

Bylaws of Michigan Open Carry, Inc.

Revision I (April 2019)

These bylaws govern the affairs of Michigan Open Carry, Inc.

Michigan Open Carry, Inc. is a Michigan non-profit corporation.

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Elected Positions

PRESIDENT	Tom Lambert
VICE PRESIDENT	David Dellinger
TREASURER	Ryan Ransom
SECRETARY	Jason Gillman Jr.
GOVERNOR-AT-LARGE	Eric Coggin
GOVERNOR-AT-LARGE	Greg O'Neill

Appointed Positions

LEGISLATIVE DIRECTOR	Tom Lambert
IT DIRECTOR	Jason Gillman Jr.
EVENTS DIRECTOR	David Dellinger
DEPUTY LEGISLATIVE DIRECTOR	Jason Gillman Jr.
DEPUTY TREASURER	Jason Gillman Jr.

Article 1: Purpose & Dissolution

1.1 Purpose

The organization is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, and applicable Michigan Tax Code.

1.2 Dissolution

Michigan Open Carry, Inc is a Michigan State nonprofit corporation. When it dissolves, all of its assets will be distributed to a non-profit organization that is a registered 501(c)(3) to be used only for the purposes set forth under section 501(c)(3) of the Internal Revenue Code.

Article 2: Offices

2.1 Principal Office

Michigan Open Carry, Inc's principal office is located in Kentwood, Michigan. Michigan Open Carry, Inc may have other offices in Michigan as the Board of Governors may determine. The Board may change the location of any office of Michigan Open Carry, Inc.

2.2 Registered Office and Registered Agent

Michigan Open Carry, Inc will maintain a registered office and registered agent in Michigan. The registered office may, but need not, be identical with Michigan Open Carry, Inc's principal office in Michigan. The Board may change the registered office and the registered agent as permitted under Michigan law.

Article 3: Members

3.1 Classes of Members

Michigan Open Carry Inc has two classes of membership.

1. **Regular Class Membership.** Regular class membership is open to any natural person aged 18 years or older.
2. **Family Class Membership.** Family class membership is available to two natural persons over the age of 18 living at the same address.

3.2 Admitting Members and Renewing Membership

1. The Board admits all persons and entities to initial membership in Michigan Open Carry, Inc. The Board shall not admit a natural person to membership if the person does not agree to:
 - a. Support Michigan Open Carry, Inc's purposes as stated in the certificate of formation;
 - b. Observe the requirements of the certificate of formation and these bylaws;
 - c. Consent to the conduct of all meetings, including the annual meeting, by any electronic means as permitted by Michigan law.
2. The Board may adopt and amend application procedures for membership in Michigan Open Carry, Inc at their discretion so long as such procedures do not conflict with these bylaws.
3. A member renews membership by paying all required fees and dues.
4. The Board may delegate by resolution any of its powers, duties, and responsibilities under this section to the Director of Membership.

3.3 Membership Fees and Dues

The Board sets the dues and frequency which dues are to be paid to the Corporation by members of each class.

1. Dues, with the exception of lifetime memberships, are due upon the expiration of the member's previously paid membership. That is 1 year after admittance for a 1 year membership, 2 years after admittance for a 2 year membership, etc.
2. Unless the member is expelled as set-forth herein, no further dues shall be required of a lifetime member.

3.4 Certificates of Membership

The Board will issue a membership card to evidence membership in MOC.

3.5 Voting Rights

Voting rights are allocated as follows:

1. **Regular Class Memberships.** Each person that is a member of the regular class is entitled to one indivisible vote on each matter submitted to a vote of the members.
2. **Family Class Memberships.** Each family that is a member of the family class is entitled to two indivisible votes on each matter submitted to a vote of the members, as long as there are a minimum of two persons registered under the family membership who have obtained an age of 18 years or more.
3. At no time shall any natural person be allowed to cast more than one vote at each matter submitted to a vote of the members.

3.6 Disciplining Members

The Board may impose appropriate discipline on a member for good cause.

1. In imposing discipline, the Board may:
 - a. Impose reasonable sanctions, including a public or private reprimand, on a member; OR
 - b. Suspend or expel a member from Michigan Open Carry, Inc.
2. The Board may not suspend a member for more than two weeks or expel a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least 14 days before the hearing. But shorter notice may be deemed adequate if the Board determines that the need for a timely hearing outweighs the prejudice caused to the member and if the notice states the need for a timely hearing. If mailed, the notice will be sent by registered or certified mail, return receipt requested. A member may be represented by counsel at and before the hearing.
3. The Board may impose sanctions, suspend a member, or expel a member by vote of a majority of Officers who are present and voting.
4. Except as provided by Subsection 5, the Board may delegate by resolution any of its powers, duties, and responsibilities under this section to a regular or ad hoc committee or to an officer.
5. The Board may not delegate its powers to suspend or expel a member to a single officer.
6. As used in this section, "good cause" includes, but is not limited to:
 - a. Any violation of the provisions of the certificate of formation, bylaws, rules, or other law which, in the opinion of the Board, is prejudicial to Michigan Open Carry, Inc welfare or to its good order and discipline;
 - b. Conduct which, in the opinion of the Board, is prejudicial to Michigan Open Carry, Inc welfare or to its good order and discipline;
 - c. Any improper usage of Michigan Open Carry, Inc resources or its property;
 - d. Defaulting on an obligation to MOC to pay fees or dues.
 - e. A material and serious violation of Michigan Open Carry, Inc certificate of formation, bylaws, or rules, or of law.

