary and Chair-Elect.
- 5.03.05 The deadline for the receipt of ballots by the Secretary shall be November 8. The Association Secretary shall be informed of the results by November 15.
- 5.03.06 The nominee for each office receiving a plurality of valid votes shall be elected. In the event of a tie, the selection shall be made at the next regularly scheduled meeting by a poll of voting members, provided a quorum is in attendance. In the event that an officer is not elected by January 1, the officer in that office on December 31 shall continue to serve until relieved by the duly elected officer.
- 5.03.07 Resignation of officers, with exception of the Chair, shall be submitted in writing to the Chair. The resignation of the Chair shall be submitted, in writing, to the Executive Committee, and upon acceptance, the Chair-Elect shall assume the office of Chair. Notification of any resignation shall be made to the membership by the Executive Committee.

Section 5.04 Removal of Officers. In the event that an elected officer does not perform his designated duties to the satisfaction of the membership, the Executive Committee shall have the power to call a meeting of the Executive Committee to deal with the replacement of this officer by a more capable or willing individual.

Section 5.05 Chair. The Chair shall be the chief executive officer of the Corporation, and shall have authority over the general control and management of the

business and affairs of the Corporation. The Chair, with the Secretary or any other officer authorized by the Executive Committee, may sign all corporate documents and agreements on behalf of the Corporation, except in cases where signing and execution is expressly delegated by the Executive Committee, these bylaws, or statute to another officer or agent of the Corporation. The Chair shall see that all actions taken by the Executive Committee are executed, and shall perform all other duties incident to the office. This is subject, however to the Chair's right and the right of the Executive Committee to delegate any specific power to any other officer of the Corporation. Other duties shall be as follows: appoint the chair of all ad hoc committees; be an ex-officio member of each committee, excluding the Nominating Committee; and also serve as, or so designate, an Alternate-Delegate in any year in which there is not an elected Delegate-in-Training.

Section 5.06 Chair-Elect. The Chair-Elect shall serve for one year in effect as Vice-Chair, and be designated as Chair for the following year. Duties include: presiding at meetings in absence of the Chair; acting for the Chair in case of absence or disability; serving as chair of the Education Committee; and assisting the Secretary in the tally of the election ballots.

Section 5.07 Chair-Past. The Chair-Past shall serve for one year after term as Chair. Duties shall be as follows: to function as Chief Editor for the Michigan Section Newsletter. This will encompass soliciting members for articles, editing articles, preparing them for publication in the Michigan Section Newsletter. The Editor handles all aspects of maintaining the publication; to serve as a member of the Michigan Section Awards Committee; and to serve on the Education Committee.

Section 5.08 Secretary. The Secretary shall be responsible for providing notice to each Member or Director as required by law, the Articles of Incorporation, or the bylaws; be the custodian of Corporate records; keep a register of the names and addresses of each member, Officer and Director; distribute ballots and election results to the members; receive and tally election ballots with the Chair-Elect; notify AACC of election results; keep minutes of all meetings of the members and the Executive Committee, submit all such minutes for approval at the next subsequent meeting, maintain permanent records of all such minutes, and transmit them to the succeeding Secretary; and perform all duties incident to the office and other duties assigned by the Chair or the Executive Committee.

Section 5.09 Treasurer. If required by the Executive Committee, the Treasurer shall give a bond for faithful discharge of duties in such sum and with such sureties as the Executive Committee orders. The Treasurer shall have charge and custody over corporate funds and securities; keep accurate books and records of Corporate receipts and disbursements, and present a financial statement at official meetings; deposit all monies and securities received by the Corporation at such depositories in the Corporation's

name that may be designated by the Executive Committee; complete all required Corporate filings; and perform all duties incident to the office and other duties assigned by the Chair or the Executive Committee.

