

AMENDED
BY-LAWS
OF
MICHIGAN ASSOCIATION OF LAND BANKS
June 26, 2019

ARTICLE I.

Section 1. The name of the corporation is the Michigan Association of Land Banks ("MALB").

Section 2. The principal office of the Corporation shall be located at the office of the person serving as President, be it a Land Bank Director or a County Treasurer.

Section 3. Other offices and other facilities for the transaction of business shall be located at such places within and/or outside Michigan as the Board of Trustees may from time to time determine.

ARTICLE II.

MEMBERS

Section 1. There shall be two member options, Regular Members and Associate Members.

Section 2. All members must meet the criteria set forth in Section 3(a) of this Article II and pay annual dues which will be set every two years by the Association.

Section 3. Membership Types

a) **Regular Members:** The member or staff person of any County or Detroit Land Bank Fast Track Authority organized under Act No. 258 of the Public Acts of Michigan of 2003 and the Chairperson of the Michigan Land Bank Fast Track Authority is eligible to become a Regular Member of the Michigan Association of Land Banks.

b) **Associate Members:** Other individuals that do not work directly for a Land Bank Fast Track Authority or serve as a Chairperson of a Michigan Land Bank Fast Track Authority, but work in a related field and are interested in becoming a member of MALB. MALB's Executive Committee of its Board of

Directors must approve all applications for Associate Members, and these members are responsible for paying dues and are eligible for benefits as set by the Board of Directors. Approval from the MALB Executive Committee may be done via an email consensus.

ARTICLE III.

BOARD OF TRUSTEES

Section 1. The property and affairs of the corporation shall be managed, controlled and administered by the Board of Trustees. The Board of Trustees shall carry out the purposes of the corporation and, subject only to the limitations imposed by law, the Articles of Incorporation and the By-Laws, may exercise all the powers of the corporation. This power shall expressly include: all customary powers and duties specifically including, but not limited to, the following:

(a) Determination of matters of policy of the corporation when the annual meeting is not in session.

(b) Instruction and direction of the various committees of the corporation upon matters of policy.

(c) Approval of all claims and authorization of all disbursements except those approved and authorized at a regular or special meeting of the members of the corporation.

(d) Presentation of a recommendation to the annual meeting of the amount of annual dues for each member.

Section 2. (a) The Board of Trustees of the corporation shall consist of nine Regular Members of the Association who shall be elected by the existing Board of Trustees as soon as these By-Laws take effect. Each member thereof shall continue in office until his or her term shall expire and his or her successor has been elected and qualified or until he or she shall resign, die, decline to act, become incapable or unfit to act or be removed with or without cause pursuant to an affirmative vote of not less than two-thirds (2/3) of the

members of the Board of Trustees at such time holding office.

(b) Each new member of the Board of Trustees shall hold office for a term of two years.

(c) Thereafter, members of the Board of Trustees shall be selected as follows:

(1) The Board of Trustees shall fill vacancies due to an expiration of a term on the Board of Trustees at their annual meeting. The Board shall include the President, Vice-President,

Secretary, and Treasurer who shall be elected for a term of two (2) year(s).

(2) The annual meeting of the Board of Trustees and the annual meeting of the Regular Members shall occur on the same date as shall be chosen by resolution of the Board of Trustees.

(d) Vacancies in the Board of Trustees due to death, resignation or other cause shall be promptly filled by the majority vote of the remaining members of the Board of Trustees. Each person so elected shall hold office for the unexpired portion of the term of his or her predecessor and until the successor has been elected and qualified.

(e) No person shall be eligible to continue to serve as a member of the Board of Trustees unless he or she is a Regular Member.

Section 3. The terms of office of subsequent members of the Board of Trustees shall expire on December 31 of each year in which their term ends.

ARTICLE IV.

MEETINGS OF THE REGULAR AND OF THE BOARD OF TRUSTEES

Section 1. The annual meeting of the Regular Members shall be held at such time and place as shall be determined by the Board of Trustees upon recommendation of the Convention Committee, and written notice thereof shall be given to each member by the Secretary, if possible, 45 days prior to such meeting.

Section 2. A special meeting of the corporation may be called at any time and place by resolution of the Board of Trustees and written notice thereof shall be given to each member at least 14 days prior to such meeting. In case the President or, in his/her absence, the Vice-President shall determine that an emergency exists, then advance notice of such meeting may be decreased to 2 days.

Section 3. At the place of holding the annual meeting of the Regular Members, and immediately following the same, the first meeting of the new Board of Trustees shall be held.

Section 4.In addition to its annual meeting, regular meetings of the Board of Trustees shall be held as often as shall be specified by its resolution.

Section 5.Special meetings of the Board of Trustees may be called at any time by the President, Secretary or upon the written request of three (3) Trustees of the corporation, so long as such request is received by the Secretary or Acting Secretary at least ten (10) days prior to the proposed date of meeting. Notice of any special meeting shall be given by the corporation to each Trustee not less than five (5) days before the holding of such meeting by written notice mailed to each Trustee's last known address. The notice of any special meeting shall state the purpose or purposes of the meeting.

