

February 17, 2012
AMENDED AND RESTATED
BYLAWS
OF
THE AMERICAN SMALL MANUFACTURERS COALITION

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OF
THE AMERICAN SMALL MANUFACTURERS COALITION
(A Michigan Nonprofit Corporation)

ARTICLE I

OFFICES

Section 1.1. Registered Office. The registered office of The American Small Manufacturers Coalition (the "Corporation") shall be located at 47911 Halyard Drive, Plymouth, Michigan 48170, or such other place as the Board of Directors shall from time to time determine.

Section 1.2. Other Offices. The Corporation may have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II

PURPOSE

Section 2.1. General. The purposes of the Corporation are:

- a. To improve national competitiveness through the effective use of manufacturing technology by small companies.
- b. To promote dialogue and cooperation among the many manufacturing firms, trade associations, large industrial corporations, colleges, government agencies, utilities, financial institutions, labor unions and other organizations that share a commitment to the enhancement and modernization of the small- and medium-sized manufacturing firms (with fewer than 500 employees) in the United States.
- c. To conduct any and all such activities and exercise any and all such powers as are necessary to the achievement of the foregoing and in furtherance of the purposes of the Coalition including, but not limited to, those permitted by a Section 501(c)(6) organization.

ARTICLE III

BOARD OF DIRECTORS

Section 3. 1. Functions. Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and

responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

Section 3.2. Number, Selection and Term. The Board of Directors shall consist of up to thirteen directors, said number to include a Chair, Vice Chair, and a Secretary and Treasurer to serve as officers of the Board. A minimum of nine (9) Board directors shall be nominated by the Board Nominations Committee and confirmed by the membership of the organization. The Board Nominations Committee shall strive to select directors primarily on their ability to accomplish the mission of the organization, including but not limited to, his/her ability to influence political, economic and social agendas in an effort to assist and grow the national MEP system. Individuals who are nominated by the Board Nominations Committee shall be current, full dues paying members of the organization. In addition, individuals must be equivalent to CEOs/Directors of member organizations or its regional office, given that no more than two (2) Directors be from the same state. No more than a total of two (2) Board members (either elected or appointed) from any one state can serve on the Board at any given time. This criteria shall be up to the Board Nominations Committee to determine and confirm. In addition to the elected Board directors, up to four (4) Board directors may be appointed by the Board. The terms of elected Board directors will be three years in length and appointed directors will serve at the convenience of the ASMC Board. These positions will primarily be for persons outside the MEP system. Terms shall be staggered to ensure no more than five Board directors are re-elected/confirmed in a single year. Board directors may serve two consecutive terms.

Section 3.3. Officers of the Board of Directors. The Board of Directors shall elect or appoint a Chair of the Board of Directors and a Vice Chair of the Board of Directors. These officers shall be elected or appointed by, from and among, the membership of the Board of Directors, and shall serve for one (1) year terms, provided, however, that any individual officer may be elected to serve continuous terms. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors, and shall perform such other duties and functions as shall be assigned to him/her, from time to time, by the Board of Directors. Except where by law the signature of the President of the Corporation is required, the Chair of the Board of Directors shall possess the same power and authority to sign all certificates, contracts, instruments, papers, and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Corporation which may be authorized by the Board of Directors. The Vice Chair of the Board of Directors shall perform the duties and exercise the powers of the Chair of the Board of Directors during the absence or unavailability of the Chair of the Board of Directors, and shall have such additional powers and perform such additional

duties as shall from time to time be assigned to him/her by these Bylaws or by the Board of Directors.

Section 3.4. Meetings.

- a. The Board of Directors shall meet at least three times per year, in addition to the annual meeting of the Board of Directors. The date, time and place of said meetings shall be set by the Board of Directors.
- b. Special meetings of the Board of Directors shall be called by the Secretary of the Corporation upon the request of the Chair of the Board of Directors or one (1) of the directors.
- c. Meetings of the Board of Directors may be held at any place or places.
- d. Attendance at Board of Directors meetings shall be limited to the members of the Board of Directors and the support staff of the Corporation. Other members of the American Small Manufacturers Coalition may attend any session of the Board of Directors' meetings.

Section 3.5. Notice of Meetings. Written notice of the annual meeting or any regular or special meeting of the Board of Directors shall be given to the directors at least ten (10) but not more than sixty (60) days prior to the meeting. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

Section 3.6. Participation in Meeting by Telephone. A member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 3.7. Action by Written Consent. Action required or permitted to be taken pursuant to authorized vote at any meeting of the Board of Directors or a committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors or the committee consent thereto in writing. Written consent shall be filed with the minutes of the proceedings of the Board or committee. Such consent shall have the same effect as the vote of the Executive Board or committee for all purposes.

