

ARTICLE I: NAME, PURPOSE, GRAND CHAPTER LOCATION

- I. The name of the non-profit organization shall be The BOE Board, Inc.; also referred to as “Board of Education” or “The BOE”.
- II. As provided in the Articles of Incorporation, the purpose of the BOE shall be:
 - a. To engage in any lawful act of activity for which a non-profit corporation organized under the laws of the Great State of Michigan.
 - b. To provide education, social, and recreational activities, lectures, demonstrations, workshops, conferences, meetings, written materials, and electronic access to said materials; to provide skills and technique training and speaker training; to promote the practice of safe, sane, and consensual sexual activities in personal relationships; to promote safe sex practices, provide AIDS, CPR, and First Aid education; to raise funds for the work of the BOE and for charitable organizations; to foster interaction among the heterosexual, lesbian, gay, bisexual, and transgendered communities; and to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the US Internal Revenue Code of 1984 (“Code”), as the same may be amended or supplemented, and other such laws governing Michigan non-profit organizations exempt from Federal income tax under Code Section 501(c)7.
- III. **Grand Chapter Location:** The BOE shall maintain, in the Great State of Michigan, a registered office and a Registered Agent at such office. The principal office of the BOE, and such other offices as the activities of the BOE may require, shall be located at such place or places, either in or outside the Great State of Michigan as may be designated by the Board of Directors.
- IV. The Board of Directors shall be authorized to adopt such other rules, regulations and policies as are necessary to carry out the purposes of the BOE, to effect compliance in all respects with Code Section 501(c)7, or the corresponding provisions in any subsequent federal tax laws. The BOE shall not engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)7.

ARTICLE II: MEMBERS

- I. **Members:** The BOE shall have members, who shall be classified by one of two membership classes: Yearly and Lifetime. Persons must be eighteen (18) years of age or older to be eligible for any of the classes of membership.
 - a. The BOE Yearly Membership fee shall be forty-five dollars (\$45.00) dollars and paid annually.
 - b. The BOE Lifetime Membership fee shall be five-hundred dollars (\$500.00), a one-time payment.
- II. **Voting:** Each Voting Member shall have one vote in the election of the Board of Directors. Such votes may be conducted by paper ballot as permitted by the resolution of the Board of Directors. Only Voting Members in good standing are entitled to:
 - a. Vote on matters submitted to a vote of the membership of the BOE.
 - b. No member may vote whose dues are unpaid for the current year.
- III. **Membership:** Each applicant for membership shall apply on a form approved by the Board of Directors or its appointed Officers which shall provide that the applicant agrees to abide by the Bylaws of the BOE and any other Rules or Regulations adopted by the Board of Directors. The application shall state the legal name and address of the applicant. Accompanying the application, the prospective member shall submit dues payable for the current year. All memberships run from April 1 to March 31 regardless of when application is made.
- IV. **Dues:** The Board of Directors shall set annual dues for all Members. In cases of hardship, a member’s dues may be waived by a majority vote of the Board of Directors.
- V. **Annual Meetings of the Membership:** The Board of Directors shall hold one general membership meeting annually to address the state of the BOE with the Members. This meeting shall be held annually at a location within or outside of the Great State of Michigan, in the month of March on a date to be determined by the Board of Directors, for the purpose of transacting such corporation business as may properly come before the meeting, without notice other than this Bylaw and such resolution.

- a. Notice of the date and location of said meeting shall be delivered by mail or by electronic mail to all Members by the Secretary at least ten (10) days prior to the meeting date. Members must provide their consent to the Secretary prior to receiving notice by electronic mail.
- b. The Board may provide by resolution the time and place, either in or outside the Great State of Michigan, for the holding of additional regular meetings of the membership without notice other than this Bylaw and such resolution.

VI. **Special Meetings of the Membership:** A Special Meeting of the Membership of the BOE may be called upon presentation to the Board of a signed written petition or electronic messages from not less than ten percent (10%) of the Voting members. Whether the 10% eligibility criterion has been met shall be determined solely by the Secretary of the BOE. The person or persons who called the Special Meeting of the Membership may fix any place within fifty (50) miles of the BOE's Business Address, either in or outside the Great State of Michigan, as the place for holding any Special Meeting of the Membership called by the membership. Notice of any Special Meeting of the Membership shall be sent to each member by mail, overnight courier, facsimile, or electronically, not less than fifteen (15) days and not more than thirty (30) days before the time set for such a meeting, and must include the time, date, place and purpose of such meeting. Any member may waive notice of any meeting before, at, or after such meeting.

