

SLOVENE AMERICAN CLUB

BYLAWS

January 1, 2010

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BYLAWS OF SLOVENE AMERICAN CLUB
(ADOPTED: October 2009)

ARTICLE I
LOCATION AND PURPOSE

- 1.01 SLOVENE AMERICAN CLUB is a Michigan non-profit corporation organized and incorporated under the laws of the State of Michigan on June 23, 1926. It was formerly known as the Slovenian Worker's Home Society. Its location and principal office is at 18616 Allen Road, Melvindale, Michigan 48122.
- 1.02 The purpose of the corporation is to preserve, promote, share and enjoy Slovene culture with all persons of any nationality without regard to nationality, race, religion or political beliefs through social, recreational, educational and charitable activities and events.

ARTICLE II
DEFINITIONS

- 2.01 The "Board" means Board of Directors, which shall be composed of duly elected and qualified officers.
- 2.02 "Officers", and "Directors" are used interchangeably within these bylaws.
- 2.03 "Corporation" and "Club" are used interchangeably within these bylaws.

ARTICLE III
MEMBERS

- 3.01 *Eligibility for Membership.* To be eligible for membership in the club, an individual must satisfy the following requirements:
- (a) Applicant must submit a written application and be approved by the board.
 - (b) Applicant must agree to be bound by the terms within the bylaws.
 - (c) Applicant must pay in full any enrollment fees and dues then in effect, and be issued a membership card.
- 3.02 *Membership Dues.* The board shall establish the annual dues for membership in the club. The billing and collection of dues shall be in a manner prescribed by the board.
- 3.03 *Termination of Membership.* Membership may be terminated by the board on the occurrence of any of the following events:
- (a) Failure to pay dues. Dues are payable by January 1 each year. Written

notice of delinquent dues will be provided to the member by April 30th of the current year. If delinquent payment is not received by December 31st of the current year, the membership will automatically be terminated. Terminated members can reapply for membership as new members; refer to 3.01.

- (b) At any time the board determines, in its sole discretion, that the best interest of the club would be served by removing an individual from membership.
- 3.04 *Annual Membership Meeting.* The annual meeting of the members shall be held in January of each year in the state of Michigan. At each annual meeting, board members shall be elected and any other business shall be transacted that may come before the meeting. Quarterly meetings will be held as needed.
- 3.05 *Special Meetings.* Special meetings of the members may be called by the board or by the president. Such meetings shall also be called by the president or corresponding secretary at the written request of not less than 10 percent of the members.
- 3.06 *Place of Meetings.* All membership meetings shall be held at the club's physical location or at any other place determined by the board within the state of Michigan and stated in the notice of the meeting.
- 3.07 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail or posting at the club to each member of record entitled to vote at the meeting at his or her last address as it appears in the records of the club. Alternatively, notice may be published in the club's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.
- 3.08 *Record Dates.* The board may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.
- 3.09 *List of Members.* The corresponding secretary of the club or the sergeant-at-arms of the club, having charge of the membership records of the club, shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment.
- 3.10 *Quorum.* Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented 10% percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.
- 3.11 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize another member to act for the member by proxy. A proxy shall be signed by the member and the member's authorized representative, registered with the sergeant-at-arms and shall not be

- valid after the expiration of the day of the meeting.
- 3.12 *Voting.* Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast by method determined by the board. When an action, other than the election of the board, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members present and entitled to vote, unless a greater vote is required by statute. Officers of the board shall be elected by a plurality of votes cast at any election.

ARTICLE IV THE BOARD

- 4.01 *General Powers.* The business, property, and affairs of the club shall be managed by the board.
- 4.02 *Number.* There shall be not less than five nor more than nine officers on the board as shall be fixed from time to time by the board.
- 4.03 *Eligibility.* To be eligible to be elected to the Board, an individual shall be a member for one year, in good standing, and have attended three of the four membership meetings
- 4.04 *Term of Service.* Members of the board will serve two years beginning in January of the new year. The terms for President, Recording Secretary, Sergeant-at-Arms and one Trustee will begin on even numbered calendar years. The terms for Vice President, Corresponding Secretary, Treasurer and one Trustee will begin on odd numbered calendar years.
- 4.05 *Resignation.* An officer of the board may resign at any time. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 4.07 of the bylaws.
- 4.06 *Removal.* Any officer of the board may be removed by a majority vote of the members entitled to vote at an election of the board.
- 4.07 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining officers of the board. Each person so elected shall be an officer for a term of office continuing until the next election of officers by the members.
- 4.08 *Regular Board Meetings.* Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.
- 4.09 *Special Board Meetings.* Special meetings of the board may be called by the president or any two officers at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each officer in any manner at least three days before the meeting.
- 4.10 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board need be specified in the notice for that meeting.
- 4.11 *Quorum.* A majority of the officers then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of officers present at a meeting where a quorum is present shall constitute authorized actions of the board.

