

BYLAWS OF EASTERN HIGH SCHOOL ALUMNI ASSOCIATION

ARTICLE I OFFICES

1.01 Principal Office

The principal office of the corporation shall be at Eastern High School, or as the Board of Directors may determine from time to time.

ARTICLE II BOARD

2.01 General Powers

The business, property, and affairs of the Corporation shall be managed by the Board of Directors (Board).

2.02 Number

There shall be not less than 8 nor more than 15 Directors on the Board as shall be fixed from time to time by the Board.

2.03 Tenure

Each Director of the Corporation shall hold office until the Director's death, resignation, or removal.

2.04 Eligibility

Any Eastern High School alumni who graduated shall be eligible to serve on the Board. In addition other individuals may be approved by the Board to become a member of the Board of Directors.

2.05 Resignation

Any Director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the written notice or at a later date designated in the notice. A successor shall be appointed as provided in Section 2.07 of the bylaws.

2.06 Removal

Any Director may be removed with or without cause by the remaining Board.

2.07 Board Vacancies

A vacancy on the Board may be filled with a person selected by the remaining Board.

2.08 Annual Meeting

An annual meeting shall be held each year on 2nd Tuesday of September. If the annual meeting is not held, at that time, the Board shall call for a meeting as soon as is convenient.

2.09 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 a minimum of three days before the meeting.

2.10 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.

2.11 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.

2.12 Consent to Corporate Actions

Any action required to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, a majority of the Board of Directors serving in office consent to the action in writing. Written consents can be sent by email.

ARTICLE III COMMITTEES

3.01 General Powers

The Board of Directors, by resolution, adopted by an appropriate vote of the 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, 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. The presence of a majority of committee members shall constitute a quorum and the vote of a majority of those present shall constitute authorized acts of the committee.

A committee designated by the Board may exercise any powers authorized by 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 a committee.

3.02 Meetings

Committees shall meet as directed by the Board, and shall be governed by the rules provided in Article II and III. Minutes shall be recorded at each committee meeting and presented to the Board at the next meeting.

3.03 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, a majority of the members of the committee vote on the matter and a majority of those voting are in favor of passage. Written consents shall be filed with the minutes of the committee's proceedings. Any written consent may be filed by way of email delivery.

ARTICLE IV OFFICERS

4.01 Number

The officers of the Corporation shall be appointed by the Board. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. The President shall be a voting member of the Board. Two or more offices may be held by the same person, but a person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, by the President or by the Board to be executed, acknowledged, or verified by two or more officers.

4.02 Term of Office

Each officer shall hold an office for the term appointed or until the officer resigns or is terminated. An officer may resign at any time by providing written notice to the Corporation and/or the Board. Notice of resignation is effective upon receipt or at a later time designated in the notice.

4.03 Removal

An officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. Appointment to an office does not of itself create contract rights.

4.04 Vacancies

A vacancy in any office for any reason may be filled by the Board.

4.05 President and Chair of the Board

The President shall be Chair of the Board. The position of the President 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 President, with Board approval, shall have power to appoint or discharge 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 performed with or by some other officer. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident 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.

4.06 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 all duties of the office.

4.07 Secretary

The Secretary shall

- (a) Keep minutes of all Board meetings;
- (b) Be responsible for providing notice to each Director as required by law, the Articles of Incorporation, or these bylaws;
- (c) Be the custodian of corporate records;
- (d) Keep a register of the names and addresses of each officer and Director; and
- (e) Perform all duties incident to the office and other duties assigned by the President or the Board.

4.08 Treasurer

The Treasurer shall

- (a) Have charge and custody over corporate funds and securities;
- (b) Keep accurate books and records of corporate receipts and disbursements;
- (c) Deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board;
- (d) Complete all required corporate filings; and
- (e) Perform all duties incident to the office and other duties assigned by the President or the Board.

ARTICLE V CORPORATE DOCUMENT PROCEDURE

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact other than the President, unless authorized by the Board or by these bylaws.

ARTICLE VI INDEMNIFICATION

6.01 Nonderivative 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 the person 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. 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, or 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 the person reasonably believed to be in or not opposed to the best interests of the Corporation, or
- (b) With respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

6.02 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 the 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. However, indemnification shall

not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

6.03 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 6.01 or 6.02 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.

6.04 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 6.03 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 Board.

6.05 Determination That Indemnification Is Proper

Any indemnification under Sections 6.01 or 6.02 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 6.01 or 6.02, whichever is applicable. The 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, 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.

6.06 Proportionate Indemnity

If a person is entitled to indemnification under Sections 6.01 or 6.02 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.

6.07 Expense Advance

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 6.01 or 6.02 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 it need not be secured.

6.08 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 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.

6.09 Indemnification of Employees and Agents of the Corporation

The corporation 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 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.

6.10 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.

6.11 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. The 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, whether or not the Corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

6.12 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, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall begin on September 1 of each year and end on August 31 of the following year.

ARTICLE VIII 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 the meeting of the Board.

REVISION DATE: September 7, 2016