- a. Twenty percent (20%) of the BOE's voting membership shall constitute a quorum for the transaction of business at any meeting of the membership, provided, that if less than twenty percent of the voting membership is present at said meeting, a majority of the Voting Members present may adjourn the meeting. Members other than voting membership shall not be counted toward the constitution of a quorum. Proxies may be counted toward the constitution of a quorum.
- b. The act of a majority of the voting membership present at a Special Meeting at which a quorum is present shall be an act of the BOE, except as otherwise provided by law or by these Bylaws.

VII. **Offenses Affecting Membership or Application Status:** Any prospective or current member of the BOE may be barred from membership or may be suspended, reprimanded or otherwise disciplined, if such member is or has at any time within the preceding two years been in material noncompliance with the Policy on Offenses Affecting Membership or Participation in the BOE. Procedures for the enforcement of the Policy on Offenses Affecting Membership or Participation shall be determined and defined by the Board.

- a. Any member or guest who has violated Board Policy or Procedures may be:
 - i. Given a restricted membership wherein they are prohibited from certain functions;
 - ii. Given a suspension of membership during which said individual may not attend any organizational functions; or
 - iii. If the individual is not a member, his or her application for membership may be denied, and he or she may be barred permanently or for a period of time from participation in functions.

VIII. **Duration of Membership & Registration:** Any member may resign his or her membership at any time upon filing a written resignation with any member of the Board of Directors. All rights, privileges and interests of the resigning member in the BOE shall cease upon the termination of membership; provided, however, that such termination shall not extinguish such member's financial obligations, if any.

IX. **Denial or Revocation of Membership:** If, in the judgment of the Board, the interests of the BOE would be served thereby and after an appropriate hearing, any applicant may be denied membership and any member may be removed from membership by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the member under consideration for removal if such member is a member of the Board. A material violation of the Policy on Offenses Affecting Membership or Participation may constitute grounds for such removal; however, appropriate grounds for removal shall not be limited to violations of the Policy on Offenses Affecting Membership or Participation. Nonpayment of

dues shall constitute automatic revocation of good standing as a member, with no Board vote or hearing required prior to such good standing revocation.

a. Membership notifications shall be sent out by the Secretary or Board appointed officer in charge to the address on record when membership dues are nearing renewal.

X. **Appeals:** Any member who is penalized for one of the offenses prescribed in the Policy on Offenses Affecting Membership or Participation of the BOE shall have the right to appeal the action pursuant to the procedures prescribed in Article XI Grievance Resolution herein. Any member may appeal a Board action affecting his or her membership status by filing a written appeal of said action and delivering it to any Board member within 60 days of the action. The Board shall hear the appeal.

XI. **Placing Grievances on the Agenda:** Any BOE Member shall be entitled to place a grievance on the agenda of any regular Board meeting, for discussion, if it is given to any Board member in writing or via electronic mail at least forty-eight (48) hours prior to any such meeting. The grievance will be addressed that evening when possible or tabled for further action by a majority vote of the Board members present. The Board, at its sole discretion, may refer an appeal or grievance to the Ombudsman for fact finding and a review.

XII. **Requests for Arbitration:** Upon the issuance of the Ombudsman's recommendation and ensuing Board decision, any member may request arbitration regarding a ruling of the Board of Directors on any grievance by filing a written request for review of said ruling and delivering it to any Board member within sixty (60) days of the ruling. The filing shall state the grounds for the grievance, which must be based upon noncompliance with the Bylaws of the BOE, noncompliance by the Board of the BOE's Policy on Offenses Affecting Membership or Participation in the BOE, or noncompliance by the Board of one of the BOE's written policies and procedures as ratified by the Board. The Board, by majority vote of those Board members voting at a meeting at which a quorum is present, may, at its sole discretion, decline the request for arbitration if in the opinion of the Board the request does not state valid grounds for filing the grievance, such grounds stated herein. The request for review, if accepted, shall be heard by the Arbiter. At its sole discretion, the Board may refer the grievance for professional arbitration.

