

SUMMARY OF CHANGES ON PROPOSED BYLAWS FOR CPC

Item 1 - Minor Grammatical, Format and Abbreviations

- We are changing pronouns to they/them for the purpose of being inclusive to all and whichever pronoun they identify for themselves.
- Capitalize, define and put link to Policy Governance Handbook (rather than prior “CPC Handbook”
- Standardized term “Bylaws” rather than spelled hyphen etc.
- Updating references to Circle Pines Center as Circle Pines Center or abbreviation CPC where appropriate and to standardize.
- Adding/updating all abbreviation conventions such as Board of Directors (Board), this way we can remove “hereafter referred to as” statements.
- Items changed include correcting grammar, formatting of numbering and other typos/minor items.
- Updating Article and Section numbering
- Added Section headers/names (such as Section 6. Suspension

Item 2 - Reorganization of Sections

- Reorganized Sections to remove duplicative information and for readability.
- Moved the following sections:
- Article IV Section 3.1 moved from old Article IV Section 1, and other various places within bylaws where references to rights were listed
- Article V Meeting of Members (information moved from old Article IV Sections #
- Article VIII Section 3 - no change moved from another location

Item 3 - Definitions Section Added

- Adding Article III Definitions section (entirely new)

Item 4 - Article IV Membership

- Section 1.1 Condense Eligibility Requirements into one section (no change)
- Section 3.1 Member Rights listed in one location in bulleted format (no change just moved into one place see item #2 reorganization above)
- Section 5 Resignation (of membership) added to reflect best practice.

Item 4.1 Article IV Membership

- Section 1.2 Clarify that the Executive Director is a member by nature of position and when said position is over, so is the membership (unless goes through same process as others). (new)

- Section 2 & 3.2 Change Financial Support to refer to Rates section, maintain low income option but moved to rates section. Removing the actual membership dues (from Membership section) amount from the bylaws and identifying that dues increases will be approved by the membership during the meetings (rates section). *This way we don't need a bylaws amendment to increase dues but it still remains in the hands of the membership.*
- (old) Section 7 Removing temporary information related to adopting the membership rate change in 2018.

Item 5 - Meetings of Members Article V

- New Article with all meeting/voting information condensed in it.
- Section 1 & 2 - No change of regular or special meeting definitions except
 - Meetings may be virtual in a method where participants can communicate during the meeting.
- Section 3 - Collapsed all Notice of Meetings information into one location.
 - Section 3.1 & 3.2 - Added the ability to receive an electronic meeting notices (opt in with receipt ability)
 - No other changes
- Section 4 -Certification of quorum
 - Virtual participants are treated the same as in person for quorum.
- Section 5 - Voting/Elections
 - Reorganize the voting section for clarity. Election process was difficult to read through. Committee duties are in Committee section, Board and other election process in Voting/Elections section
 - Combined election information for board, nominating & election committee
 - Meeting participation (in person or virtual) will be required for all votes except the Board of Directors where an absentee ballot is allowed. *Really no change other than to add in virtual participation of a meeting.*

[Michigan Compiled Laws Chapter 450 - Corporations Act 162 of 1982 Nonprofit Corporation Act Section 450.2407](#) Michigan permits nonprofits to conduct remote and virtual meetings contingent on the bylaws. Updating the bylaws to allow virtual meetings. Participation at a meeting will be defined as in person or virtually (Definitions).

- Added electronic voting. Voting by members for the CPC Board may be done by absentee ballot (already exists) while all other votes will be done during the meeting (not changing) however virtual participants are considered able to vote and count towards quorum.

[Michigan Compiled Laws Chapter 450 - Corporations Act 162 of 1982 Nonprofit Corporation Act 450.2404](#) Adding in the ability to vote remotely under certain circumstances.

