

**AMENDED AND RESTATED
B Y L A W S**

of

GREATER GRAND RAPIDS WOMEN'S HISTORY COUNCIL

A Michigan Nonprofit Council

ARTICLE I

Purpose and Powers

The purpose for which the Council is formed and the powers which it may exercise are set forth in its Articles of Incorporation.

ARTICLE II

Members

Section 2.1. Membership. Membership in the Council shall be open to anyone who supports the goals described in the organization's mission statement and pays Council's dues, which shall be payable annually as determined by the board of directors. Members whose dues are paid during the fiscal year shall constitute the membership of the Council.

Section 2.2. Resignation or Termination. A member may resign by written notice to the Council's secretary. A member may be terminated for participating in activities deemed by a majority of the board of directors to be in violation of the Articles of Incorporation or inconsistent with the stated mission and goals of the organization.

Section 2.3. Place of Meetings. Meetings of the members shall be held at the time and place fixed in advance by the board of directors.

Section 2.4. Annual Meeting. Annual meetings of the members shall be held sometime during March or April, as determined by the board of directors.

Section 2.5. Special Meetings. Special meetings of the members may be called by the president or the secretary of the board and shall be called by one of them upon request of the board of directors or upon receipt of a request in writing from a member stating the purpose or purposes thereof.

Section 2.6. Notice of Meetings. Written notice of the time, place, and purpose of any members' meeting shall be given to members at least ten (10) days before the date of the meeting. Such notice may be given either by delivery in person to the members or by

mailing a notice to the members at their postal or electronic addresses as they appear in the records of the Council.

Section 2.7. Waiver of Notice of Meetings. A member's attendance at or participation in a meeting waives any required notice to the member of the meeting, unless at the beginning of the meeting or upon the member's arrival, the member objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. A member may waive in writing any right to notice before or after a meeting.

Section 2.8. Voting. Each member shall be entitled to one vote, in person or by written proxy, except that no proxy shall be voted after three (3) years from its date. Any action to be taken by vote of the members shall be authorized by a majority of the votes cast by the members entitled to the vote, unless a greater percentage is required by law or the Articles of Corporation.

Section 2.9. Quorum. Members of the Council present at any meeting shall constitute a quorum for the transaction of business.

Section 2.10. Conduct of Meetings. Unless otherwise determined by the board of directors, the president of the Council shall determine the agenda and the order in which business shall be conducted. The president or his or her designee shall call meetings of members to order and shall preside. Members' meetings shall generally follow accepted rules of parliamentary procedure. The president has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

Section 2.11. Action by Members Without a Meeting. Any action which is required to be taken or which may be taken at any annual or special members' meeting may be taken without a meeting, without prior notice, and without a vote if all of the members entitled to vote consent to the action in writing.

ARTICLE III

Directors

Section 3.1. Powers. The board of directors manages the Council's business and may exercise all of the Council's powers, including decisions regarding paid staff.

Section 3.2. Number and Term of Office. The board of directors shall consist of not less than ten (10) and not more than thirty (30) members, as determined from time to time by resolution of the board of directors. The board shall at all times include the officers and the standing committee chairs.

Section 3.3. Honorary Directors. At the annual meeting, the board may, by a majority vote, elect as an honorary director, a person who has served faithfully with distinction. Honorary directors are elected for life, do not vote, and shall not be counted

in the elected director number. Except for the voting restrictions, honorary directors shall be entitled to all the rights and privileges of regular directors. The Council's founder, Mary Caroline Frey, shall be an honorary director.

Section 3.4. Nomination of Directors. The nominating committee shall be established in accordance with Article V. The committee shall nominate Council members or any other person to the board of directors. The nominations shall be reported to the membership in writing with notification of the annual meeting. New directors shall be elected for three (3)-year terms at annual members' meetings.

Section 3.5. Resignation or Termination. A director may resign by written notice to the Council's secretary. A director may be terminated after missing 50 percent of board meetings during a fiscal or membership year with unexcused absences or at the discretion of three-quarters (3/4) of the entire board of directors.