ARTICLE III: BOARD OF DIRECTORS

I. **Management:** Except as otherwise provided in the Articles of Incorporation, the business, property and affairs of the BOE shall be managed by or under the direction of the Board of Directors. It shall be the Board's duty to ensure that the objectives and purposes of the BOE are carried out; to this end, the Board may exercise all powers of the BOE, subject to the restrictions and obligations set forth by statute and the BOE's Articles of Incorporation and Bylaws.

a. The Board of Directors shall adopt clear and comprehensive policies describing governance process, council-management delegation, executive limitation and the desired ends to be achieved. The Board of Directors shall monitor the President's performance and organizational compliance with ends and executive limitations policies through a predetermined structure on a regular basis. The Board of Directors shall provide a report of said policies at each annual meeting.

II. **Number, Eligibility, Election, Tenure, and Vacancies:** The number of Directors, which includes the Officers of the Corporation, shall be fixed at seven (7) equal members. Such number shall be not less than five (5). The seven (7) Directors shall be elected by the membership.

III.

- a. Candidates for election must be Voting Members of the BOE in good standing for at least two years immediately prior to April 30 of the year in which they seek election and must maintain their membership status throughout their terms.
- b. Questions of eligibility shall be determined by a vote of the majority of the Board at a meeting at which a quorum is present.
- c. Individuals who engage in illegal activities are not eligible to serve on the Board.
- d. Qualified individuals may seek election to the Board by filing a Statement of

- Candidacy with the Election Committee of the Board by 11:59 p.m. Eastern time on January 31 of the year in which they seek election.
- e. By November 15 each year, the existing Board shall appoint a Chair to conduct the election as described in "Election Procedures" handbook.
 - f. With the exception of Directors appointed by the Board to fill a vacancy, Directors shall be elected by the voting membership. The election committee shall mail ballots to all qualified voting members on or before February 15 each year. The election shall be completed and results announced not later than the third Tuesday in March.
 - g. Write-in candidates shall be permitted provided, however, that no write-in candidate shall be elected to the Board by a vote of less than ten percent (10%) of those voting in an applicable election. Write-in candidate eligibility shall be determined at the sole discretion of the Elections Committee.
 - h. Directors shall be elected for terms of two years. Three directors shall be elected in odd numbered years, four in even numbered years. Terms begin on April 1 and terminate on March 31 of the following calendar year or when the election committee has certified the results of the next election, whichever comes later.
 - i. The Board of Directors, at its sole discretion, may appoint Directors in the following circumstances, provided that the size of the Board does not exceed seven (7): (1) If a Board member resigns during their term or, (2) If a Board member is removed by vote of the Board during their term or, (3) if there are fewer candidates standing for election than open Board seats.
 - j. Such appointment shall be made by a vote of two-thirds (2/3) the Board members.
 - k. In the event that two or more candidates receive the same number of votes for the last open seat on the board, the winner shall be determined on the night of the election before the results are released. In the event of a tie, a coin toss shall be cast to make the final decision.

Article III(III) was amended on May 12, 2016 by vote of the Board of Directors pursuant to Article XI(IV)(a).

- IV. **Annual Meeting of the Board of Directors:** The annual meeting of the Board of Directors for the appointment of Officers and the transaction of such business as may properly come before the meeting shall be held no later than the first Thursday following the last day of June of each year, or at such other time and place, in or outside the Great State of Michigan, as the Board, by resolution, may fix, or within sixty (60) days after such date at such other time and place as is fixed by resolution of the Board adopted not less than thirty (30) days prior to the date of the annual meeting.
- V. **Regular Meeting of the Board of Directors:** No notice shall be required for regular meetings of the Board, for which time and place have been fixed by resolution of the Board.
- VI. **Special Meetings of the Board of Directors:** A Special Meeting of the Board shall require a three (3) day notice, and may be called without statement of a purpose for the meeting. A petition signed by or electronically ratified by a minimum of one-third (1/3) of the Board members may call Special Meetings of the Board. A Special Meeting shall require a quorum, and any action taken at a Special Meeting shall require a majority of those present at the meeting, as provided for in these Bylaws.
- VII. **Emergency Meetings of the Board of Directors:** Emergency Meetings of the Board may be called on twenty-four (24) hour written notice that is electronically transmitted from three members of the Board. Emergency Meetings must be called for a specific purpose, and shall be limited to that purpose. An Emergency Meeting shall require a quorum, and any action taken at an Emergency Meeting shall require a majority of those present at the meeting, as provided for in these Bylaws.
- VIII. **Notice or Waiver of Notice:** No notice shall be required for regular meetings for which time and place have been fixed by resolution of the Board.
 - a. Notice of Special Meetings or for Emergency Meetings of the Board shall be delivered