Section 3.8. Resignation. A director may resign by giving written notice to the Secretary of the Corporation, which notice shall be immediately forwarded to the Board of Directors of the Corporation. Unless otherwise specified in the

resignation shall take effect upon receipt by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.9. Removal and Attendance. Any director may be removed at any time, with or without cause, by vote of two-thirds of the directors of the Corporation. In the event that a person is elected to the Board changes positions, resulting in her/his not meeting these qualifications, such person's tenure on the Board shall be immediately terminated. In addition, any director who is absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be removed from the Board of Directors unless a majority of the other directors vote to waive such absences and retain him or her as a director.

Section 3.10. Vacancies. Any vacancy on the Board of Directors shall be filled by the affirmative vote of two-thirds (2/3) of the remaining directors of the Corporation. Any director so appointed shall serve as a director of the Corporation for the remainder of the term (which will also count as his/her first term) of the replaced Director and until his or her successor is appointed.

Section 3.11. Quorum. The presence of two-thirds (2/3) of the total number of directors then in office shall constitute a quorum for the transaction of business.

Section 3.12. Voting. The vote of a two-thirds (2/3) majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote.

Section 3.13. Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

ARTICLE IV

MEMBERS

Section 4.1. General. The Board of Directors of the Corporation may, from time to time, appoint non-voting members of the Corporation. The specific criteria by which prospective members are evaluated shall be determined by the Board of Directors.

Section 4.2. Members. Members shall consist of those organizations which satisfy the general criteria for membership in the Corporation and which also contribute the Board approved Member annual dues.

ARTICLE V

OFFICERS

Section 5.1. Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a President, a Vice President, a Secretary and a Treasurer. The President of the Corporation shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors. The Secretary and Treasurer shall be elected each year by, from, and among, the membership of the Board of Directors at its annual meeting and shall serve for one (1) year terms; provided, however, that any individual officer may be elected to serve continuous terms. If a vacancy shall occur in any officer position as a result of the death, removal or resignation of the individual serving in such position, or for any other reason, the Board of Directors shall fill said vacancy either at its next annual meeting, or, at the option of the Board of Directors, prior to its next annual meeting. In the event the Board of Directors elects to fill such a vacancy prior to its next annual meeting, the Board shall follow the same procedures established by the Corporation for electing officers at its annual meeting. The individual elected to fill a vacancy shall serve in such position until the next annual meeting of the Board of Directors or until his/her successor is appointed. The Board of Directors may, from time to time, appoint other officers, as the Board may deem advisable, and such officers shall have such authority, and shall perform such duties as, from time to time, may be prescribed by the Board of Directors. Any two or more offices may be held by the same person, In addition to the powers and duties of the officers of the Corporation as set forth in these Bylaws, the officers shall have such authority and shall perform such duties as, from time to time, may be determined by the Board of Directors.

Section 5.2. Chair. The Chair shall preside over meetings ensuring that the Board of Directors and its members are aware of and fulfill their governance responsibilities; comply with applicable laws and bylaws; and conduct board business effectively and efficiently. The Chair may delegate specific duties to the Executive Director, Board members and/or committees as appropriate.

Section 5.3. Vice-Chair. The Vice Chair shall understand the duties of the Chair and perform these duties in the absence of the Chair.

Section 5.4. President. The President shall be the chief executive officer of the Corporation and shall perform such duties and functions as shall be assigned to him/her from time to time by the Board of Directors. If the Board of Directors does not elect or appoint a Chair of the Board of Directors or a Vice Chair of the Board of Directors, the President shall preside at all meetings of the Board of Directors. He/she may be, ex officio, a non-voting member of the Board of Directors. The President shall, unless otherwise provided by the Board of Directors, possess the power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Corporation.

Section 5.5. Vice President. The President may from time to time designate a Vice President who shall perform the duties and exercise the powers of the President during the absence or unavailability of the President, the Chair of the Board of Directors and the Vice Chair of the Board of Directors. Said Vice President shall have such additional powers and perform such additional duties as shall from time to time be assigned by these Bylaws or by the Board of Directors.

Section 5.6 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose, and sign, with the President of the Corporation, in the name of the Corporation, all contracts when authorized to do so. The Secretary shall also have charge of such books and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination by any Director, and in general perform all the duties incident to the Office of Secretary, subject to the control of the Board of Directors.