- Change timeframes for absentee voting. Set a deadline for Board slate to be produced 10 days before, absentee ballots (paper) will go out then, with the ability to manually add floor nominations. Election will be certified 10 days after the election. Absentee or Participant voting for the Board may be done electronically. *This is to facilitate the transition of the Board and better communication with members. Also it is to move CPC into a more efficient voting process. Most of the members who voted, voted electronically in the last two elections.*
- Floor nominations require three supporting votes (motion and two supports or 3 supports) to reflect the way the slate will be produced.
- Additionally changes allow the board to vote electronically between meetings, provided there is unanimous response to having received the motion. (CITE SECTION)

Item 6 - Board Composition

- Change minimum age for Board Members as they must be 16 and no more than a 2. **Michigan Compiled Laws Chapter 450 Corporations > Act 162 of 1982 Nonprofit Corporation Act > Chapter 5 Nonprofit Corporation Act § 450.2501a.** Board of directors; minimum age; requirements.... the internal revenue code of 1986 may include 1 or more directors on its board who are 16 or 17 years of age as long as that number does not exceed 1/2 the total number of directors required for a quorum for the transaction of business....
- All nonprofits are governed by a board of directors, a group of volunteers that is legally responsible for making sure the organization remains true to its mission, safeguards its assets, and operates in the public interest. The board is the first line of defense against fraud and abuse. As such the CPC Board is responsible for policies the staff, volunteers and members are enacting. To that end:
 - Clarify that the Executive Director is a non voting member of the board by nature of position.
 - Add the ability for the board to fill vacancies til next membership meeting if needed - if that is what we decide (could set a limit). May - unanimous vote - 2 limit.

Item 6 - Nomination

- Clarified the expectation that the nominating committee submit a slate for the board election and are supporting those candidates.
- Floor nominations for the board must have 3 supporting their nomination to mimic the nomination committee's support.

Item 7 - Cooperative Fiscal Policy Article VIII

- Moved from Article VI mostly
- Corrected grammar on some sections
- Section 3 - moved from Section 6 (no change)
- Section 5.1 - Rates statement was in 2018 bylaws but contradicted the defining of the rate dues. (no change)
- Section 5.2 - Give authority to ED to set usage (event, rental etc) rates with approval by the board during the budget process. Before it was the board's authority.
- Section 6 expanded what “earnings” can be used for.

Item 8 - Special Earmarked Funds- Article VIII Section 7

- Removed Memorial Endowment Fund which does not exist
- Added that should another Endowment fund be opened it must follow the same policies
- Tweaked language and condensed language (no changes)
- Section 7.2 Added that it is the Boards responsibility to have a gift acceptance policy *(goes hand in hand with the use of restricted gifts rather than endowment funds indicated in previous bylaws)*.
- Section 7.1.1 Spelled out Fund Managers policy authority and connection to board reporting. *Substantively in bylaws before but pulled out as a duty.*

Item 9 - Indemnification - Article IX

- Added - per recommendation of Columinate consultant. “Indemnification” means that the organization relies on its own resources to pay board members’ legal costs for claims that result from board service. The State of Michigan allows nonprofits to place in their bylaws. In addition CPC has Directors and Officers insurance.

Item 10 - Bylaw Amendments - Article X

- Added virtual participation for voting
- Clarified must participate in meeting to vote
- Clarified $\frac{2}{3}$ vote (originally in another section no change).

Item 11 - Dissolution of Organization - Article XI

- Clarified $\frac{2}{3}$ vote (originally in another section no change).
- Added “if they are also organizations which support or provide education or assistance to cooperatives” to type of nonprofit CPC would give assets to.

The Bylaws of Circle Pines Center

This document is intended to accurately reflect the current bylaws of Circle Pines Center. In case of any discrepancy, the bylaws held in writing at Circle Pines Center should be considered correct.

Circle Pines Center

Incorporated under the Not-for-Profit Laws of the state of Michigan

BYLAWS

As amended October 21, 1951; October 18, 1953; June 1, 1958; May 29, 1960; October 20, 1962; May 30, 1964; May 29, 1965; May 27, 1967; October 19, 1968; October 8, 1972; May 27, 1979; October 7, 1979; October 12, 1980; May 24, 1981; May 29, 1983; October 9, 1983; October 7, 1984; October 11, 1987; May 27, 1990; May 26, 1996; October 18, 1997; May 24, 1998; May 24, 1999; May 30, 1999; May 30, 2004; May 28, 2006; May 25, 2008; May 28 2018;

ARTICLE I—NAME AND PLACE OF BUSINESS

Section 1. The name of this organization is and shall be Circle Pines Center (CPC).