to all Board members in writing by mail, overnight courier, and/or by electronic transmission and must specify the date, time, location, and, if necessary, the purpose of the meeting. Notice provided by electronic transmission shall be deemed given: (a) if by telecopier, when directed to a number at which the Director has consented to receive notice; (b) if by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; (c) if by a posting on an electronic network together with separate notice to the Director of such specific posting when such notice is directed to an address at which the Director has consented to receive notice, upon the later of such posting or the giving of such separate notice; and (d) if by any other form of electronic transmission, when consented to by the Director.

- b. Directors may waive notice of any meeting in writing, and the attendance of any Director at any meeting shall constitute a waiver except when a Director attends to object, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- IX. **Quorum:** A majority of the voting Directors in office shall constitute a quorum for the transaction of any business. A majority of the Board of Directors present, whether or not a quorum is present, may adjourn a meeting of the Board.
- X. **Manner of Acting:** Except as otherwise provided herein, at a meeting where a quorum is present, a majority vote of the Directors shall be required to constitute an act of the Board. Each Director present shall be entitled to one (1) vote on all matters submitted to a vote of the Board.
- XI. **Officers of the Board of Directors:** The Board of Directors shall elect a Chairperson and Vice-Chairperson as Officers of the Board of Directors. Other than the duties herein prescribed, or as prescribed by the Board of Directors by resolution, the Officers of the Board shall have no greater power or authority than any other member of the Board of Directors. The Chairperson shall be the Chief Executive Officer of the BOE, and shall have duties as designated by the Articles of Incorporation, these Bylaws, or as prescribed by the Board of Directors by resolution.
- XII. **Agents, Accountants, and Attorneys:** The Board shall employ such agents, accountants and attorneys as are necessary to assist the Board in discharging its obligations and fulfilling the fiduciary duties.
- XIII. **Resignation:** A Director may resign at any time by giving written notice sent via mail or electronic mail to the Chair, the Secretary, or the entire Board. Unless otherwise specified, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.
- XIV. **Compensation of Directors:** No monetary compensation shall be paid to any Director.
- XV. **Action by Consent:** Any action required to be, or which may be, taken by the Board may be taken without a meeting if all members of the Board consent. The consent must be in writing, stating the action to be taken and including the signature of all Board members. The consent will be filed with the corporate records.
- XVI. **Meeting by Telephone of Similar Communications Equipment:** The members of the Board of Directors, or any committee thereof, may participate in any meeting of the Board of Directors or any such committee, as the case may be, by means of which all persons participating can hear and speak with each other. Participating in such meeting shall constitute the presence in person by such member at any meeting. The notice requirements of Sections 3.05, 3.06 and 3.07 hereof shall apply to meetings conducted under this Section 3.15 unless all Directors holding office are participating, can hear each other, and orally waive such notice at the beginning of the meeting.
- XVII. **Minutes:** The minutes of each meeting of the Board shall be recorded by the Secretary or a Board appointed person, and shall include results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board. If the Secretary is not present at any portion of a meeting, the Chair shall appoint another Member of the BOE to record the minutes during that period.
- XVIII. **Removal:** If, in the judgment of the Board, the interests of the BOE would be served thereby, any Director may be removed from office by unanimous vote of the entire Board minus one, including the Director whose removal is being considered.

ARTICLE IV: OFFICERS OF THE BOE Board, Inc.