Section 6.A simple majority of the members of the Board of Trustees shall constitute a quorum to transact any business at any annual, regular or special meeting of the Board of Trustees; and a majority of a quorum shall have full power to decide any question coming before such meeting, except where a greater vote is required by law, the Articles of Incorporation, or the By-Laws.

ARTICLE V.

OFFICERS

Section 1.The officers shall be a Chairperson, a Vice-President, a Secretary, a Treasurer, and such Assistant Secretaries and Treasurers as the Board of Trustees shall determine by Resolution.

Section 3.The Chairperson shall be the chief executive officer of the corporation, responsible to the Board of Trustees for the administration of its business and affairs. He or she shall see that all provisions of the By-Laws are enforced and that all resolutions and orders adopted by the corporation at its meeting are promptly executed. He or she shall have general supervisory control over the affairs of the corporation and shall give an annual report of its progress at the annual meeting of the corporation. He or she shall also appoint such other committees as may be deemed necessary and advisable by the Board to carry out the legitimate activities of the corporation. The Chairperson may call committee meetings at any time he or she deems necessary, upon notification to the Chair of that Committee. In the name of the corporation, he or she may execute deeds,

mortgages, bonds, leases, contracts, or other instruments authorized by the Board of Trustees, except where otherwise provided by statute or by the By-Laws; and, in general, he or she shall perform all acts and duties incident to the office of President and such other duties as from time to time may be assigned to him or her by the Board of Trustees. The Chairperson shall preside at all meetings of the Executive Committee, if one is created.

Section 4.The Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees.

Section 6.The Secretary shall prepare all minutes of all meetings of the Board of Trustees and, if one is established, of the Executive Committee. The Secretary shall attend to all necessary correspondence of the corporation. He or she shall promptly execute all orders directed to him by the corporation and shall mail to all members of the corporation a notice of the annual or special meetings of the corporation, if possible, 45 days prior to the date set for such meetings. He or she shall perform all other duties as may be assigned to him or her by the President or the Board of Trustees, as well as such other duties as generally devolve upon a Secretary of like corporations. If the Secretary is unable to attend a meeting of the Board, the Board at that meeting may, by majority vote, appoint an Acting Secretary with the same powers as the Secretary until the Secretary is able to resume his or her duties.

Section 7. (a) The Treasurer shall advise the Board of Trustees and the President with respect to the financial policies and procedures of the corporation.

(b) The Treasurer shall have custody of the funds and securities of the corporation and shall be responsible for the disbursement of its money.

(c) The Treasurer shall deposit the funds and/or securities of the corporation in such banks or trust companies as may be selected by him. Funds so deposited shall be payable only by check and only upon checks signed by the President or Acting President, or the Treasurer or Acting Treasurer of the corporation.

(d) The Treasurer shall issue checks only on receipt of properly approved invoices, in the amounts stated, and not in excess of the funds available for the purpose.

(e) The Treasurer shall keep proper books of the account, and other books showing at all times the character, value, and amount of the property and funds of the corporation, and such books shall be at all times open to the inspection of the Board of Trustees and the Budget and Audit Committee.

(f) The Treasurer shall be responsible to mail the annual notice of dues to each member no later than December 1st of year.

(g) At each annual meeting of the membership and at such other times as may be directed by the Chairperson or Board of Trustees, the Treasurer shall make a report of the accounts for the past fiscal year and shall present a recent balance sheet and an account showing in detail the receipts and disbursements of the corporation since his or her last such report.

(h) The accounts of the Treasurer shall be audited by the Budget and Audit Committee.

(i) The Board of Trustees shall have power by resolution, if and when such action is deemed necessary or advisable, to delegate to an Acting Treasurer such duties of the Treasurer as the Board of Trustees shall determine for the extent of time as the Board determines as proper.

Section 8. Any officer whose powers and duties are not described in these By-Laws shall have such powers and duties as the Board of Trustees shall by resolution determine.

Section 9. Any Trustee or officer may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect as the time specified therein or, if no date be specified, on the date of its receipt by the corporation.

Section 10. Vacancies in any office shall be filled by the affirmative vote of a majority of the entire membership of the Board of Trustees.

Section 11. Officer terms of office shall expire on December 31 of each year.

ARTICLE VI.

COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. (a) If so approved by the Board of Trustees there shall be an Executive Committee. (b) The Executive Committee shall consist of five (5) members of the Board of Trustees [which shall include the] Chair of the Board of Trustees, the Vice-President, the Secretary, the Treasurer, and one other member of the Board of Trustees. (c) The President shall preside at all meetings of the Committee. (d) During the intervals between the meetings of the Board of Trustees, the Executive Committee shall possess and may exercise all the powers of the Board of Trustees in the management and direction of the affairs of the corporation in all cases in which specified directions shall not have been given by the Board of Trustees to the extent permitted by law. (e) All action by the Executive Committee shall be promptly reported to the Board of Trustees and at its meeting next succeeding such action shall be subject to revision and alteration by the Board, provided that no rights of third parties shall be affected by any such revision or alteration. Regular minutes of the proceedings of the Executive Committee shall be kept in a book provided for that purpose. (f) Vacancies in the Executive Committee shall be filled by the Board of Trustees. (g) A majority of the Committee shall be necessary to constitute a quorum and, in every case, the affirmative vote of a majority of the members shall be necessary for the passage of any resolution. (h) The Executive Committee may act by written resolution of a quorum thereof, although not formally convened; it shall fix its own rules of procedure and shall meet as provided by such rules or by resolution of the Board of Trustees, and it shall also meet at the call of the President or any member of the Committee. (i) Immediately following each meeting of the Committee a copy of the minutes of the meeting shall be sent to each member of the Board of Trustees.

Section 2. Special or standing committees may be appointed by the Chairperson, with the concurrence of the Board of Trustees, for special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as is specifically conferred by action of the Board of Trustees. Upon completion of the task for which appointed, such special committee shall stand discharged. Standing committees shall

have such powers and duties as are provided for by the Board of Trustees.

Section 3. Other committees designated in these By-Laws or created by order of the Chairperson shall perform such duties as may be assigned to them by the Chairperson or Board of Trustees.

ARTICLE VII.

CORPORATE SEAL

A seal of the corporation shall be adopted by the Board of Trustees.

ARTICLE VIII.

FISCAL YEAR

The fiscal year of the corporation shall commence on the first day of January of each year and terminate on the 31st day of December each year.

ARTICLE IX.

In the event of the dissolution or winding up of the corporation in any manner or for any reason whatsoever, its remaining assets, if any, after payment of or provision for all the liabilities of the corporation, if any, shall be disposed of in the manner provided by the Articles of Incorporation.

ARTICLE X.

BORROWING POWER

Whenever its general interests shall require, the corporation shall have the power to borrow money and issue its promissory notes or bonds for the repayment thereof with interest and may mortgage or otherwise hypothecate its property as security for debts or other lawful engagements of the corporation.

ARTICLE XI.

INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES

(a) 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, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a trustee, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings if he or she 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, and, with respect to any criminal action or proceeding, 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 plea of nolo contendere or its equivalent, shall not, itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, have reasonable cause to believe that his or her conduct was unlawful.

(b) 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 or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a trustee, officer, employee or agent of the corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she 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 except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the County in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such

person is fairly and reasonably entitled to indemnity for such expenses which the County shall deem proper.

(c) To the extent that a trustee, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (i) by the Board of Trustees by majority vote of a quorum (as defined in the By-Laws of the corporation) consisting of trustees who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion, or (iii) majority vote of the Regular Members. Notwithstanding the failure or refusal of the trustees, counsel and Regular Members to make provision therefor, such indemnification shall be made if a court of competent jurisdiction made a determination that the trustee, officer, employee or agent has a right to indemnification hereunder in any specific case upon the application of such trustee, officer, employee or agent.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

(f) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation, against all liability asserted against him or her or the corporation and incurred by him or her or the corporation in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

(g) Neither the corporation nor its trustees or officers nor any person acting on its behalf shall be liable to anyone for any determination as to the existence or absence of conduct which would provide a basis for making or refusing to make any payment under this Article or for taking or omitting to take any other action under this Article, in reliance upon the advice of counsel.

ARTICLE XII.

ORDER OF BUSINESS

Section 1. RULES OF ORDER. The rules of order as contained in Roberts Manual when not inconsistent with these By-Laws shall govern the meetings of this corporation.

Section 2. RIGHT TO VOTE. Only Regular Members of this corporation are eligible to vote at the annual election or upon such other issues as may be brought before the corporation for determination.

Section 3. QUORUM. Five members of this corporation shall constitute a quorum at any meeting of the corporation.

Section 4. ORDER OF BUSINESS. The following order of business shall be followed at the annual meeting except when, by a majority vote, the members shall designate otherwise:

- A. Roll Call
- B. Report on the Selection of new Board of Trustees
- C. Presentation of Minutes
- D. Annual Report of Chairperson
- E. Annual Financial Report (Treasurer)
- F. Committee Reports

- G. Old Business
- H. New Business
- I. Adjournment

ARTICLE XIII.

AMENDMENT

AMENDMENTS. Except as otherwise provided by law or by the Articles of Incorporation, the By-Laws may be altered, amended, or repealed and new By-Laws may be promulgated. Any such amendments to these By-Laws may be made at any regular or special meeting of this corporation by a two-thirds (2/3) vote of the members present.