

# **BYLAWS OF ST. CLAIR COUNTY ASSESSORS ASSOCIATION**

## **ARTICLE I OFFICES**

**1.01 *Principal Office.*** The principal office of the association shall be at such place within the state of Michigan as the board of directors may determine from time to time.

## **ARTICLE II MEMBERS**

**2.01 *Membership Levels.*** The membership of this association shall be of three levels: Regular, Honorary, or Associate

**Regular Membership:** To qualify for regular membership, a member must be any assessing officer and/or an employee of any department, commission, board, bureau, or agency of the State of Michigan, county, city, village or township who has duties that are directly concerned with assessment administration in the State of Michigan. Only regular members may serve on the Board of Directors and place votes in accordance with these Bylaws.

**Honorary Membership:** Honorary memberships may be given to those persons who have given distinguished service as determined by the Board in the field of assessment administration. Honorary memberships shall be given after two regular members nominate a candidate and the nomination is approved by a majority vote at any member meeting.

**Associate Membership:** To qualify for associate membership one must not qualify as a regular membership but is interested in the field of assessment administration.

- 2.02 *Membership Dues.*** The board of directors shall establish the initial and annual dues for membership in the association. The billing and collection of dues shall be in a manner prescribed by the board of directors. Honorary members are exempt from paying membership dues. All membership dues shall be due by *April 1<sup>st</sup>* of each year.
- 2.03 *Termination of Membership.*** Membership may be terminated by the board of directors on the occurrence of any of the following events:
- (a) Failure to pay dues within 180 days after written notice of payment due. (b) Upon a determination of good cause for termination by the Board of Directors.
- 2.04 *Annual Membership Meeting.*** The annual *membership* meeting of the members shall be held in February of each year on a date and time to be determined by the Board of Directors. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.
- 2.05 *Special Meetings.*** Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.
- 2.06 *Place of Meetings.*** All membership meetings shall be held at any place determined by the board of directors and stated in the notice of the meeting.
- 2.07 *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, by mail, or by email to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the association. Alternatively, notice may be published in the association's newsletter and/or Website and/or Facebook

page, if any, 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.

- 2.08 *Record Dates.*** The board of directors 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.
- 2.09 *List of Members.*** The secretary of the association or the agent of the association having charge of the membership records of the association shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.
- 2.10 *Quorum.*** Unless prohibited by law, there shall be no quorum requirement. The sum total of members appearing at each meeting shall have the powers to transact business at that meeting, unless otherwise prohibited by these bylaws.
- 2.11 *Proxies.*** A member entitled to vote at a membership meeting shall do so only if physically present at the meeting. No member may authorize other members or persons to act for an absent member by proxy.
- 2.12 *Voting.*** Each regular member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing *in person*. 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.

### ARTICLE III

#### BOARD

- 3.01 *General Powers.*** The business, property, and affairs of the corporation shall be managed by the board of directors.
- 3.02 *Number.*** There shall be not less than three (3) nor more than five (5) directors on the board as shall be fixed from time to time by the board of directors.
- 3.03 *Tenure.*** Directors shall be elected *for a two-year term beginning with year 2020. Elections will take place at the annual membership meeting to hold office until the next election at that year's annual membership meeting or* and until the director's successor is elected and qualified, or until the director's death, resignation, or removal.
- 3.04 *Resignation.*** A director may resign at any time by providing written notice to the association. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.
- 3.05 *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.
- 3.06 *Board Vacancies.*** A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.
- 3.07 *Annual Membership Meeting.*** An annual *membership* meeting shall be held each year *in February with elections held every two years beginning with year 2020.* If the annual *membership* meeting is not held at that time, the board shall

cause the meeting to be held as soon thereafter as is convenient.