- I. **Officers of the BOE:** The Officers of the BOE shall be the President, the Vice President, the Secretary, the Treasurer, and any such other Officers as the Board of Directors may elect.
- II. **Election & Term; Qualifications:** All Officers may be elected by the Board of Directors at the first regularly scheduled meeting of the newly elected Board immediately, pursuant to the manner of acting described in Section 3.09 hereof, and shall serve until the succeeding annual meeting of the Board of Directors, and thereafter until their respective successors are elected and qualified or until their earlier resignation or removal. In the event of a vacancy, the election for such office may take place at such time and under such circumstances as determined by the Board of Directors. All Officers shall be Voting Members of the BOE in good standing for at least two years prior to the date of the annual meeting at which they are elected. The Secretary and the Treasurer shall be duly elected members of the Board of Directors.
- III. **President:** The President shall perform such duties as may be prescribed by the Board of Directors.
- IV. **Vice-President:** In the absence of the President, the Vice-President shall assume the President's duties.
- V. **Secretary:** The Secretary shall have custody of the books, records, documents, and seal of the BOE, if applicable, shall attest to the validity of deeds, contracts, leases, and other legal instruments and documents, and shall perform the duties specified by the Board of Directors. The Secretary or designee shall attend all meetings of the Board of Directors and committees thereof and shall keep a record of all actions and minutes of all such meetings.
- VI. **Treasurer:** The Treasurer shall be the Chief Financial Officer of the BOE. The Treasurer shall have custody of all funds and securities of the BOE, shall be responsible for the receipt and disbursement of all monies of the BOE, and shall perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall keep proper books of accounts of such receipts and disbursements and shall prepare financial statements consistent with generally accepted accounting principles in such forms and at such times as may be required by the Board of Directors. All checks, drafts, other orders for the payment of money, notes or other indebtedness issued in the name of the BOE shall be signed by the Treasurer and such other Board members, as otherwise prescribed by the Board of Directors. The Treasurer is responsible for arranging the filing of all local, state, and federal taxes.
- VII. **Other Officers:** Other Officers may be elected by resolution of the Board of Directors and shall have such powers and duties as may be prescribed in such resolution.
- VIII. **Resignation:** An Officer may resign at any time by giving written notice sent via mail or electronic mail to the Chair, the Secretary, or the entire Board. Unless otherwise specified, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.
- IX. **Compensation to Officers:** No monetary compensation shall be paid for any Officer.
- X. **Removal:** Any Officer elected by the Board of Directors may be removed at any time, with or without cause, by a simple majority vote cast at a meeting of the Board at which a quorum is present, excluding the vote of the Officer under consideration for removal. Any vacancy occurring in any office of the BOE may be filled for the unexpired term by resolution of the Board of Directors in accordance with Section 4.02 hereof.
- XI. **Changing of Officers:** Upon expiration of their terms or tenure of office, all Officers shall turn over to their successors all books, papers, correspondence, or other matter pertaining to their office or to the BOE that may be held in trust by reason of their office.

ARTICLE V: OBLIGATIONS OF CHAPTERS

- I. **Voting:** The casting of votes by proxy upon any rule, motion, measure, or proposal for membership whatsoever in Chapter meetings is prohibited.
- II. **Fees:** Each Chapter shall be allowed to regulate its fees and dues in accordance with its

individual needs and requirements.

- III. **Minutes:** Carbon copies, photocopies, or electronic transmissions of the minutes of every Chapter meeting, properly signed by the Secretary and President, shall be forwarded to the Secretary and President of the Grand Chapter promptly and regularly.
- IV. **Filing:** Each Chapter, through its Officers, shall be responsible for completing and filing of such reports and forms as provided for in the Bylaws, or as may be required from time to time by the Grand Chapter.
- V. **Limitation of Liability:** Each chartered chapter in good standing shall be covered by the BOE blanket liability insurance policy. Other insured may be covered at the discretion of the Board of Directors. The cost of insurance shall be apportioned annually based on chapter and members.

