

PURPOSE

SECTION 1

The purpose and aim of the organization is to exchange information and ideas among the industrial community and to promote better understanding of industry among its members and the general public in the area, enhancing shared resources and promoting financial stability.

OBJECTIVES

SECTION 2

- Establish a network of regional manufacturers that participate in an open exchange of ideas
- Provide training and tools for continuous improvement to area manufacturers.
- Actively facilitate the exchange of best practices between manufacturers.
- Enhance communications and share best practices with non-manufacturing industries.
- Educate members about available resources (workforce development, etc.)
- Provide members with a return on their investment in the association.
- Provide our manufacturers a voice in government and an influence on legislative issues which impact them.

LIMITATION

SECTION 3

The Association shall be nonprofit, nonpartisan, and nonsectarian.

MEMBERSHIP

SECTION 4

Any manufacturer domiciled in the Central Michigan area (primarily, but not limited to, Clare, Gladwin, Gratiot, and Isabella counties) and interested in promoting the objectives and purpose of this Association shall be eligible for membership. Upon proper application to the Executive Director and the payment of dues, eligible applicants shall be accepted as voting members and designated as Manufacturing Members. The Board reserves the right to ratify members. Any established organization that performs services for regional manufacturers shall be designated Associate Members.

Examples: organizations that provide manufacturing companies with financial/insurance services, material, parts; and educational and governmental groups.

All candidates for Associate Membership shall apply and be considered for membership by the Board of Directors at its next regularly scheduled meeting.

Approval by a majority of the Board of Directors is required for a candidate to be accepted as an Associate Member. Upon approval by the Board of Directors and the payment of dues, eligible applicants

shall be accepted as non-voting members.

Written notice of approval or disapproval shall be provided to the sponsoring members.

The number of Associate Members shall not exceed 49% of the total membership.

PRESIDENT

SECTION 5.1

Appointment. The Board of Directors may at its discretion appoint a President. The President shall be a non-voting Ex-Officio member of the Board of Directors. The President shall hold his or her office until his or her death, resignation or removal. The President shall be responsible for the day to day operation of the organization, including but not limited to recruitment and retention of members, scheduling association events, and promoting the association within its service area. The President shall also perform other duties as assigned by the Board of Directors.

SECTION 5.2

Removal or Resignation. The Board of Directors may remove the President, with or without cause, whenever in their judgment the best interest of the Association will be served thereby. The President may resign from his or her office at any time by giving written notice of such resignation to the Board of Directors. The resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the notice by Board of Directors.

BOARD OF DIRECTORS

SECTION 6.1

Powers and Duties. Subject to the limitations of these Bylaws, and the laws of the State of Michigan, the property, business and affairs of the Association shall be under the direction and control of a Board of Directors. The Board of Directors is empowered on behalf of the Association to do and perform all acts reasonably necessary, appropriate, or incident to the accomplishment of the purposes of the Association, as determined by the Board of Directors at their sole discretion.

SECTION 6.2

Number and Term of Directors. The number of Directors shall be not less than nine (9) and not more than thirteen (13) as designated by the Board of Directors from time to time. A majority of Directors must be employed or designated by Manufacturing members. The Board of Directors shall be made up of the Officers elected Members at Large, and Emeritus Directors. The Nominations Committee will present a slate of candidates to the membership. Nominations may also be accepted from the floor. Directors (with the exception of the Mid Michigan Community College representative, and Emeritus Directors) will be chosen by a simple majority vote of those members present at the Annual Meeting. Directors shall be elected at the annual meeting of the Association to serve for three (3) year terms, except initially one-third (1/3) shall be elected to serve for three (3) years, one-third (1/3) shall be elected to serve for two (2) years, and one-third (1/3) shall be elected to serve for one (1) year. Directors shall be eligible for re-election. The initial

Board of Directors of the Association shall be as specified by the Incorporators. No more than three representatives of Associate Members, and two (2) Emeritus Directors may serve on the board at one time. One of the Associate Member Directors shall be appointed by the President of Mid Michigan Community College. Emeritus Directors are appointed by the Board, and serve for a one-year term. The Executive Director shall be an Ex Officio member of the board,

SECTION 6.3

Directors Selected by Incorporator. The Incorporator of the Association shall name the members of the initial Board of Directors.

SECTION 6.4

Removal. Any Director may be removed from office for cause by vote of two-thirds (2/3) of the Directors of the Association then holding office. A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall be automatically dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of the Executive Committee.

SECTION 6.5

Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Association. The resignation shall become effective upon the date specified in the notice, or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance by the Board of Directors shall not be necessary to render the resignation effective.

SECTION 6.6

Vacancies and Additional Directors. In the event of a vacancy on the Board of Directors for any reason (including a vacancy caused by an increase in the number of Directors), the remaining Directors of the Association, by majority vote, may elect an individual to fill the vacancy until the next annual meeting and until a successor shall have been duly elected and qualified. Such election shall be for a term equal to that remaining of the Director whose death or resignation has created the vacancy.

SECTION 6.7

Compensation. Directors shall serve without compensation. Upon resolution of the Board of Directors, the Directors may receive reimbursement of expenses for attendance at any meeting for the Association. Nothing contained herein shall be construed to preclude any Director from serving the Association in any other capacity, or receiving compensation therefor.

OFFICERS

SECTION 7.1

Principal Officers. The principal officers of the Association shall consist of a President, Vice-President, Secretary, Treasurer and any number of Members at Large determined by the Board of Directors. Any

two (2) offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the Articles or the Bylaws to be executed, acknowledged or verified by two (2) or more officers. The officers shall serve for a one (1) year term. There is no prohibition preventing an officer from serving consecutive terms.

