

**MICHIGAN
BLIND
ATHLETIC
ASSOCIATION**

BY-LAWS

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BYLAWS
OF THE
MICHIGAN BLIND ATHLETIC ASSOCIATION
MISSION STATEMENT

The Michigan Blind Athletic Association (MBAA) is a non-profit organization that seeks to provide visually impaired individuals, who are often segregated from physical education classes and competition, opportunities to participate in competitive and recreational athletic activities. The MBAA further considers, as part of its mission, the continuing education of coaches and physical education instructors in techniques of coaching and physical education for participants of all ages who are visually impaired. The MBAA is dedicated to the proposition that, empowered to participate, the quality of life of persons who are visually impaired is improved while he/she develops the confidence needed to participate and contribute in a competitive society.

ARTICLE I
BOARD OF DIRECTORS

Section 1. Directorship: The Association shall be organized upon a directorship basis. The property, business and affairs of the Association shall be managed by its Directors.

Section 2. Number and Term of Office: The Board of Directors shall consist of not less than nine (9) nor more than fifteen (15) members proposed by the Chairperson to be confirmed by a majority vote of the Board. Membership on the Board may generally include representatives of the community at large and representatives from each of the organized athletic activities available to blind participants. The term of office of Board members shall be three years and members may be re-appointed.

Section 3. Removal From Office: In the event it becomes necessary to remove a Director from office the Board may do so, without specifying a grievance, but only upon a 2/3-majority vote of the entire Board.

Section 4. Powers as to Other Documents: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Association. Such authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been approved without specification of the officers authorized to execute, the same may be executed on behalf of the Association by the Chairperson or Vice Chairperson and attested to by the Secretary or the Treasurer.

Section 5. Compensation: All Directors and/or Officers shall serve without compensation but may be reimbursed at the discretion of the Board for actual, reasonable and necessary expenses incurred by a Director in his/her capacity as a Director and/or Officer.

Section 6. Conflict of Interest: Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be disclosed to the other Directors and made a matter of record when the interest becomes a matter of Board Action. Any Director having such duality or possible conflict of interest shall not vote nor use his/her influence on the matter in question and shall not be counted in determining a quorum for the meeting. The minutes of the meeting shall reflect such disclosures, abstention from voting and the quorum status. The foregoing shall not be construed to prevent a Director from briefly stating his/her opinion or position in the matter nor from answering pertinent questions of other Directors. Any new Director will be advised of this policy upon entering the duties of this office.

ARTICLE II

MEETINGS

Section 1. Meetings of the Board: Regular monthly meetings of the Board of Directors shall be held ten (10) times per annum at such places within or without the State of Michigan as may from time to time be determined by resolution of the Board, which resolution shall authorize the Chairperson to fix the specific dates and place of such regular meetings. The regular meeting held in September shall also be the annual meeting of the Association. The election or appointment of officers and directors for the ensuing year shall be conducted at the annual meeting.

Section 2. Special Meetings: Special meetings of the Directors may be called by the Chairperson and shall be called by the Chairperson or the Vice Chairperson at the direction of not less than two Directors then in office. Such meetings shall be held at any place within or without the State of Michigan. Any request for a meeting by Directors shall state the purpose or purposes of the proposed meeting.

Section 3. Notice of Meetings: When notice of a meeting is required by these Bylaws or by law, such notice shall contain the time, place and purpose of the meeting, shall be signed by an Officer of the Board and shall be served either personally or by mail upon each Director not less than ten (10) nor more than thirty (30) days before the meeting. No notice of adjourned meetings need be given. If mailed, the notice shall be mailed to the address designated by the Director for receipt of Association materials. Meetings may be held without notice if all Directors are present in person or if notice of the time, place and purpose of such meeting is waived by all Directors not present at such meeting.

Section 4. Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business. The action of a majority of the Directors at a meeting at which a quorum is present shall be the action of the Board of Directors, except as action

by a majority of the Directors then in office may be specifically required by other sections of these Bylaws. No proxy voting shall be permitted.

Section 5. Conduct of Meetings: Meetings of the Directors shall be presided over by the Chairperson or the Vice Chairperson. The Secretary of the Association or, in his/her absence, a person chosen at the meeting shall act as Secretary of the meeting.

Section 6. Action by Unanimous Consent: If and when the Directors shall individually or collectively consent in writing to any action to be taken by the Association, either before or after the action is taken, such action shall be as valid as though it had been authorized at a meeting of the Directors and the written consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 7. Telephonic Conferences: A Director may participate in a meeting of the Directors by a conference telephone or similar communication 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 8. Electronic Voting: A Director may cast a vote by e-mail or other electronic means on any action presented at a regularly scheduled board meeting at which a quorum is not present provided that the motion is fully presented by e-mail or other electronic means to all Directors and the individual Director's vote is copied to all Directors. Such action by the Directors will be binding as if conducted at a regularly scheduled board meeting. (Approved 6-13-07)

ARTICLE III

OFFICERS AND COMMITTEES

Section 1. Election or Appointment. The Board of Directors shall elect from among its members a Chairperson, a Vice Chairperson, a Secretary and a Treasurer of the Association at each annual meeting and may elect one or more Vice Chairpersons, Assistant Secretaries and Assistant Treasurers. The same person may hold two or more offices, but no officer shall execute, acknowledge or verify any document or instrument in more than one capacity. The Directors may also appoint from among its members, or from outside its membership, such other officers and/or agents as they may deem necessary for the transaction of the business of the Association.