ARTICLE VI: EXPANSION

- I. The BOE and each of its subordinate bodies support a policy of open expansion for chapters in any national location within the United States of America.
- II. The President will maintain and approve a manual of policy, supplementing and not conflicting with these bylaws, covering the topics of expansion, chartering of chapters, and standards and requirements thereof. Such a policy manual will be updated at least biennially, will be made available to any members of the BOE so requesting, and will be provided to each group established as a chapter of the The BOE Board, Inc..
- III. A chapter's petition to charter will be sent to the President, who shall have summary copies distributed. The Vice President shall require an inspection of each local or chapter before any group shall be approved for chartering. Within sixty (60) days after the petitions have been distributed, the matter shall be voted by the Board of Directors. The results of such voting shall be recorded by the President and reported at the following Annual Meeting. If such petition fails to receive the necessary approval, the charter may correct any deficiencies and resubmit their petition and if the petition again fails to obtain approval, the matter shall not again be resubmitted until after a period of six (6) months.
- IV. The BOE Yearly Membership fee shall be forty-five dollars (\$45.00) dollars and paid annually.
- V. The BOE Lifetime Membership fee shall be five-hundred dollars (\$500.00), a one-time payment.

ARTICLE VII: INDEMNIFICATION

- I. **Limitation of Liability:** The personal liability of the Directors, Officers, Program Directors & Committee members appointed by and acting at the behest of the Board if hereby eliminated to the fullest extent permitted by law.
- II. **Indemnification:** The BOE shall, to the fullest extent permitted by the Act, save, indemnify and hold harmless 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 reason of the fact that he or she is or was a Director, Officer, or duly appointed committee member of the BOE, against all of the expenses and liabilities including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit. The indemnification provided for herein shall be deemed not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Director, Officer or duly appointed committee member of the BOE, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The BOE shall be authorized and is required to purchase insurance for the purpose of such indemnification within 60 days of the date of this amendment's approval.

Article VII(II) was amended on May 12, 2016 by vote of the Board of Directors pursuant to Article XI(IV)(a).

ARTICLE VIII: REPORTS & AUDITS

- I. **Reports:** The BOE shall publish an annual report for the preceding fiscal year. Such report shall include a comprehensive and detailed statement of the BOE's operations, activities, financial condition and accomplishments for the preceding fiscal year.
- II. **Audits:** The BOE shall keep correct and complete books and records of account. At the will of the Board of Directors, the accounts of the BOE may be audited from time to time, in accordance with generally accepted auditing standards, independent licensed public accountants certified or licensed by a regulatory authority of a state or other political subdivision of the United States, the report of each audit shall be included in the annual report required by Section 8.01 hereof.

ARTICLE IX: DURATION AND DISSOLUTION

- I. **Duration:** The duration of the BOE shall be perpetual, except that it may be dissolved in the manner provided by the Act, the BOE's Constitution, and these bylaws.
- II. **Dissolution:** Before the BOE may be dissolved, the Board must first adopt, by not less than two-thirds (2/3) of those casting their votes at properly noticed meetings at which a quorum is present, a resolution recommending the dissolution of the BOE. Upon such approval, a motion for dissolution shall be submitted to a vote of the membership. The motion shall be deemed passed by the membership only if approved by the affirmative vote of a majority of the voting members of the BOE in good standing casting their votes at a properly noticed membership meeting at which a quorum is present.
- III. **Distribution of Assets:** Upon the dissolution of the BOE, and after paying or making provision for the payment of all the liabilities of the BOE, the Board shall distribute all the assets of the BOE for one (1) or more exempt purposes authorized by Code Section 501(c)7 or such assets shall be distributed to the state or local government for a public purpose, in such manner as the Board shall determine.

ARTICLE X: FISCAL YEAR

- I. The fiscal year of the BOE shall be from April 1 to March 31 with reports of receipts and disbursements available to the Board of Directors at each annual meeting or at such other time or times as the Board may require.

ARTICLE XI: MISCELLANEOUS PROVISIONS

- I. **Conflicts of Interest:** Subject to the requirements of Code Section 501c(7), where any Director or Officer of the BOE, or any spouse, significant other or child of any Director or Officer, is a Director or Officer of, or has a financial interest in, any other corporation, partnership, or other organization with which the BOE has entered into any contract, grant or other transaction, such Director or Officer shall disclose in writing to the Board of Directors all material facts as to his/her relationship or interest or the relationship or interest of his spouse or child, as the case may be. Such Director or Officer shall recuse themselves from any participation of the BOE with respect to such contract, grant or transaction; provided, however, that any such Director may be counted in the determination of a quorum at any meeting of the Board of Directors at which such contract, grant or transaction is authorized, approved or ratified or is otherwise the subject of discussion.
 - a. No Director or Officer shall use, for financial or other advantage, confidential information to which he/she has access by virtue of his/her position with the BOE. In addition, no Officer or other individual who is employed by the BOE on a volunteer, full or part-time, paid or unpaid basis shall use, for personal financial or other personal or unsanctioned advantage, any proprietary information of the BOE (whether confidential