Section 3.6. Vacancies. The board of directors may fill a vacancy, and a director so chosen shall hold office until the end of the term for which the director who occasioned the vacancy was elected.

Section 3.7. Regular Meetings. The board of directors shall hold a minimum of six regular meetings in each fiscal or membership year. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

Section 3.8. Special Meetings. The president or secretary may call a special meeting of the board of directors upon at least two (2) days' written notice or 24 hours' notice, given in person or by telephone or other means, to each director. A special meeting shall be called upon receipt of a request in writing by any director. The notice does not need to specify the business to be transacted or the purpose of the special meeting.

Section 3.9. Waiver of Notice of Meetings. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting, unless at the beginning of the meeting or upon the director's arrival, the director objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. A director may waive in writing any right to notice before or after a meeting.

Section 3.10. Quorum and Vote. Fifty percent plus one (50 percent + 1) of the directors then in office constitutes a quorum for the transaction of business, and the vote of a majority of the directors present at any meeting at which a quorum is present constitutes the action of the board of directors unless the vote of a larger number is specifically required by the Articles of Incorporation or these bylaws. If a quorum is not present, the directors present may conduct business to be ratified later by a majority vote of the board of directors.

Section 3.11. Meeting by Communication Equipment. Members of the board of directors, or of any committee designated by the board, may participate in a meeting by using a conference telephone or similar communication equipment by means of which all persons participating in the meeting can communicate with each other. Such participants in a meeting constitute presence in person at the meeting.

Section 3.12. Action Without a Meeting. Any action which is required to be taken or which may be taken at any regular or special directors meeting may be taken without a meeting, without prior notice, and without a vote if all the directors entitled to vote consent to the action in writing.

ARTICLE IV

Officers

Section 4.1. Officers. The board of directors shall elect a president, vice president, treasurer, and secretary. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. The officers shall be elected at the first meeting of the board of directors in the new fiscal year. The slate of officers will be distributed by the nominating committee to the board, including new members, at least ten (10) days prior this first meeting.

Section 4.2. Terms, Removal and Vacancies. An officer shall hold office for two (2) years and until a successor is elected or appointed and qualified or until the officer's death, resignation, or removal. Officers may not serve more than two (2) two-year terms, consecutively. The board may remove an officer with or without cause. An officer may resign by written notice to the Council's secretary. The resignation is effective upon its receipt by the Council or at a later date specified in the notice. If there is a vacancy prior to completion of a term, the nominating committee shall nominate a director to fill out that term, with final approval from the board.

Section 4.3. President. Unless the board shall determine otherwise, the president shall be the chief executive officer and shall have general supervision, direction, and control of the business of the Council as well as the duty and responsibility to implement and accomplish the objectives of the Council. The president shall preside at all meetings of members and at all meetings of the board of directors or appoint a substitute. The president shall perform such other duties as may be assigned by the board of directors.

Section 4.4. Vice President. The vice president shall have such power and shall perform such duties as may be assigned by the board of directors.

Section 4.5. Treasurer. The treasurer shall have custody of the Council's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Council. The treasurer shall deposit all money and other valuables in the name and to the credit of the Council in such depositories as may be selected by the board of directors. The treasurer shall disburse the funds of the Council as may be

ordered by the board of directors or the chief executive officer, taking proper vouchers for such disbursements. In general, the treasurer shall perform all duties incident to the office of treasurer and such other duties assigned by the board of directors.

Section 4.6. Secretary. The secretary shall give notice of all meetings of members and directors and all other notices required by law or by these bylaws; except that in the case of the secretary's absence or refusal or neglect to do so, any such notice may be given by any person so directed by the chief executive officer or by the directors or by the members upon whose requisition the meeting is called, as provided in these bylaws. The secretary or his or her substitute shall record all the proceedings of the meetings of members and of the directors and shall perform all duties incident to the office of secretary and such other duties as may be designated by the board of directors.