Section 5.7 Treasurer. The Treasurer shall have custody of all funds and securities of the Corporation, shall have the power to endorse checks, notes and other obligations for collection on behalf of the Corporation, and shall have the power to deposit the same to the credit of the Corporation in such banks or depository or depositories as the Board of Directors may designate. The Treasurer shall also have the power to sign all receipts and vouchers for payments made to the Corporation, enter or cause to be entered regularly in the books of the Corporation kept for that purpose, full and accurate accounts of all moneys received and paid on account of the Corporation, and whenever required by the Board of Directors, render statements of such accounts. The Treasurer shall also, at all reasonable times, exhibit the books and accounts to any Director of the Corporation, and shall have the power to perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors. The Treasurer may delegate these duties and responsibilities as he or she see fit.

Section 5.8. Assistant Secretary and Assistant Treasurer. The Board of Directors may from time to time by resolution delegate to any Assistant Treasurer or Treasurers or any other person any of the powers or duties herein assigned to the Treasurer; and may similarly delegate to any Assistant Secretary or Secretaries or any other person any of the powers or duties herein assigned to the Secretary.

Section 5.9. Giving of Bond by Officers. All Officers of the Corporation, if required to do so by the Board of Directors, shall furnish bonds to the Corporation for the faithful performance of their duties, with such penalties and with such conditions and security as the Board shall require. The Corporation shall assume the cost of providing any bond required thereunder.

Section 5.10. Compensation of Officers. By resolution of the Board of Directors, the Officers of the Corporation may be compensated for the performance of

services for the Corporation, and may, be reimbursed for expenses incurred on behalf of the Corporation.

ARTICLE VI

COMMITTEES

Section 6.1. General. The Board of Directors may designate, by resolution passed by a majority of the whole Board of Directors, one or more committees, each committee to consist of at least one (1) director; provided, however, that each such committee shall be chaired by one or more directors and may include non-director representatives of American Small Manufacturers Coalition Members.

Section 6.2. Duties and Powers of Committees. The duties, powers and authority of each such committee and the rules or procedures to be followed by any such committee, or the manner of determining such rules, shall be established by the Board of Directors at the time of appointing each such committee, subject to such limitations as may be provided by law.

Section 6.3. Terms of Office. Each member of any committee shall serve in such capacity at the pleasure of the Board of Directors until his/her earlier termination by resignation or by the affirmative vote of a majority of the Board of Directors.

ARTICLE VII

DISSOLUTION

Section 7.1. General. In the event of dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to one or more domestic or foreign corporations, societies, or organizations, including governmental agencies, engaged in activities substantially similar to or consistent with those of the Corporation, and having a purpose or purposes similar to those of the Corporation.

Section 7.2. No Inurement. No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any Director or Officer of the Corporation, any contributor, or any private individual as prohibited by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, (the "Code"), the Michigan General Sales Tax Act or the Michigan Use Tax Act.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND
AGENTS

Section 8.1. Indemnification of Directors and Officers: Claims by Third Parties.

The Corporation shall, to the fullest extent authorized or permitted by the Michigan Non-Profit Corporation Act (the "Non-Profit Act") or other applicable law, as the same presently exist or may hereafter be amended, indemnify a director or officer of the Corporation (the "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigate, and whether formal or informal, 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 director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 8.2. Indemnification of Directors and Officers: Claims Brought by or in the right of the Corporation.

The Corporation shall, to the fullest extent authorized or permitted by the Non-Profit Act or other applicable law, as the same presently exist or may hereafter be amended, indemnify an Indemnitee who was or is a party or is threatened to be made a party to a 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 the Indemnitee is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation or its members. However, indemnification under this Section shall not be made for a claim, issue or matter in which the Indemnitee 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 upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the Court considers proper.

Section 8.3. Actions Brought by the Indemnitee. Notwithstanding the provisions of Sections 8.1 and 8.2, the Corporation shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the Board of Directors of the Corporation, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

Section 8.4. Approval of Indemnification. Any indemnification under Section 8.1 and 8.2 hereof, 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 Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 8.1 and 8.2. This determination shall be made in any of the following ways:

- a. By a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to the action, suit or proceeding.
- b. If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a Committee of the Directors who were not parties to the action. The committee shall consist of not less than two (2) disinterested directors.
- c. By independent legal counsel in a written opinion.

Section 8.5. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 8.1 or 8.2 above shall be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 8.6. Partial Indemnification. If an Indemnitee is entitled to indemnification under Section 8.1 or 8.2 for a portion of expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

Section 8.7. Indemnification of Employees and Agents. Any person who is not covered by the foregoing provisions of this Article and who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by the Non-Profit Act or other applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits the Corporation to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time-to-time by the Board of Directors.