- or not) without a majority vote and prior approval from the board of directors.
- II. **Corporate Seal:** The corporate seal if applicable shall be in such form as the Board of Directors shall prescribe.
 - III. **Rules of Order:** Robert's Rules of Order shall govern all parliamentary questions not provided for in the Bylaws.
 - IV. **Bylaws:** The BOE reserves the right, from time to time, to amend, alter or repeal any of these Bylaws as may be authorized by the laws of the State of Michigan at the time in force, and provisions may be added or inserted in the manner and at the time prescribed by said laws. All rights at any time conferred upon the Directors or Officers or employees of the BOE by these Bylaws are granted subject to the provisions of these bylaws. These bylaws may only be amended, altered, or repealed, in whole or in part, and one (1) or more new Bylaws adopted in addition to, or in lieu thereof, from time to time:
 - a. By the affirmative vote of two-thirds (2/3) of the Directors of the Corporation casting their votes at a properly noticed meeting of the Board at which a quorum is present and in which twenty-five (25) day notice of the meeting has been sent to the Board that includes the proposed changes; or, alternatively,
 - b. By the affirmative vote of two-thirds (2/3) of the Voting Members of the Corporation in good standing casting their votes at a properly noticed meeting of the membership at which a quorum is present, provided twenty-five (25) day notice of the meeting has been sent to the membership that includes the proposed changes.

ARTICLE XII: GOVERNANCE OF THE ORGANIZATION

- I. **The Organization:** It is the duty of the Board of Directors to govern the The BOE Board, Inc.
- II. **Duties:** The members of the Board of Directors shall perform the following duties for the BOE:
 - a. The Secretary of the Board shall serve as the Secretary of the BOE.
 - b. The Treasurer of the Board shall serve as the Treasurer of the BOE.
 - c. The remaining Board members shall have such duties within the BOE as shall be defined by the Board.
- III. **Policies and Procedures of the Organization:** Policies and Procedures for the BOE shall be promulgated by the Board of Directors by resolution and may be amended, repealed or otherwise changed by similar resolution.
- IV. **Differentiating Bylaws from Policies and Procedures:** A Bylaw is defined as a rule or regulation which must be applied within the BOE in determining the manner of the conduct of business and the rights and liabilities of members. Policies and procedures are rules which must be applied within the BOE to the day to day activities of the BOE.

ARTICLE XIII: GRIEVANCE RESOLUTION

Any member may appeal an action affecting the membership status of such member by filing a written grievance with the Board and following the procedure as described in the Conflicts Resolution policy of the Corporation.

- I. **The Ombudsman:** An Ombudsman shall, at the request of the Board, conduct fact finding regarding any appeal of a Board decision regarding membership status, as provided for in Section 2.09 of these Bylaws, or for any member who files a grievance against the Board, as provided in Section 2.10 of these Bylaws. The Ombudsman shall conduct independent fact finding regarding the appeal or grievance filing, and make a recommendation to the Board. The Ombudsman shall not be a current member of the Board.
- II. **Ombudsman Duties:** The Board may refer an appeal or request for review of a grievance to the Ombudsman, for fact finding, and mediation. The Ombudsman shall issue a written recommendation to the Board regarding the appeal or grievance within 30 days of the filing of the appeal, and a written report to the Board within 45 days of the filing of the appeal or grievance. The Secretary of the Board of Directors shall provide to the Ombudsman all documentation in the records of the Board of Directors of any appeal of its action or request for review of its ruling with the exception of the membership

database which is expressly excluded from discovery by any member. The Ombudsman's recommendation shall not be binding on the Board.