Section 2. The principal place of business of this organization shall be at Circle Pines Center, located in Barry County, Michigan, Post Office: 8650 Mullen Road, Delton, Michigan 49046.

ARTICLE II—PURPOSE OF THE ORGANIZATION

Section 1. The object for which this society is formed is to create, establish and maintain a center of cooperative culture and education in the United States, including a camp for the purpose of teaching through education, demonstration and otherwise, the superior advantages of cooperation as a way of life. The educational program shall be in accordance with the Rochdale Principles of consumer cooperation.

ARTICLE III - DEFINITIONS

Meeting Participation - Members may be counted as “present” for quorum and all other purposes, if they are able to participate in the meeting virtually, by a means that allows them to fully participate.

Policy Governance Handbook - The policy governance handbook maintains all Circle Pines Center governance policies, limitations and ends. It also contains adopted committee policies and membership structure information.

Staff - For the purposes of the bylaws, staff may include persons employed, contracted or doing operational work for the organization. Volunteers or work trade doing seasonal or year-round work support the operational activities of the organization.

Sent - via postal service or electronic means

Virtual Meeting - Meeting in a manner that allows members to fully participate but not in person.

ARTICLE IV—MEMBERSHIP

Section 1. Eligibility for Membership.

Section 1.1 Any person may become a member of the cooperative by submission of an application, agreement with the goals and purposes of CPC, endorsement by another member, acceptance by the Board of Directors (Board), and annual financial support.

Section 1.2 The Executive Director shall become a member by nature of their position. Upon employment separation the normal membership process must be followed.

Section 2. Financial Support.

Members must enter into a monthly or annual commitment of financial support consistent with Circle Pines Center's existing Annual Membership Dues rates (Article VIII Section 5).

Section 3. Member Rights / Democratic Government.

Section 3.1 Governance of this society shall be vested in the voting members their rights to be exercised in:

- the annual election of members of the Board;
- the annual election of the Nomination and Election committees;
- the setting of membership dues at the regular semi-annual membership meetings;
- the voting on bylaw amendments;
- such special membership meetings or meetings as may be called and constituted in accordance with these bylaws;
- the nomination of elected Board or Committee members;
- the signing of a petition of initiative;
- the signing of petition for and the voting in a referendum;
- and the signing of a petition for and the voting in a recall election.

Section 3.2 Only (active) members who are current in payments (Article VIII Section 5) on their membership shall be entitled to vote, provided that they have attained the age of 14 years, and to participate in all other democratic rights of membership.

Section 4. Work for the Cooperative. The performance of work for the cooperative beyond the normal housekeeping chores while at the CPC is strongly encouraged of membership. Acceptable work shall be performed either at or away from the CPC, as defined by the Board.

Section 5. Resignation. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Section 6. Membership Suspension.

Section 6.1 The Board may suspend a member from participation of membership rights by written notice to such member not less than 30 days before the next regular or special membership meeting, and recommend their expulsion for conduct detrimental to the aims and purposes of CPC.

Section 6.2 Such members shall stand suspended until the next regular or special membership meeting shall have acted upon the Board's recommendation for their expulsion, which shall be the first order of business upon the agenda.

Section 6.3 A member may be expelled from membership only by a two-thirds ($\frac{2}{3}$) vote of the membership meeting. However, such expulsion shall not be effective until the CPC, as a condition thereto, shall have repaid all payments made on their membership since the suspension was implemented.

Section 7. Refunds.

No part of any membership shall be returnable, except as specified in Article IV, Section 6.3.

ARTICLE V--MEETINGS OF MEMBERS

Section 1. Regular Meetings.

Section 1.1 There shall be two regular membership meetings each year, to be held at Circle Pines Center and/or virtually on the Saturday or Sunday immediately before or after October 15, and during the week which includes the Memorial Day holiday.

