

BY LAWS
of the
MICHIGAN ELKS ASSOCIATION MAJOR PROJECT COMMISSION

A Nonprofit Corporation

[The masculine words appearing herein shall include the feminine gender, as circumstances require.]

Article I - Name and Purpose

Section 1. Name.

The name of this corporation is the Michigan Elks Association Major Project Commission and shall hereinafter be referred to as the Commission.

Section 2. Purpose.

The purpose for which this corporation is formed is:

- a. To assist and co-operate with Elk Lodges, institutions, hospitals and civic and fraternal groups or committees whose objectives are to help special needs children who are sponsored by a member Lodge of the Michigan Elks Association and who reside within the jurisdiction of the sponsoring Lodge.
- b. To raise and accept by gifts, donations, grants, bequests and devises, money or property to be used for the objects and purposes enumerated herein.
- c. To invest its funds in banks, trust companies, or other financial institutions designated in writing by the Commission.

Article II - Members

Section 1. Membership.

The members of this Corporation shall be the six duly elected Commissioners of the Major Project Commission, the Michigan Elks Association President, First Vice-President, and Second Vice-President.

1. Voting Member. The Corporation voting members are the six Commissioners, and the President of the Michigan Elks Association.
2. The First Vice President and the Second Vice President of the Michigan Elks Association shall be ex-officio members of the Commission. They have no voting power except in the absence of the State President. When this occurs, that vote can be by proxy to either the First or Second Vice President in succession.

Section 2. Authority.

All authority, responsibility, rights and duties for the affairs of the Michigan Elks Association Major Project Commission rests with this Commission.

Section 3. Commissioners.

The members of this corporation shall be known as Commissioners.

Article III - Board of Directors

Section 1. Number.

The Board of Directors shall consist of the seven voting members of the Michigan Elks Association as defined in Article II, Paragraph 1.

Section 2. Qualifications.

Each Commissioner shall be a bona fide member of the Michigan Elks Association. One Commissioner shall be elected from each district of the Michigan Elks Association in accordance with the Constitution and By Laws of the Michigan Elks Association.

Section 3. Term.

The Michigan Elks Association has implemented the following terms for the Major Project at the Spring 2016 business meeting. The adjusted terms will allow for a staggered expiration schedule so that the business of the Major Project will not be impacted. The Commissioner terms by District are as follows:

NW	Expiration May 2019	6 year terms thereafter
UP	Expiration May 2020`	6 year terms thereafter
SE	Expiration May 2021	6 year terms thereafter
SE	Expiration May 2022	6 year terms thereafter
NE	Expiration May 2023	6 year terms thereafter
Metro	Expiration May 2024	6 year terms thereafter

The Major Project does impose term limits of 6 years, except upon appointment to fulfill an unexpired term, those years shall not be applied to the 6 year term.

Section 4. Duties.

The business, property and affairs of this Commission shall be managed by the Board of Directors, who by resolution may delegate all or any of its powers to an Executive Committee in the management of this corporation between the meetings of the Board. The Executive Committee shall consist of the officers of the Commission.

Section5 Power to Elect Officers and Agents.

The Board of Directors shall elect a chairperson, a vice-chairperson, a secretary and a treasurer. The terms, qualifications and duties are set forth in other provisions of these By Laws. The Board of Directors shall have the power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Commission.

Section 6. Removal of Officers and Filling Vacancies.

Any appointed officer or agent may be removed by the Board of Directors whenever in the judgment of the Board; the interests of the Commission will be

served thereby. It shall have the power to fill any vacancy in any appointed position occurring for any reason whatsoever, at any regular or special meeting.

Section 7. Power to Require Bonds.

The Commission shall secure and furnish a suitable fidelity bond for the Treasurer and the Executive Director employed by the Corporation and may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 8. Compensation.

No compensation will be paid to any Commissioner for service or performance of his duties in this Commission except for travel expense and for lodging at the Annual Meeting and/or Special Meetings as determined by the Board.

Article IV - Officers

Section 1. Officers.

All officers shall be elected by and from the membership of the Board of Directors of this Commission.

Section 2. Chairman.

The Chairman shall preside over all meetings of the Board and of the Commission. The Chairman shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 3. Vice Chairman.

The Vice-Chairman shall, in the event of the absence or disability of the Chairman, perform the duties of the chairman and such other duties as the Board of Directors may from time to time prescribe.

Section 4. Secretary.

The Secretary shall attend all meetings of the Commission and of the Board of Directors and shall preserve in books of the Commission true minutes of the proceedings of all such meetings. The Secretary shall perform such other duties as may be delegated to the Secretary by the Commission.