Section 8.8. Other Rights of Indemnification. The indemnification or advancement of expenses provided under Sections 8.1 to 8.7 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws, or a contractual agreement. 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. The indemnification provided for in Sections 8.1 to 8.7 continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

Section 8.9. Contract with the Corporation. The right to indemnification conferred in this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the Corporation shall give written notice thereof to the directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.

Section 8.10. Application to a Resulting or Surviving Corporation or Constituent Corporation. The definition of "corporation" found in Section 569 of the Non-Profit Act, as the same exists or may hereafter be amended, is and shall be, specifically excluded from application to this Article. The indemnification and other obligations of the Corporation set forth in this Article shall be binding upon any resulting or surviving corporation after any merger or consolidation of the Corporation. Notwithstanding anything to the contrary contained herein or in Section 569 of the Non-Profit Act, no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a director or

officer of another corporation prior to such other corporation entering into a merger or consolidation with the Corporation.

Section 8.11. Definitions. "Other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the corporation" shall include any service as a director, officer, employee, or agent of the corporation which imposes duties on, or involves services by, the director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the Corporation or its members" as referred to in Sections 8.1 and 8.2.

Section 8.12. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance (including insurance issued by an affiliated insurer and insurance for which premiums may be adjusted retroactively, in whole or in part, based upon claims experience, or similar arrangements and may also create a trust fund or other form of funded arrangement) on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Non-Profit Act.

Section 8.13. Severability. Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms or provisions shall not be affected and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

ARTICLE IX

ANNUAL AUDITS AND FISCAL YEAR

Section 9.1. Annual Audits. There shall be an annual audit of the annual financial statements of the Corporation by an independent certified public accountant approved by the Board of Directors, for all years commencing with 1992.

Section 9.2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 10.1. Voting Securities. Unless otherwise directed by the Board of Directors, the Chair of the Board or, in the case of his/her absence or inability to act, the President, shall have full power and authority on behalf of the Corporation to attend and to act and to vote, or to execute in the name or on behalf of the Corporation a consent in writing in lieu of a meeting of members or a proxy authorizing an agent or attorney-in-fact for the Corporation to attend and vote, at any meetings of security holders of corporations in which the Corporation may hold securities, and at such meetings he or his duly authorized agent or attorney-in-fact shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the Corporation might have possessed and exercised if present. The Board of Directors by resolution from time to time may confer like power upon any other person or persons.

Section 10.2. Contracts, Conveyances, etc. All conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by such officers or agents as may be specifically authorized by the Board of Directors.

Section 10.3. Execution of Instruments. All Corporation instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed as provided by a resolution of the Board of Directors.

Section 10.4. Borrowing. Loans and renewals of any loans shall be contracted on behalf of the Corporation as provided by a resolution of the Board of Directors of the Corporation.

Section 10.5. Adjourned Meeting. A majority of the Directors present, whether or not a quorum, may adjourn any Board of Directors meeting to another time and place. Notice of such adjourned meeting shall be given even though the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 10.6. Method of Giving Notices. Any notice required by statute or by these Bylaws to be given to the directors, or to any officers of the Corporation unless otherwise provided herein or in any statute, shall be given by mailing (including electronic mailing) to such director or officer at his or her last address

as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.

Section 10.7. Corporate Seal. The Corporation may have a corporate seal. If the Corporation acquires a corporate seal, it shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Michigan". The seal may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

Section 10.8. Proxies. A director entitled to vote at a meeting of the Board of Directors or to express consent or dissent without a meeting may authorize one other person to act for him/her by proxy. A proxy shall be signed by the director or his/her authorized agent or representative. A proxy shall not be valid, however, unless notice of its intended use is given to the Chair of the Board of the Directors or to the President of the Corporation prior to the time said proxy will be used.

ARTICLE XI

AMENDMENTS AND ADDITIONS

Section 11.1. Amendments. Except as elsewhere specified, these Bylaws may be altered or amended at any duly called meeting of the directors, at which a quorum (consisting of two-thirds of Board directors) is present by a two-thirds majority vote, provided that written notice naming the substance of the proposed amendment has been sent to each director of the Corporation at least ten (10) days in advance of the date of meeting, unless such notice is waived by all the directors.

Section 11.2. Rules and Regulations. The Board of Directors may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation, provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

APPENDIX

Noted below are changes made to previous iterations of by-laws as well as the effective date of change.