Section 1.2 At these meetings there shall be financial and other reports, and any business of the organization may be transacted, except that in bylaw amendment, action shall be taken only in accordance with the provisions of Article V, Section 3.

Section 2. Special meetings.

Upon order by the Board of Directors, or upon a petition signed by ten (10) percent of the voting members, the Secretary shall call a special membership meeting.

Section 3. Notice of Meetings.

Section 3.1 The Secretary shall assure a notice of the regular annual or special membership meetings shall be sent by mail or electronic means to all members not less than thirty (30) days before the date of the meeting; it shall:

- tell the time and place of the meeting and

- include the total number of voting members as certified by the Secretary (Article V, Section 4) and
- the substance of any amendment to the bylaws or
 - the proposed business for adoption at that meeting or
 - the nature of a referendum or recall election and the question to be determined

Section 3.2 All electronic notices shall be agreed upon in advance by each member and sent by a method that produces a notice of receipt to the sender.

Section 3.3. No bylaw amendments, referendums, recalls or proposed business that was not notified as outlined in Article V, Section 3.1 may be adopted by that meeting.

- Proper notice shall be assumed unless a member provides to the Board Secretary or Chair an objection to the notice in writing *at or prior* to the meeting.

Section 4. Certification of Quorum.

Section 4.1 At the time of sending out the notice for the regular annual meeting, special meeting, referendum, petition or recall, the Secretary of the organization shall confirm the total number of the voting members to be used to certify quorum have routine rights and;

- will publish in the notice of the meeting,
- no new member shall be admitted to voting rights until after the election
- but inactive members shall become voting members by paying the that year's annual membership dues,
- and active members becoming 14 years of age by the date of the annual meeting who TD pay their dues shall in that way become voting members.

Section 4.2 Fourteen percent (14%) of the voting members, as certified by the Secretary, shall constitute a quorum for any meeting, referendum, petition or recall, and shall serve as the basis for calculating the number of signers needed on any petition or initiative, referendum, or recall until superseded by the next different number so published.

Section 5. Voting/Elections

Section 5.1 The annual Board of Directors (Board), Nomination Committee & Election Committee elections shall be held at the Spring Membership Meeting.

Section 5.2 Board Elections

Section 5.2.1 Board candidates will be presented by the Nominating Committee (slate) in advance of the meeting (Article VI, Section 3) or by floor nomination during the meeting.

- Floor nominations will require acceptance by the nominee, and two supporting votes.

Section 5.2.2 Members may choose to vote by absentee paper ballot or by electronic transmission for the Board of Directors elections.

- *Absentee ballots must be requested no later than 10 days prior to the election.*
- Paper ballots will be created with those on the slate and sent out no later than 10 days before the election.
- Floor nominations may be added to paper ballots.
- The electronic transmission method must produce a notice of receipt to the sender.
- All methods must be secret.

Section 5.2.3 The Election Committee shall run the election including:

- Members must be in attendance at the meeting in order to vote, with the exception of those requesting an absentee ballot for the Board of Directors election.
- Active members shall vote for only as many candidates as the number of vacancies on the Board.
- Candidates receiving the highest votes shall be elected as Board members.
- The two candidates receiving the next highest vote shall be elected as alternates.
- In the case of a tie, the candidate who has been a member longer shall be declared elected and that in case of electing for less than a full term, the smallest winning plurality shall elect to the shortest term.
- Paper ballots and electronic transmitted ballots shall be accepted until ten (10) days following the membership meeting, at which time the election results shall be certified by the Election Committee.

Section 5.3 Nomination Committee Election. The annual election of the Nomination Committee shall follow the Board elections and be completed during the membership meeting.

Section 5.4 Election Committee Election. The annual election of the Election Committee shall follow the Board elections and be completed during the membership meeting.

Section 5.5 Bylaw Amendment. Upon action by the Board, or upon petition by ten (10) percent of the voting members, the Secretary of the organization shall put any proposed amendment to the bylaws on the agenda of the next semi-annual or special membership meeting, provided that the proposal has reached them in time to be included and has been included in the notice of the meeting and meets the provisions in Article X.