Section 5.10 Delegate(s) to House of Delegates. Delegate(s) to the House of Delegates shall represent the Section at meetings of the House of Delegates of the Association. Delegates shall serve a term of three (3) years as specified by the bylaws of the Association, and shall be elected in the manner described in Article 5.03. The number of delegates is specified by the Association based upon the number of members of the Association assigned to the Section. If more than one Delegate is authorized by the Association, then the Delegates shall be elected in a fashion such that the terms of office be staggered by at least one year. If an additional Delegate is authorized for the Section in a year during which a previous Delegate position is to be elected, then the additional Delegate shall serve a single one (1) year term with the option of a single succession for a three (3) year term. No Delegate shall serve more than two (2) successive three (3) year terms. All Delegates shall be elected one (1) year prior to the commencement of their three (3) year term, and serve a one (1) year term as Delegate-in-Training. If a regular Delegate cannot attend a scheduled meeting of the House of Delegates, then the Delegate-in-Training will serve as the Alternate-Delegate. The Delegate-in-Training will attend all House of Delegate meetings on behalf of the Michigan Section as a non-voting representative. The Section will financially assist the Delegate-in-Training during this one (1) year period for travel, room and Executive Committee to House of Delegates meetings.

Article VI. STANDING COMMITTEES

Section 6.01 Education. This committee shall consist of the Chair-Elect, Chair-Past, Program Chair and Membership Chair. Additional members at large will be selected by the committee chair. Its function shall be to provide continuing education programs.

Section 6.02 Membership. This committee shall consist of a chair elected in the manner described in Articles 5.02 and 5.03. Additional members may be added at the chair's discretion. Its function shall be to encourage growth of the membership and attendance at the scientific sessions.

Section 6.03 Nominating Committee. This committee shall consist of a chair elected in the manner described in Articles 5.02 and 5.03, and two or more members-at-large selected in conjunction with the chair. Its function shall be to provide, at the annual Fall meeting, a slate of candidates for the elected offices as described in Articles 5 and 6, assess interest among local Section members for the nomination of candidates, for National Office and National Awards, and respond to invitations from the National Office for nominees. This committee shall prepare all necessary

supporting bibliographical information for any local Section member nominated as a candidate for National Office or National Awards.

Section 6.04 Professional Relations. This committee shall consist of a chair elected in the manner described in Articles 5.02 and 5.03. Additional members may be added at the chair's discretion. Its function shall be to keep informed on legislative action involving laws and regulations pertaining to Clinical Chemistry at the local and national levels, and to represent the Section in legislative matters. Information concerning legislation affecting the practice of Clinical Chemistry shall be reported to the Executive Committee and membership, and where appropriate, to the Executive Director of the Association and Chair of the National Committee on Professional Relations.

Section 6.05 Michigan Section Award. This committee will consist of the Chair, Chair-Elect, and Chair-Past. They will annually select a member of the Michigan Section to receive an award entitled, "AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY" Michigan Section Outstanding Service and Recognition Award." It will be awarded to an individual selected on the following criteria:

- a) Member of the Michigan Section for at least five (5) years;
- b) Outstanding service to the Michigan Section;
- c) Outstanding service to AACC;
- d) Active supporter of the Michigan Section;
- e) Research and publications in Clinical Chemistry;
- f) National recognition as a Clinical Chemist.

Section 6.06 General Powers. A committee designated by the Executive Committee may exercise any powers of the Executive Committee in managing the Corporation's business and affairs, to the extent provided by resolution of the Executive Committee. However, no committee shall have the power to:

- a) amend the articles of incorporation;
- b) adopt an agreement of merger or consolidation;
- c) amend the by laws of the Corporation;
- d) fill vacancies on the Executive Committee;
- e) fix compensation of the Directors for serving on the Executive Committee or on a committee;
- f) recommend to members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- g) recommend to the members a dissolution of the Corporation or a revocation of a dissolution; or
- h) terminate membership.

The designation of committee authority shall not relieve the Executive Committee or an individual Director or responsibility imposed upon it or him/her by law.

Section 6.07 Other Committees. Committees without authority of the Executive Committee may be appointed by a resolution of a majority of Directors present physically or acting by written proxy, at a meeting at which a Quorum exists. Except as provided in such resolution, members of each such committee shall be members of the Corporation, and the Chair shall appoint the members thereof. Any member thereof may be removed by the Chair whenever in his/her judgment such removal serves the best interests of the Corporation.

Article VII. CORPORATE DOCUMENT PROCEDURE

Section 7.01 Contracts. The Executive Committee may authorize any Officer(s) or Agent(s) of the Corporation, in addition to Officers authorized by these bylaws, to execute a contract or other instrument in the name of an on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 7.02 Checks, Drafts, etc. All checks, drafts or orders for payment of money notes or other evidences of indebtedness issued in the Corporation's name shall be signed by the Corporation's Officer(s) or Agent(s) in such manner as determined by the resolution of the Executive Committee. Absent such resolution, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair or Chair-Elect.