- 4.12 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all officers consent to the action in writing. Written consents shall be filed with the minutes of the board's proceedings.
- 4.13 *Records and property.* At the end of an officer's term all papers and property of the club in the possession of the former officer shall be delivered to the recording secretary.
- 4.14 *Storage of Archives.* All records and documents shall be accounted for per the policy and procedure manual.

ARTICLE V COMMITTEES

- 5.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its officers, may designate one or more committees, each committee consisting of one or more members. The board may also designate one or more members as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of incorporation;
 - (b) adopt an agreement of merger or consolidation;
 - (c) amend the bylaws of the club;
 - (d) fill vacancies on the board; or
 - (e) fix compensation of the officers for serving on the board or on a committee.
 - (f) recommend to members the sale, lease, or exchange of all or substantially all of the club's property and assets;
 - (g) recommend to the members a dissolution of the club or a revocation of a dissolution; or
 - (h) terminate memberships.
- 5.02 *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.
- 5.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.
- 5.04 *Standing Committees.* In addition to any committees designated under 5.01,

there shall be:

- (a) *Auditors Committee.* An auditor's committee shall be formed at the fourth quarterly meeting consisting of two volunteer members, who are not officers. Their individual terms shall expire after each annual audit is delivered. The auditors shall audit the financial and property records of the corporation on a regular basis as determined by the board. The auditors shall give an oral report to the members at the annual membership meeting in January. In the event that an improper accounting of the corporation's financial records, property or stock are discovered, the auditors shall inform the board in writing so that subsequent action can be taken as determined by the board.
- (b) *Election Committee.* An election committee shall be formed no later than the third quarterly membership meeting consisting of a minimum of two and maximum of five volunteer members. The committee shall present nominations for officers of the board to the membership. All nominations shall be posted on the club's bulletin board 60 days prior to the election meeting. A member cannot be nominated for more than one office. However, any member may submit his/her name to the election committee or be nominated from the floor at the quarterly meeting prior to the election meeting.

ARTICLE VI OFFICERS

- 6.01 *Number.* The officers of the club shall be elected by the membership. The officers shall be a president, a corresponding secretary, a treasurer and a trustee. There may also be a vice president, recording secretary, sergeant-at-arms, trustee and such other officers as the board deems appropriate. In the event of a board vacancy, two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.
- 6.02 *President.* The president shall be the chief executive officer of the club and shall have authority over the general control and management of the business and affairs of the club. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the club, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the club.
- 6.03 *Vice President.* The vice president, shall have the power to perform duties that

- may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office and other duties assigned by the president or the board.
- 6.04 *Corresponding Secretary.* The corresponding secretary shall keep a register of the names and addresses of each member and officer. The corresponding secretary shall perform all duties incident to the office and other duties assigned by the president or the board.
- 6.05 *Recording Secretary.* The recording secretary shall keep the minutes of all meetings and be responsible for providing notice to each member or officer as required by law, the articles of incorporation, or these bylaws. The recording secretary shall also be responsible for the retention of all records and documents, including financial documents. The recording secretary shall perform all duties incident to the office and other duties assigned by the president or the board.
- 6.06 *Treasurer.* The treasurer shall have charge and custody over club funds and securities and keep accurate books and records of corporate receipts and disbursements. The treasurer shall also deposit all moneys and securities received by the club at such depositories in the club's name that may be designated by the board and complete all required corporate filings. The treasurer shall perform all duties incident to the office and other duties assigned by the president or the board.
- 6.07 *Sergeant-at-Arms.* The sergeant-at-arms shall be present at all membership meetings and shall be responsible for obtaining and preserving signatures of members at membership meetings. The sergeant-at-arms shall perform all duties incident to the office and other duties assigned by the president or the board.
- 6.08 *Trustees.* The trustees shall review and audit the financial and property records of the club on a regular basis as determined by the board. The trustees shall perform all duties incident to the office and other duties assigned by the president or the board.

ARTICLE VII INDEMNIFICATION

- 7.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and

held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

- 7.02 *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.
- 7.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
- 7.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.
- 7.05 *Determination That Indemnification Is Proper.* Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the

corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

- 7.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- 7.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- 7.08 *Nonexclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. 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.
- 7.09 *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.
- 7.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure (be used) to the benefit of the heirs, executors, and administrators of that person.
- 7.11 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability

asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

- 7.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE VIII DISSOLUTION

Dissolution. Dissolution vote must be conducted and passed with 75% of the then current membership, voting in favor of dissolution. In the event of dissolution of the club, the outstanding assets shall be distributed in accordance with the law.

ARTICLE IX COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the club as an officer, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE X FISCAL YEAR

The fiscal year of the corporation shall end on December 31.

ARTICLE XI AMENDMENTS

The board, at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the membership, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such membership meeting.

ARTICLE XII EFFECTIVE DATE

These bylaws shall become effective October 18, 2009 and supersedes all other bylaws.

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CERTIFICATION

I hereby certify that the above Bylaws of the Slovene American Club, dated January 1, 2010, were adopted by the members at a duly authorized meeting on October 18, 2009.

Edward Adamic

Edward Adamic, President of
SLOVENE AMERICAN CLUB