1. Section 3.2. Number, Selection and Term. ~~The Board of Directors shall consist of from seven to eleven directors, said number to include a Chair, a Vice Chair, and a Secretary/Treasurer to serve as officers of the Board. A minimum of seven (7) Board directors shall be nominated by the Board Nominations committee and elected by the membership of the organization. In nominating Board directors, the committee shall strive to ensure diversity by member organization size and geography. Individuals who are nominated must be CEOs/Directors of member organizations. In addition to the elected Board directors, up to four (4) Board directors may be appointed by the Board. The terms of Board directors will be two years in length. Terms shall be staggered to ensure that no more than 50% of the Board is re-elected in a single year. Board directors may serve multiple terms. In the event that a person elected to the Board changes positions, resulting in her/his not meeting these qualifications, such person's tenure on the Board shall be immediately terminated.~~ [Inserted] Section 3.2. Number, Selection, and Term. The Board of Directors shall consist of eleven directors, said number to include a Chair, Vice Chair, and a Secretary and Treasurer to serve as officers of the Board. A minimum of nine (9) Board directors shall be nominated by the Board Nominations Committee and confirmed by the membership of the organization. The Board Nominations Committee shall strive to select directors primarily on their ability to accomplish the mission of the organization, including but not limited to, his/her ability to influence political, economic and social agendas in an effort to assist and grow the national MEP system. Individuals who are nominated by the Board Nominations Committee shall be CEOs/Directors of member organizations. In addition to the elected Board directors, up to two (2) Board directors may be appointed by the Board. The terms of Board directors (including appointed directors) will be three years in length. Terms shall be staggered to ensure no more than four Board directors are re-elected/confirmed in a single year. Board directors may two consecutive terms. In the event that a person is elected to the Board changes positions, resulting in her/his not meeting these qualifications, such person's tenure on the Board shall be immediately terminated. [Effective Date: January 13, 2006. See January 13, 2006 ASMC Board Minutes.]

2. Section 3.2. Number, Selection and Term. [Previous iteration in (1) above.] The Board of Directors shall consist of up to thirteen directors, said number to include a Chair, Vice Chair, and a Secretary and Treasurer to serve as officers of the Board. A minimum of nine (9) Board directors shall be nominated by the Board Nominations Committee and confirmed by the membership of the organization. The Board Nominations Committee shall strive to select directors primarily on their ability to accomplish the mission of the organization, including but not limited to, his/her ability to influence political, economic and social agendas in an effort to assist and grow the national MEP system. Individuals who are nominated by the Board Nominations Committee shall be CEOs/Directors of member organizations. In addition to the elected Board directors, up to four (4) Board directors may be appointed by the Board. The

terms of elected Board directors will be three years in length and appointed directors will serve at the convenience of the ASMC Board Chair. These positions will primarily be for persons outside the MEP system. Terms shall be staggered to ensure no more than five Board directors are re-elected/confirmed in a single year. Board directors may serve two consecutive terms. In the event that a person is elected to the Board changes positions, resulting in her/his not meeting these qualifications, such person's tenure on the Board shall be immediately terminated. [Effective date March 5, 2008. See March 5, 2008 ASMC Board Minutes.]

3. Section 3.2. Number, Selection and Term. [Previous iteration in (2) above.] The Board of Directors shall consist of up to thirteen directors, said number to include a Chair, Vice Chair, and a Secretary and Treasurer to serve as officers of the Board. A minimum of nine (9) Board directors shall be nominated by the Board Nominations Committee and confirmed by the membership of the organization. The Board Nominations Committee shall strive to select directors primarily on their ability to accomplish the mission of the organization, including but not limited to, his/her ability to influence political, economic and social agendas in an effort to assist and grow the national MEP system. Individuals who are nominated by the Board Nominations Committee shall be current, full dues paying members of the organization. In addition, individuals must be equivalent to CEOs/Directors of member organizations or its regional office, given that no more than two (2) Directors be from the same state. No more than a total of two (2) Board members (either elected or appointed) from any one state can serve on the Board at any given time. This criteria shall be up to the Board Nominations Committee to determine and confirm. In addition to the elected Board directors, up to four (4) Board directors may be appointed by the Board. The terms of elected Board directors will be three years in length and appointed directors will serve at the convenience of the ASMC Board. These positions will primarily be for persons outside the MEP system. Terms shall be staggered to ensure no more than five Board directors are re-elected/confirmed in a single year. Board directors may serve two consecutive terms. In the event that a person is elected to the Board changes positions, resulting in her/his not meeting these qualifications, such person's tenure on the Board shall be immediately terminated. [Effective date June 11, 2010. See June 11, 2010 ASMC Board Minutes.]