Section 5.6 Referendums. A referendum on any question of policy, including bylaws or amendments, may be instituted by the Board, or by petition signed by ten (10) percent of the voting members, and shall be carried out by the Secretary or the Election Committee in accordance with the previous provisions of Article V, Section 5.2.3.

Section 5.7 Recall Election. An election for the recall of a member of the Board of Directors or any other elected officer of the organization, but not the Executive

Directors(s) nor any member of the employed staff, may be called by a petition signed by ten (10) percent of the voting members.

- Such recall elections shall be run under the responsibility of the Secretary, or if they are the subject of the election, then by some person designated by the Board of Directors or by the Election Committee, in accordance with the provisions of Article V, Section 5.2.3.

Section 6.

In any case not otherwise covered by these bylaws, the approved rules for procedure as given in the latest revision of Robert's Rules of Order shall be followed.

ARTICLE VI - COMMITTEES

Section 1. Except as specified in these bylaws, all committees shall be chosen and assigned to work by the Board of Directors (Board), and they shall report as required.

Section 2. Election Committee

Section 2.1 The Election Committee shall consist of 3 elected members, 2 alternates plus the Executive Director to be elected each year for a term of 1 year. (Article IV, Section 5)

Section 2.2 Members of the Election Committee shall refrain from becoming candidates for the Board.

Section 2.3 The duty of this committee shall be to run all elections and recalls, and any referendum called by the Board in accordance with these bylaws (Article IV, Section 5).

- The Election Committee shall receive the slate from the Nominating Committee in advance of the election,
- set up the absentee and electronic transmission ballots,
- make sure that quorum is certified prior to starting the election by the Secretary,
- make sure absentee ballots are sent out by the deadline,
- and certify the election results.

Section 2.4 The committee's procedures will be reviewed annually and maintained in the Governance Policy Handbook.

Section 3. Nomination Committee

Section 3.1 The Nomination shall consist of 3 elected members, 2 alternates plus the Executive Director to be elected each year for a term of 1 year (Article IV, Section 5).

Section 3.2 Members of the Nominating Committee shall refrain from becoming candidates for the Board.

Section 3.3 The duty of this committee shall be to solicit and accept board nominations/applications and prepare a slate of endorsed candidates for the annual election of the Board to be presented in advance of the election (Article IV, Section 5).

- The Nominating Committee shall exclude from the endorsed slate any candidates who the Nominating Committee determines are not qualified for service on the Board, nor meets the composition requirements (Article VII, Section 1).
- The endorsed slate may include more candidates than the number of vacancies on the Board.
- The Nomination Committee shall make sure the Election Committee has the slate document fourteen (14) days in advance of the meeting, which will list candidates in alphabetical order, note prior board terms if any, and include sufficient information for a membership vote.

Section 3.4 The committee's procedures will be reviewed annually and maintained in the Governance Policy Handbook.

Section 4. Board Executive Committee (Officers)

Section 4.1 The duties of each office, except as specified in Article VII, Section 3, shall be the usual duties of that office and those set forth in the Policy Governance Handbook.

ARTICLE VII—BOARD OF DIRECTORS

Section 1. Composition.

Section 1.1 The Board of Directors (Board) shall consist of 12 elected members plus the Executive Director, 4 to be elected each year, and each elected member to serve a term of 3 years. In addition, two alternates shall be elected, each for a term of 1 year.

Section 1.2 The Executive Director, by nature of position only, shall serve as a fully participating non-voting member of the Board of Directors, but shall not count for quorum purposes.

Section 1.3 Candidates for the Board shall have attained the age of 16, have held membership for at least one year, and have shown interest in the activities of the CPC within the previous ten (10) years by personal participation, financial support or written letter expressing interest and;

- Board members who are either 16 or 17 shall make up no more than 2 positions on the board.
- No member shall be nominated for the Board if they have already served during the immediately preceding nine (9) consecutive years.

Section 2. Alternates

Section 2.1 First and second alternates fill vacancies on the board until the end of the filled board member's term is over.

Section 2.2 Alternates can vote at board meetings if members are absent and can be counted for a quorum.