Section 5. Treasurer.

The Treasurer shall have custody responsibility of all Corporate funds and securities and shall keep in books belonging to the Commission full and accurate accounts of all receipts and disbursements and shall have all securities and other valuable effects in the name of the Commission in such depositories as may be designated by the Board of Directors. All checks shall be signed by such person designated by the Board of Directors, as may be ordered upon proper warrants

as defined by the Board. The Treasurer will work with the Executive Director in preparing a budget for the Annual meeting in April.

Section 6. Vacancies.

1. Vacancies in any office of Commissioner shall be filled as soon as practical by the President and the Board of Trustees of the Michigan Elks Association until the next regular meeting of the Association at which time each officer shall be elected to fill out the term of the vacated office.
2. The Commission may make a recommendation for candidates to be considered for the vacant position.
3. In the event of the death or resignation of the Chairman or any other reason the office of Chairman becomes vacant, the Vice Chairman shall immediately assume the office and duties of the Chairman and shall continue to serve in such capacity until a Chairman is elected at the next regular meeting of the Commission.

Article V - Meetings

Section 1. Place.

Any or all meetings of the Commission and the Board of Directors of this Commission shall be held within the State of Michigan.

Section 2. Annual Meeting.

An annual meeting of the Commission shall be held at least ten days prior to the Annual Meeting of the Michigan Elks Association and prior to the installation of the new commissioners. At this meeting the Commission shall elect the officers of the Commission for the ensuing year.

Notice of the time, place and purpose of such meeting shall be sent to each Commissioner, the new commissioner designate by their respective district, and the ex-officio members, at least ten days prior to the date of the Annual Meeting.

The Order of Business at this meeting shall be as follows:

- A. Roll Call
- B. Invocation
- C. Reading of notice and proof of mailing
- D. Resolution to ratify previous action
- E. Reading of minutes of last preceding meeting
- F. Report of Chairman
- G. Report of Secretary
- H. Report of Treasurer
- I. Report of Executive Director
- J. Old Business
- K. New Business – Election of Officers
- L. Employee Review
- M. Good of the Order
- N. Announcement of time and place of next meeting
- O. Benediction

P. Adjournment

The presiding officer may vary the order of business with approval of the majority of members present.

Section 3. Spring Meeting.

The Spring Meeting of the Commission shall be held during the time of the Annual Meeting of the Michigan Elks Association. Notice of the time, place and purpose of such meeting shall be sent to each Commissioner, the new commissioner designate by their respective district, and the ex-officio members, at least ten days prior to the date of the Michigan Elks Association Annual Meeting.

The Order of Business at this meeting shall be as follows:

- A. Roll Call
- B. Invocation
- C. Reading of notice and proof of mailing
- D. Resolution to ratify previous action
- E. Reading of minutes of last preceding meeting
- F. Report of Chairman
- G. Report of Secretary
- H. Report of Treasurer
- I. Report of Executive Director
- J. Old Business
- K. New Business
- L. Good of the Order
- M. Announcement of time and place of next meeting
- N. Benediction
- O. Adjournment

The presiding officer may vary the order of business with approval of the majority of members present.

Section 4. Fall Meeting.

The Fall Meeting of the Commission shall be held during the time of the Fall Convention of the Michigan Elks Association. Notice of the time, place and purpose of such meeting shall be sent to each Commissioner and the ex-officio members, at least ten days prior to the date of the Michigan Elks Association Fall Meeting.

The Order of Business at this meeting shall be as follows:

- A. Roll Call
- B. Invocation
- C. Reading of notice and proof of mailing
- D. Resolution to ratify previous action
- E. Reading of minutes of last preceding meeting
- F. Report of Chairman
- G. Report of Secretary
- H. Report of Treasurer
- I. Report of Executive Director

- J. Old Business
- K. New Business
- L. Good of the Order
- M. Announcement of time and place of next meeting
- N. Benediction
- O. Adjournment

The presiding officer may vary the order of business with approval of the majority of members present.

Section 5. Special Meetings.

Special meetings of the Commission may be called at any time by the Chairman or a majority of the members of the Commission. At least five days prior to the date fixed for such special meeting, written or electronic notice of the time, place and purpose of such meeting shall be furnished to each Commissioner and Ex-officio member.

Article VI – Conference Calls

Section 1. Conference calls.

1. A monthly conference call may be set at the discretion of the commission with a majority of members of the commission present. There are many situations that arise during the year that need immediate attention and direction. This call with a majority of the commission will be considered the same as our regular meetings for business at hand. A vote by phone shall be the same as in person with a quorum of the Commission present. Minutes will be recorded and maintained for all calls.