Section 2. Term of Office. The term of office of all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Association or until their resignation or removal. Officers may be re-elected to repeat terms in office. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors, whenever in their judgment the best interests of the Association will be served thereby. An officer may resign by written notice to the Association. The resignation shall be effective upon

its receipt by the Association or at a subsequent time specified in the notice of resignation. The Directors shall have power to fill any vacancies in any offices occurring from whatever reason for the remainder of that term of office.

Section 3. The Chairperson. The Chairperson shall be the chief executive officer of the Association and shall have general and active management of the activities of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she shall execute all authorized conveyances, contracts or other obligations in the name of the Association, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association. He/she shall preside at all meetings of the Directors. In his/her absence the duties of the Chairperson shall be assumed by the Vice Chairperson.

Section 4. Vice Chairperson(s). The Vice Chairperson or, in the event of multiple Vice Chairpersons, the Vice Chairpersons in the order designated by the Board of Directors, shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. The Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings. He/she shall give, or cause to be given, notice of all meetings of the Directors for which notice may be required, and shall perform such other duties as may be prescribed by the Directors or by the Chairperson, under whose supervision he/she shall act. The Secretary shall execute with the Chairperson all authorized conveyances, contracts or other obligations in the name of the Association except as otherwise instructed by the Directors.

Section 6. The Treasurer. The Treasurer shall have custody of the funds and securities of the Association and shall keep full and accurate accounts of receipts and disbursements and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Directors. He/she shall disburse the funds of the Association as may be ordered by the Directors, taking proper vouchers for such disbursements and shall render to the Chairperson and Directors, at the regular meetings of the Directors, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Association. He/she shall perform all matters of fiscal responsibility and complete all tax obligations as required by the Association. If required by the Directors, the Treasurer shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Directors for the faithful performance of the duties of that office and for the restoration to the Association (in case of his/her death, resignation or removal from office) of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under his/her control belonging to the Association.

Section 7. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and the Assistant Treasurers, respectively (in the order designated by the Directors) in the

absence of the Secretary or Treasurer, as the case may be, shall perform the duties and exercise the powers of such Secretary or Treasurer and shall perform such other duties as the Directors shall prescribe.

Section 8. Committees. The following are the standing committees of the Board: Fund Raising, Allocations and Public Relations.

A. The Fund Raising committee shall be the primary fund raising body of the organization. Its members shall be appointed by the Chairperson, who shall also select a chairperson of the committee.

B. The Public Relations committee shall be responsible for informing the community of the goals and purposes of the Association. It shall also prepare a newsletter for publication and distribution. Members of the Public Relations committee, as well as its chairperson, shall be appointed by the Chairperson.

C. The Allocations Committee shall consist of the Directors of the Association who shall sit as a committee of the whole. The Allocations committee shall review all requests for funding. Requests for funding shall be approved by a simple majority of the Board members present at a regular or special meeting of the Board.

ARTICLE IV

FUNDING CRITERIA

To carry out its charitable and educational objectives in a consistent manner and to maximize participation of visually impaired athletes in activities underwritten by the Association, the Board of Directors may adopt by resolution funding criteria and application procedures.

ARTICLE V

INDEMNIFICATION

Section 1. Indemnification and Insurance: The Association shall indemnify any Director, officer or representative of the Association who was or is a party to or threatened to be made a party to any civil action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee or agent of the Association for all costs incurred by such civil action or suit. The Association may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) asserted against him/her and incurred by him/her in any such capacity.

Section 2. Rights to Continue: The indemnification herein provided for shall continue for any person who has ceased to be a Director, officer or representative of the Association for actions taken by them when they were in that capacity.

ARTICLE VI

FISCAL YEAR/NOTICES

Section 1. Fiscal Year: The fiscal year of the Association shall be the calendar year.

Section 2. Notices: Any notice required by statute or by these Bylaws to be given to the Directors or to any officer of the Association, shall be sufficient and timely if mailed to such Director or officer by regular United States mail service to his/her last address as it appears on the records of the Association. Such notice shall be deemed to have been given at the time of the mailing.

ARTICLE VII

AMENDMENTS

Section 1. Amendments: These Bylaws may be altered or repealed or new Bylaws may be adopted in lieu thereof by the affirmative vote of a majority of the Board of Directors then in office at any regular or special meeting of the Board, if a notice of the proposed alteration, repeal or substitution is contained in the notice of such meeting.

ARTICLE VIII

EQUAL OPPORTUNITY

Section 1. Equal Opportunity: It shall be the policy of the Michigan Blind Athletic Association to provide equal membership, service and employment opportunities to all eligible persons without regard to race, religion, creed, color, national origin, gender, gender identity, sexual orientation, marital status, age, height, weight or disability, including past, present or future physical, intellectual or psychiatric disability, learning disorders or disease.

ARTICLE IX

DISSOLUTION

Section 1. Dissolution: In the event it becomes necessary to dissolve this Association those remaining members of the Board of Directors, since they constitute a quorum, shall, to the extent possible with remaining funds, pay all outstanding obligations. If funds still remain these shall be donated to appropriate local non-profit agencies existing for the benefit of visually impaired persons, such as the Kalamazoo Council for the Blind. Proper notification shall be given to the Internal Revenue Service to insure that the

MBAA is in full compliance with all regulations of the Internal Revenue Service. All Association records shall be turned over to the Michigan Regional History Collection.

Approved
January 20, 1999

Amended
November 12, 2003

Amended
June 13, 2007