Section 2.3 Up to two (2) vacancies, above those that the Alternates have filled, due to resignation, death, or removal may be filled temporarily by a unanimous vote of the board until the next election at which time the membership shall vote to permanently fill vacancies in accordance with standard voting procedures.

Section 3. Board Executive Committee (Officers)

Section 3.1 After the annual board election is certified, the outgoing and incoming directors shall meet to onboard the incoming board members. Thereafter the incoming board will be constituted, at which time the board will elect the officers: chairperson, vice-chairperson, treasurer, and secretary from their own membership at a minimum.

Section 3.2 The Chairperson shall serve as president of the organization. The Chair shall have such duties as the Board or the membership shall order and all duties usually pertaining to the office and those set forth in the CPC Policy Governance Handbook.

Section 3.3 The Vice-Chairperson shall assume the duties of the Chair when absent and will assume the Chair's position should the position become vacant.

Section 3.4 The Secretary shall keep all records and the minutes of all meetings of the Board and membership action, whether taken in meetings or otherwise, and shall have all duties assigned to them by these bylaws, by the Board, or membership action.

Section 3.5 The Treasurer shall have custody of all funds of the organization except those in the hands of the Executive Director and approved department heads, which they may be using to finance their day-to-day activities. They shall invest and disburse the same in accordance with the decisions and instructions of the Board. The Treasurer shall be responsible for the safekeeping of the funds entrusted to their custody and shall make a report to the Board as often as they may require and to the general membership at the twice-yearly membership meetings.

Section 3.6 Any elected board member is eligible for only one (1) officer position at any point in time.

Section 4. Responsibilities

Section 4.1 It shall be the duty and prerogative of the Board of Directors of the organization, under the authority given them by the membership and by the laws of the state of Michigan, to manage the operation of the business and work of the organization.

Section 4.2 To mitigate the impact of a potential or perceived conflict of interest the Board Members will annually sign a conflict of interest policy. The policy will be maintained in the Policy Governance Handbook.

Section 5. Board Meetings

Section 5.1 The Board of Directors (Board) shall hold a regular meeting at least once each quarter. A majority of the Board shall constitute a quorum at any board meeting.

Section 5.2 Meetings may be held in person or virtually.

Section 5.3 Special meetings of the Board may be called by the Secretary or Chair with ten days' notification of all twelve (12) Board members and Executive Director.

- Notification will be provided to the board email on file with the Chair.

Section 5.4 If a board member misses three (3) successive board meetings without sufficient reason in the judgment of the members present and constituting a quorum at the board meeting, they may declare their seat vacant by a two-thirds ($\frac{2}{3}$) vote.

Section 5.5 Should action need to be taken, the Board may vote electronically between meetings, provided there is unanimous response to having received the motion.

ARTICLE VIII - COOPERATIVE FISCAL POLICY

Section 1. The fiscal year of the organization shall be from October 1 through the following September 30.

Section 2. Following the close of each fiscal year, the Board of Directors (Board) shall prepare the annual financial statement for presentation at the Spring Membership meeting.

Section 3. An approximate income and expense report for the previous fiscal year and a balance sheet including bills receivable and bills payable shall be prepared and submitted to the active members by the time of the regular fall membership meeting.

Section 4. No mortgage, trust deed, deed in trust, or other document creating any lien, mortgage or pledge upon the real property of the organization as security for payment of any indebtedness or sale of such real property shall be executed except by authorization of a two-thirds ($\frac{2}{3}$) majority of the voting members at a duly called membership meeting, specially called meeting or by referendum. The call to said membership meeting, specially called meeting or referendum shall include an explanation of the proposed action.

Section 5. Rates

Section 5.1 Annual Membership Dues. To ensure the viability of the CPC, membership dues shall be paid monthly or annually by all members in an amount to be recommended by the Board and enacted by the membership.

Section 5.2 Site Use/Event Rates. Annually the Executive Director will recommend to the Board as part of the budgeting process.