Section 7.03 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as the Executive Committee selects.

Section 7.04 Gifts. The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Article VIII. INDEMNIFICATION

Section 8.01 Non-derivative Actions. Subject to all of the other provisions of this article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or Officer of the Corporation, or who was or is serving at the request of the corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and

reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 8.02 Derivative Actions. Subject to all of the provisions of this article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is serving at the request of the Corporation, or (b) the person was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fee(s) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 8.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

Section 8.04 Contract Right: Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a Director or Officer as an employee or agent of the Corporation, as well as in such person's capacity as a Director or Officer. Except as

provided in Section 8.03 of this article, the Corporation shall have no obligations under this article to indemnify any person in connection with any proceeding or part thereof, initiated by such person without authorization by the Executive Committee.

Section 8.05 Determination that Indemnification is Proper. Any indemnification under Sections 8.01 or 8.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 8.01 or 8.02, whichever is applicable. Such determination shall be made in any of the following ways:

- a) by a majority vote of a quorum of the Executive Committee, consisting of Directors who were not parties to such action, suit, or proceeding.
- b) If the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- c) by independent legal counsel in a written opinion.
- d) by the members.

Section 8.06 Proportionate Indemnity. If a person is entitled to indemnification under Sections 8.01 and 8.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 8.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 8.01 or 8.02 of this article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 8.08 Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 8.09 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Executive Committee, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to

the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation.

Section 8.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a Director or Officer, and shall inure to the benefit of the heirs, executors, and administrators of that person.

Section 8.11 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, Officer, Employee, or Agent of the Corporation, or (b) was or is serving at the request of the Corporation as a Director, Officer, Employee, or Agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have power to indemnify against such liability under this article or the laws of the State of Michigan.

Section 8.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

Article IX. BOOKS AND RECORDS

Section 9.01 Keeping Books and Records. The Corporation shall keep correct and complete accounting books and records and minutes of meetings of members, Executive Committee and committees having any authority of the Executive Committee; and shall keep at its registered or principal office a record of names and addresses of members entitled to vote. Such books and records may be inspected at the Corporation's office by any member, his agent or attorney, for any proper purpose at any reasonable time, upon written request, stating the purpose thereof, to the Corporation at least ten days before the desired inspection.

Section 9.02 Sending Report to AACC. The Corporation shall submit to AACC by June 30 of each year a copy of its annual financial statements prepared in accordance with generally accepted accounting principles for the previous year and a copy of the annual report filed with its state of incorporation to maintain its good corporate standing in that state.

Article X. DUES

Section 10.01 Annual Dues. The Executive Committee may determine the amount of annual dues, if any, payable to the Corporation by members of each class.

Section 10.02 Payment of Dues. Dues, if any, shall be payable in advance on the first day of January of each year. Dues of a new Member shall be prorated from the first day of the month in which such new Member is elected to membership, for the remainder of the year.

Section 10.03 Default and Termination of Membership. When any member of any class defaults in payment of dues for six months from the beginning of the period for which such dues became payable, his membership in the Corporation may thereupon be terminated by the Executive Committee as provided in Article II of these bylaws.

Article XI. FISCAL MATTERS

Section 11.01 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 11.02 Section Termination. In the event that the activities of the Section are terminated, all funds remaining after the payment of all debts shall be forwarded to the Association. In no event shall any funds of the Section inure to the monetary benefit of any member of the Section during the life of the Section or after its termination.

Article XII. AMENDMENTS

These by laws may be amended by mail vote or by voice vote at a Section business meeting. Proposed amendment(s) shall become effective at the time specified; upon receiving a two-thirds affirmative vote of all ballots cast. Written notice of proposed changes in this document must be available to all members not less than 30 days nor more than 60 days prior to the meeting where these changes are to be considered.

Article XIII. CONFLICTS WITH AACC BYLAWS

If conflicts arise between these bylaws and those of the AACC, the bylaws of the AACC shall govern.

Adopted by the Executive Committee on the 33rd day of 2008.

JOHN M WILSON
Chair

Elizabeth Sykes
Secretary