Section 4.7. Other Officers. The board may from time to time appoint other officers to perform duties and exercise authority that the president assigns or the board prescribes.

ARTICLE V

Standing Committees

Section 5.1. Executive Committee. The executive committee shall consist of the president, the vice president, the secretary, the treasurer, the immediate past president, and two directors-at-large to be appointed by the president if he or she wishes. The executive committee shall meet at the call of the president and shall exercise the powers of the board in the intervals between board meetings or when it is impractical to convene the board. The executive committee shall report to the board and its acts shall be subject to approval by the board. The secretary shall keep an accurate record of all its proceedings, which shall be available for the inspection of any director.

Section 5.2. Nominating Committee. The chairperson shall be appointed by the president with the approval of the executive committee. The nominating committee shall consist of three (3) to five (5) members selected by the chair and approved by the executive committee. The nominating committee is responsible for ensuring that the slate of directors is submitted in writing to the membership at large and that the slate of officers is submitted in writing to the new board of directors at least ten (10) days prior to their respective meetings (i.e., annual meeting and first meeting of new fiscal year).

Section 5.3. Special Committees. Such other standing or special committees as may be necessary or desirable may be appointed by the president or elected by the board of directors.

ARTICLE VI

Indemnification

Section 6.1. Scope of Indemnity. The Council shall indemnify its directors, officers, employees, and agents against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Council, by reason of the fact that such person was serving as a director, officer, employee, non-director volunteer, or agent of the Council, to the fullest extent permitted by both the Michigan Non-profit Council Act and Chapter 42 of the Internal Revenue Code. The Council may indemnify persons who are not directors or officers to the extent authorized by resolution of the board of directors or by contractual agreement authorized by the board of directors. A change in the Michigan Nonprofit Council Act, the Articles of Incorporation, or these bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

Section 6.2. Authorization of Indemnification. Unless ordered by a court or otherwise provided by law, the Council shall indemnify a person only upon determination that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the Council's best interest. Such determination shall be made (1) by majority vote of a quorum of the board consisting of directors who were not parties to the action or suit or, (2) if a quorum of disinterested directors is not obtainable, by a majority vote of a committee of directors who were not parties to the action and consisting of not less than two disinterested directors or (3) by independent legal counsel in a written opinion.

Section 6.3. Insurance. The Council may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, non-director volunteer, or agent of this Council or is or was serving at the Council's request in any other enterprise against any liability incurred in such capacity.

ARTICLE VII

General Provisions

Section 7.1. Checks. All Council checks or demands for money and notes shall be signed by such persons as the board designates.

Section 7.2. Fiscal Year. The fiscal year of this Council shall end on April 30 to coincide with the Council's tax-exempt status or such other day as may be fixed by the board of directors.

ARTICLE VIII

Dedication of Assets

Section 8.1. Use of Funds. The Council's funds and property shall be used exclusively for the Council's purposes set forth in the Articles of Incorporation. No part of the income or assets of the Council shall inure to the benefits of any individual or director.

Section 8.2. Dissolution and Liquidation. If the Council's purposes fail or if the Council ceases to be approved as a tax-exempt organization under the federal Internal Revenue Code, and any such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the Council's assets and accumulated income shall be distributed to such other organizations as the directors (or in default of designation by the directors, the Circuit Court for the County of Kent, Michigan) designate as best accomplishing the purposes for which the Council was formed. An organization receiving such distribution must be qualified as tax-exempt under Section 501(c) (3) of the federal Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The Council shall be dissolved after all its property has been so distributed.

ARTICLE IX

Amendments

Members of the Council may amend or repeal these bylaws by vote of a majority of members entitled to vote at any annual or special meeting. Any member in good standing may submit an amendment proposal to the board secretary for consideration.

Adopted by the membership of the Council and effective as of:

March 31, 2011
Date

President