SECTION 7.2

Election. The Board of Directors will elect all officers at their first meeting following the Annual Meeting of the Association.

SECTION 7.3

President. The President shall be a voting member of the Board of Directors. The President shall be chief executive officer of the Association and shall preside over all meetings of the Directors. The President shall appoint all committees and chairpersons, subject to the Board of Directors approval, unless otherwise provided in these bylaws. The President shall perform such other duties as may be specified from time to time by the Directors.

SECTION 7.4

Vice-President. The Vice-President shall be a voting member of the Board of Directors. The Vice-President shall perform the duties and exercise the powers of the President during any absence or disability of the President, and shall temporarily succeed the President in the event that the office of President becomes vacant for any reason.

SECTION 7.5

Secretary. The Secretary shall be a voting member of the Board of Directors. The Secretary shall give notice of each meeting of the Directors or committees of the Association as to which notice is required; shall record minutes of such meeting in books kept for that purpose; shall have custody of the records of the Association; and shall perform such other duties as may be specified from time to time by the Directors.

SECTION 7.6

Treasurer. The Treasurer shall be a voting member of the Board of Directors. The Treasurer shall have custody of the funds and other property of the Association; shall keep accurate records of all property, receipts and disbursements of the Association in financial books to be maintained for that purpose; shall deposit all assets in the name or to the credit of the Association with such depository or depositories as shall be designated by the Directors; shall disburse the funds of the Association; and render to the Directors such reports as they shall prescribe.

All books, records and vouchers of the Association shall be open to the inspection of any Director. The Treasurer shall, at least twice each year, and whenever requested by the Directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the Association and the changes, if any, since the last report of the Treasurer. The Treasurer shall perform such other duties as may be specified from time to time by the Directors.

SECTION 7.7

Members at Large. Members at Large shall be voting members of the Board of Directors. The Members at Large shall be responsible for performing all duties assigned to them by the President and/or Board of Directors.

SECTION 7.8

Removal or Resignation. Any officer of the Association may be removed at any time, with or without cause, by vote of two-third (2/3) of the Directors then holding office. Any officer may resign such office at any time by giving written notice of such resignation to the Secretary of the Association. The resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance by the Board shall not be necessary to render the resignation effective.

SECTION 7.9

Vacancies. Any vacancy in any office of the Association may be filled for the unexpired portion of the term by majority vote of the Directors present at a meeting of the Directors called for such purpose. If any officer is absent or unable to perform the duties assigned to that office, the Directors may delegate the powers and duties of that office, during the period of such absence or disability, to another person.

SECTION 7.10

Compensation. No officer of this corporation shall receive compensation for his or her services in such capacity. However, the Board of Directors may authorize reimbursement for any reasonable and necessary expenditures incurred by any officer in connection with the conduct of the business of this corporation.

COMMITTEES

SECTION 8

The Board of Directors shall decide when projects are deemed proper and necessary to fulfill the purpose and/or objectives of this organization and are hereby granted the authority to create committees to complete such projects.

The President, subject to the Board of Directors approval, shall appoint all committee chairmen. The President or his designee shall be an ex-officio member of all committees.

MEETINGS

SECTION 9

The organization shall hold a minimum of six (6) regular meetings annually. The meeting closest to September 1st shall be the Annual Meeting.

At the request of at least six (6) Manufacturing Members the President or Secretary shall call a special meeting of the organization to be held within 30 days of such request.

DUES

SECTION 10

Annually, the Board of Directors shall establish the dues for members of the Association. The dues shall be payable in advance.

Any member having dues unpaid thirty days after the established due date shall be deemed not in good standing and shall not be eligible for the benefits of membership.

AMENDMENTS OF BYLAWS

SECTION 11

These By-Laws may be amended by the majority vote of the members present at any regular or special meeting or by majority vote of the Board of Directors.

FISCAL YEAR/ANNUAL ACCOUNTING PERIOD

SECTION 12

The fiscal year and annual accounting period of the Association shall coincide, and the termination of each shall be December 31 of each year hereafter.

LIMITATION ON DISTRIBUTION OF INCOME

SECTION 13

No part of the net earnings and no part of any funds received as dues, assessments, gifts, grants (training grants excluded), proceeds of solicitations or any other funds received shall inure to the benefit or be distributable to the Association's Members, Trustees, Officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Article on Incorporation.

DISSOLUTION

SECTION 14

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for the charitable, religious, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

INTERNAL REVENUE PROVISIONS

SECTION 15

The Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not conduct or carry on any activities not permitted to be carried on: (a) by an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under Section 70(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

INDEMNIFICATION OF OFFICERS, DIRECTORS, COMMITTEES AND STAFF

SECTION 16.1

Definition. The provisions of this Article shall apply to each individual officer, director, committee member, and staff appointed or contracted by the Association. Whenever used hereafter in this Article, the term "Officer" shall include officers, directors, committee and staff members.

SECTION 16.2

Entitlement. The Association shall or shall have indemnified any and all of its officers or former officers against expenses and liabilities (including counsel fees) actually and necessarily incurred by them or imposed on them in conjunction with any action, suit or proceeding in which they or any of them are made parties, or in which they become involved as a party, by reason of being or having been officers or an officer of the Association, or any settlement thereof whether or not they are officers at the time such expenses are incurred, except in relation to matters as to which any such officer or former officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance or duty. Such indemnification shall not be deemed exclusive of any other right to which those indemnified may be entitled under any agreement, vote of the members or otherwise.