- III. **Arbiter Duties:** Any member may appeal a decision by the Board and recommendation of the Ombudsman by filing an appeal and request for review of grievances by filing a request for arbitration with the Secretary. The Arbiter shall hear appeals and requests for review of grievances. Both the Board, as represented by a majority of the Board at a meeting at which a quorum is present, and the individual filing the grievance, must agree to the Arbitration. The Arbiter is not a member of the Board of Directors, nor should he/she simultaneously serve as an Officer or top level appointed staff member, but a distinct entity from the Board and appointed staff of the BOE.
- IV. **Arbitration Procedure:** The Arbiter shall convene a hearing within thirty (30) days of the receipt of a written appeal or request for review. The appellant or grieving party may present witnesses and other documentation at the hearing. The appellant, any Board member or member in good standing who has an interest in the matter may also present witnesses or other documentation at the hearing. The Arbiter may question any witness or call his/her own witnesses, and conduct further fact finding outside the hearing. All testimony shall be documented in writing, and copies of each document shall be provided by each of the parties to the Arbiter and to the opposing side. The Secretary of the Board of Directors shall provide to the Arbiter all documentation in the records of the Board of Directors of any appeal of its action or request for review of its ruling with the exception of the membership database which is expressly excluded from discovery by any party. The Arbiter shall complete the hearings within sixty (60) days of the hearing date, and render a written report with findings and his/her decision no later than 90 days after the initial hearing has been held. The Arbiter shall issue such decision only to the Board and to the party filing the appeal or grievance, and to no other party, agency, or electronic list. Testimony and findings, including evidence, shall be written and be provided to both parties to the appeal or grievance.
- V. **Retention of Professional Arbiter:** Either party may retain a professional Arbiter but unless otherwise agreed to, the party requesting professional arbitration shall pay the costs of such arbitration.
- VI. **Parties Bound by the Arbiter's Ruling:** The ruling of the Arbiter shall be binding on all parties and shall be in place and stead of any court determination. By agreeing to have a matter heard by the Arbiter, all parties relinquish any right to redress in a court of law or equity barring cases of fraud.
- VII. **Eligibility:** Candidates for Ombudsman and Arbiter must be and have been Voting Members of the BOE in good standing for at least three continuous years prior to January 31 of the year in which they seek election and must maintain their membership status throughout their terms. Candidates for election to the Board, spouses and significant others of candidates for election to the Board are not eligible to be elected to the position of Ombudsman or Arbiter in the same term. Individuals who engage in any illegal activities are not eligible to serve in this position.
- VIII. **Qualifications and Election of the Ombudsman and Arbiter:** Qualified individuals may seek election by filing a Statement of Candidacy with the Secretary of the Board by April 30 of the year in which they seek election. The election of the Ombudsman and Arbiter shall be governed by the election policies and procedures as applicable to the election of Board members. The same person shall not simultaneously serve as Ombudsman and Arbiter. No member may serve as Ombudsman or Arbiter and simultaneously as a member of the Board. The term of the Ombudsman and Arbiter is one year and begins on April 1 and terminates on March 31. Any vacancy occurring in either position shall be filled for the unexpired term by $\frac{2}{3}$ vote of the Board of Directors minus two.

ARTICLE XIV: INUREMENT

The BOE is not organized for pecuniary profit or for the benefit of an individual or for-profit entity and shall not have authority to issue capital stock. No part of the net earnings of the BOE shall inure to the benefit of, or be distributable to, its Directors, Officers, employees, members or another

private persons, except that the BOE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE XV: WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Act, the BOE's Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equitable to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

ARTICLE XVI: DECLARATION OF POLICY

Responsibility and authority for any declaration of BOE policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Members of committees, or other subdivisions of the BOE, are not authorized directly or indirectly to commit the BOE in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as herein otherwise provided, shall have control of the affairs of the BOE, including all matters relating to the acquisition, holding, management, control, investment and disposition of the funds and other property of the BOE.

ARTICLE XVII: OTHER GOVERNANCE DOCUMENTS

These Bylaws, including all amendments hereto, shall at all times be in conformance with and subservient to the Articles of Incorporation of the BOE. Any conflict or ambiguity with respect to these Bylaws and the Articles of Incorporation shall be resolved in favor of and with reference to the Articles of Incorporation, as the case may be.

ARTICLE XVIII: GOVERNING LAW

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Michigan.

ARTICLE XIX: SEVERABILITY

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full force and effect.

Adopted at the organizational meeting of the Board of Directors this 23rd day of February, 2012.

Secretary