- 3.08 *Regular Meetings.*** Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.
- 3.09 *Special Meetings.*** Special meetings of the board may be called by the president 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 any manner at least three days before the meeting.
- 3.10 *Statement of Purpose.*** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.
- 3.11 *Waiver of Notice.*** The attendance of a director at a board 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.
- 3.12 *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 section constitutes presence in person at the meeting.
- 3.13 *Quorum.*** A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors' present at a meeting where a quorum is present shall constitute authorized actions of the board.
- 3.14 *Consent to Association Actions.*** Any action required or permitted to be taken pursuant to board 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 board's proceeding.**

#### **ARTICLE IV COMMITTEES**

**4.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.**

**A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. 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 bylaws of the corporation;**

**(d) fill vacancies on the board; or**

**(e) fix compensation of the directors for serving on the board or on committee.**

**(f) recommend to members the sale, lease, or exchange of all or substantially all of the association's property and assets;**

**(g) recommend to the members a dissolution of the association or a revocation of a dissolution; or**

**(h) terminate memberships.**

**4.02 *Meetings.*** Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

**4.03 *Consent to Committee Actions.*** Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

## **ARTICLE V OFFICERS**

**5.01 *Number.*** The officers of the association shall be *voted by the general membership of all members in good standing at the annual membership meeting as referred to in Article 3.07.* The officers shall be a president, a secretary, and a treasurer. There may also be a vice president and such other officers as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may be held by the same person, but 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 board to be executed, acknowledged, or verified by two or more officers.

**5.02 *Term of Office.*** Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

**5.03 *Removal.*** An officer *elected* to the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract

rights, if any. Appointment to an office does not of itself create contract rights.

**5.04 *Vacancies.*** A vacancy in any office for any reason may be filled by the board.

**5.05 *President.*** The president shall be the chief executive officer of the association and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incidental to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation.

**5.06 *Vice President.*** The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incidental to the office.

**5.07 *Chairperson.*** The president shall preside at all board meetings. The president shall have the power to perform duties as may be assigned by the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The chairperson shall perform all duties incidental to the office.

**5.08 *Secretary.*** The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each



member or director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of association records; (d) *provide membership applications to and* keep a register of the names and addresses of each member, officer and director; and (e) perform all duties *incident/* to the office and other duties assigned by the president or the board.

**5.09 *Treasurer.*** The treasurer shall (a) have charge and custody over association funds and securities; (b) keep accurate books and records of association receipts and disbursements; (c) deposit all moneys and securities received by the association at such depositories in the association's name that may be designated by the board; (d) complete all required corporate filings; (e) *provide a monthly income/expense statement to the Board;* and (f) perform all duties incident to the office and other duties assigned by the president or the board.

## **ARTICLE VI CORPORATE DOCUMENT PROCEDURE**

All association documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

## **ARTICLE VII INDEMNIFICATION**

**7.01 *Non-derivative Actions.*** Subject to all of the other provisions of this article, the association 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 association). Such indemnification shall apply only to a person who was or is a director or officer of the association, or who was or is serving at the request of the association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic association, 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.**

**7.02 *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, 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 a director or officer 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 fees) 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 association 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 association 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.**

**7.03 *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.**

**7.04 *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 association as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the association 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 board.**

**7.05 *Determination That Indemnification Is Proper.*** Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The association 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 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board 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.

**7.06 *Proportionate Indemnity.*** If a person is entitled to indemnification under sections

7.01 or 7.02 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 association 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.

**7.07 *Expense Advance.*** Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the association 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.

- 7.08 *Non exclusivity 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 association. 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.
- 7.09 *Indemnification of Employees and Agents of the Association.*** The association may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the association 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 association.
- 7.10 *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.
- 7.11 *Insurance.*** The association may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the association or (b) was or is serving at the request of the association as a director, officer, employee, or agent of another association, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the association would have power to indemnify against such liability under this article or the laws of the state of Michigan.
- 7.12 *Changes in Michigan Law.*** If there are any changes in the Michigan statutory provisions applicable to the association

**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 association to provide broader indemnification rights than such provisions permitted the association to provide before any such change.**

## **ARTICLE VIII COMPENSATION**

**When authorized by the board, a person shall be reasonably compensated for services rendered to the association as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.**

## **ARTICLE IX FISCAL YEAR**

**The fiscal year of the corporation shall end on December 31.**

## **ARTICLE X USE OF FUNDS AND DISSOLUTION**

**The association shall use funds only in the manner prescribed by the governance of this association in these bylaws. At no time shall association assets inure to the personal benefit of any member. Should the association be dissolved, any assets owned by the association at the time of dissolution shall be distributed to the Michigan Assessors Association.**

## **ARTICLE XI AMENDMENTS**

**The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the**

**proposal has been given in accordance with any notice requirement for such meeting of the board.**

**11.01 Amendments made and approved  
and on the 13 day of February, 2020.**