Article VII - Quorum and Voting

Section 1. Quorum.

Presence of four commissioners shall constitute a quorum of any meeting of the Michigan Elks Association Major Project Commission.

Section 2. Voting.

Each Voting Member described in Article II, Section 1 (a) of these Constitution and By Laws shall be entitled to one vote in person, in writing or on a conference call upon each subject properly submitted to vote. A simple majority is all that is required.

Article VIII - Execution of Instruments

Section 1. Checks, etc.

All checks, drafts and orders for payment of money shall be signed in the name of the Commission only when proper warrants drawn and countersigned by such officer or agents as the Board of Directors shall designate for that purpose.

Section 2. Contracts, Conveyances, etc.

When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officer, the Chairman shall execute same. The Commissioners shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of this Commission.

Section 3. Power of the Commission.

The Commission shall have full power to accept leases, or to lease the property, to sell or accept bequests and devices of real estate personal property or to purchase, and no action on the part of the membership of this corporation shall be requisite to the validity of any such note, bond, evidence or indebtedness, mortgage, conveyance or lease.

Article IX - General Duties

Section 1. Direction.

Every effort shall be made to prorate the activity of the Commission geographically throughout the State.

Section 2. Fund Raising Activities.

The Commission shall endeavor to help plan and execute campaigns for the purpose of helping Local Lodges of the Michigan Elks Association to raise money for this project.

Section 3. Annual Audit and Report.

The Commission shall secure a competent and professional audit at the end of each fiscal year. A full report of the Commissions activities and finances shall be submitted to the Trustees of the Michigan Elks Association not later than four months after the close of each fiscal year of the Commission.

Article X - Major Project Office

Section 1. Location.

The location of the Major Project Office of the Executive Director shall be determined by the Commission. The Commission reserves the right to authorize all expenditures of the office such as cost of rent, utilities and all Major Project owned equipment.

Article XI - Salaried Employees

Section 1. Authority.

The Board of Directors shall determine the terms, qualifications and duties of an Executive Director or staff requiring compensation as they may deem necessary for transaction of the business of the Commission.

Section 2. Salaries.

The salaries of employees shall be determined by the Board of Directors at the Annual Meeting.

Section 3. Duties of the Executive Director.

The Board of Directors may appoint an Executive Director at the Annual Meeting.

The Executive Director's duties will include the following:

- A. Administration of the Major Project Office and its employees.
- B. Assist, guide and advise all Lodge Major Project Chairmen in the State.
- C. Accept, review and authorize qualified applications and furnish necessary authorization to all parties involved.
- D. Accept contributions from Lodges and individuals and furnish receipts to the donors.
- E. Submit to the Treasurer, in a timely manner, a record of any and all contributions, donations, funds, or bequests in any form, received in the name of the Commission.
- F. Furnish the Treasurer with monthly reports of all contributions and expenditures
- G. Furnish reports to Governmental Agencies per their requirements.
- H. Oblige Lodges' requests and furnish information for promotional purposes within the Lodges for enhancing the betterment of the program.
- I. Perform any other duties as the Board of Directors may from time to time prescribe.
- J. Prepare a proposed budget for the Annual meeting in April. The Executive Director will work with the Treasurer in preparing the budget.
- K. Supply the Commission with a monthly report of activities within the Major Project, including current funds available for disbursement.
- L. Prepare and complete the required self-evaluation form to the commission by the Annual meeting in April.

Section 3. Separation.

- A. All employees are expected to submit, in writing, notice of intent to separate at least two weeks prior to the actual date of resignation.
- B. Failure to do so may result in forfeiture of any accrued benefits.
- C. The Commission reserves the right to release any employee at any time, for any reason or no reason at all. No individual Commissioner has the authority to enter into any agreement for employment or any agreement contrary to the provisions of this section.

Article XII - Indemnification

Section 1. Indemnification.

The Michigan Elks Association Major Project Commission shall indemnify each Officer and Commissioner, including former Officers and Commissioners, in the full extent permitted by the State Corporate Laws.

Section 2. Proposed Changes.

Amendments to the Constitution and By-laws may be presented only in writing at any regular or special meeting of the Commission, if notice of the proposed amendment, alteration, change, addition or repeal is contained in the notice of such meeting. This notice shall be in writing and shall have been given at least ten days prior to such meeting.

Section 3. Adoption.

Adoption of an amendment to this Constitution and By-laws shall require the affirmative vote of a majority of the Board of Directors entitled to vote at any regular or special meeting of the Commission as provided in Section 1, Article II and shall not become effective until approved by the Advisory Committee of the Michigan Elks Association.