Section 5.3 Surcharges. A surcharge in an amount to be established by the Board shall be added to the charges of the following users:

- Non-members of the cooperative
- Part-paid members who have not paid the year's current membership installment.
- Members (inactive) who have not paid the year's annual membership dues.
- The surcharge shall not apply to the immediate family of an adult whose membership and membership dues are current. The immediate family is defined as partner and dependents under the age 18.

Section 6. Any earnings of the CPC in excess of the amount necessary to conserve and improve its facilities, programs, staff pay and benefits, may be used for educational purposes or kept in reserve.

Section 7. Special Earmarked Funds

Section 7.1 The Endowment Fund (Operational) is maintained for the purpose of receiving and investing gifts, grants, legacies, etc., with only the income from such investments to be used to support the operation of Circle Pines Center.

Section 7.1.1 When the Endowment Fund is in existence, the Board shall appoint three managers from among the membership (but not currently serving members of board or staff) whose function shall be to promote, control, and oversee the operations of the fund including:

- The assets of the fund shall be maintained and controlled apart from the regular operating and capital fund of CPC.
- The managers will maintain a policy and procedure which will include an investment philosophy to be accepted by the Board annually.
- A financial report of the status of the fund shall be made to the membership annually.
- The managers may, at their discretion and in consultation with the Board of Directors, refuse to accept a gift, a contribution, or a grant which, in their opinion, would not further the purposes of the fund.

Section 7.1.2 Fund Managers may be removed from office, with or without cause, by a two-thirds ($\frac{2}{3}$) vote of the entire Board of Directors, or by a recall vote of the membership in accordance with Article V, Section 5.7 of the bylaws.

Section 7.1.3 Emergency Use of Special Earmarked Funds. The capital of the CPC Endowment Fund shall be available for expenditure, and the capital of the Memorial Fund shall be available for expenditure, other than for their designated purpose, only

if it is needed to prevent loss of the CPC property as a whole. In such a circumstance, only the amount needed to retain ownership of the property shall be expended.

Section 7.2 The Board will maintain a gift acceptance policy which outlines what gifts will be accepted, for what, if any, restricted purposes and where the funds will be kept.

Section 7.3 The Board may establish additional endowment funds with different restricted purposes as long as Section 7.1 policies are followed for said new endowment.

Section 8. Special Assessment. A special assessment may be passed at any semi-annual membership meeting by vote of the majority of the members present and constituting quorum. The special assessment may be introduced by the Board or by a petition of 10% of the membership. The proposal for a special assessment must be included in the call to the meeting sent out 30 days in advance of the meeting.

ARTICLE IX - INDEMNIFICATION

CPC shall indemnify, as fully as possible under Michigan law, any person who is made or threatened to be made a party to any threatened, pending or completed proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, because such person acted as a director or officer of CPC or because such person served at the request of CPC as a director or officer of any other enterprise, against expenses, attorney fees, judgments, fines, penalties and amounts paid in settlement which that person actually and reasonably incurs in such matter or its appeal. These indemnification rights are not exclusive of any other rights, which such a person may have. No repeal or amendment of this Article VII shall adversely affect any person's right to indemnification with respect to acts or omissions occurring before the repeal or modification.

ARTICLE X- AMENDMENT OF BYLAWS

These bylaws may be amended in the semi-annual membership meetings or in a special membership meeting, proper notice having been given, by a quorum being present and a two-thirds ($\frac{2}{3}$) majority of those voting. Members shall be counted as present for quorum and all other purposes, if they are participating (in person or virtually) during the meeting.

ARTICLE XI - DISSOLUTION OF THE ORGANIZATION

Section 1. This corporation may be dissolved only in accordance with the corporation laws of the State of Michigan under which it is chartered, and upon a vote of two-thirds ($\frac{2}{3}$) of the active members as of the notice of meeting date, which shall include membership participation or voting by electronic means. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making the provision for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the

corporation in such a manner, or to such organization, organized and operated exclusively for the charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954, if they are also organizations which support or provide education or assistance to cooperatives, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Probate Court of the County in which the principal office of the corporation is then located, exclusively for such a purpose or to such organization or organizations, as said Court shall determine, which are organized and operated for such purpose.

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