3.7 Resignation

Any member may resign from Michigan Open Carry, Inc by submitting a written resignation to the Secretary. The resignation need not be accepted by Michigan Open Carry, Inc. to be effective. A member's resignation does not entitle the member to a refund of any dues,

assessments, or other charges paid before the effective date of the resignation, and will not relieve him or her of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation.

3.8 Reinstatement

A former member whose membership was terminated may submit a written request for reinstatement of membership. The Board, or a committee or officer designated by the Board to handle the matter, may reinstate membership on any reasonable terms that the Board, committee, or officer deems appropriate.

3.9 Transferring Membership

Membership in Michigan Open Carry, Inc is not transferable or assignable. Membership terminates when Michigan Open Carry, Inc dissolves, a member dies, a member resigns their membership, or a member is expelled according to these bylaws. Membership is not a property right that may be transferred after a member dies.

3.10 Waiving Interest in Corporate Property.

1. Any benefits of membership in Michigan Open Carry, Inc are not pecuniary in nature.
2. Michigan Open Carry, Inc owns all real and personal property, including all improvements located on the property, acquired by Michigan Open Carry, Inc. A member has no interest in specific property of Michigan Open Carry, Inc. Each member waives the right to require partition of all or part of Michigan Open Carry, Inc property.

Article 4: Meetings of Members

4.1 Annual Meeting.

Beginning in 2009, the Board will hold an annual members' meeting on or about the second weekend in May each year or at another time that the Board designates. At the annual meeting, the members will elect Board members and transact any other business that may come before the meeting. If, in any year, the election of the Board is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect new Board members.

4.2 Special Meetings

Special meetings of the members may be called by the President, the Board, or not less than 10 percent of the voting members.

4.3 Place of Meeting

The Board may designate any place inside Michigan as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at Michigan Open Carry, Inc's registered office.

4.4 Notice of Meetings

Written or printed notice of any members meeting, including the annual meeting, will be delivered to each member entitled to vote at the meeting not less than 10, nor more than 60, days before the date of the meeting.

4.5 Eligibility to Vote at Members Meetings

A member in good standing is entitled to vote at a meeting of the members of Michigan Open Carry, Inc. A member in good standing is one who has paid all required fees and dues and is not suspended or terminated at the point voting is opened to the membership.

4.6 Actions of Members

The members will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the members unless law or the bylaws require a greater number. Voting will be by ballot or voice, except that any election of Board members will be by ballot.

Article 5: Board of Governors

5.1 Definitions

As used in this article:

1. **“Governor”** includes the elected officers of the Corporation under sections 6.1 and 6.2.
2. **“Governor-at-large”** means only a Governor-at-large and does not include the four elected officers of the Corporation’s and may be created or disbanded at the discretion of a majority vote of the Governors.

5.2 Management of Michigan Open Carry Inc

The Board of Governors will manage corporate affairs.

5.3 Number, Qualifications, and Tenure of Governors

The Board of Governors consists of the Corporation’s four elected officers and two Governors at-Large. All Governors shall serve a 2 year term. Candidates for Governors must hold either a regular or family membership, and must have been a member in good standing for no less than one year or have received unanimous approval from the Board. The terms of the Governors will be staggered so that the terms of two Governors will begin in odd-numbered years and the term of the other Governors begins in even-numbered years. The terms of the Governors-at-large will be staggered so that the terms of one Governor-at-large will begin in odd-numbered years and the term of the other Governor-at-large begins in even numbered years.

5.4 Election Committee

Not more than 90 days nor less than 60 days prior to any election, the Board shall appoint an election committee to oversee all stages of the election. The Election Committee shall be comprised of Board members not running for election unless approved by unanimous consent of the Board. Among the duties of the committee the committee shall certify all nominees, voting methods, votes and election results.

5.5 Nominating Governors

At least fifteen days before any meeting at which the election of an Officer or Governor is held, a voting member in good standing may nominate a person with the second of any other member in good standing for election to a Governor position. The Secretary will give notice promptly to the membership of any additional nominations. No nominations may be made from the floor at any meeting for the election of Governors.

5.6 Electing Governors

A person who meets the qualifications for Governor and who has been duly nominated may be elected as a Governor. Governors are elected by the members at the annual meeting of members. Each Governor holds office until a successor is elected and qualifies, and may be elected to succeed himself or herself as Governor. The Election Committee shall prescribe an alternate method for members to vote electronically, via mail, or email provided that said alternate voting instructions are distributed to the membership no less than 7 days and no more than 15 days prior to the annual membership meeting. Votes that have been cast by the approved alternate method will be considered with the votes taken at the meeting. A member who votes using the alternate method may recant his vote in person at the annual membership meeting if he wishes to vote in person at the meeting. No member who votes using the alternate method may cast an additional vote for the same office or measure unless his previous vote is recanted.

5.7 Vacancies

The Board may fill any vacancy in the Board and any Governor position to be filled due to an increase in the number of Governors or the resignation of any Governor. If such resigned Governor was an Elected Officer, the replacement Governor shall assume the duties of that Office. A vacancy is filled by the affirmative vote of a majority of the remaining Governors, even if it is less than a quorum of the Board, or if it is a sole remaining Governor. A Governor selected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

5.8 Annual Meeting

The annual meeting of the Board may be held without notice other than these bylaws. This meeting will be held within 30 days after the annual membership meeting.

5.9 Regular Meetings

The Board may provide for regular meetings by resolution stating the time and place of such meetings. The location of the meetings can be anywhere within the state of Michigan. Meetings may also be conducted virtually on the internet. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

5.10 Special Meetings

Special Board meetings may be called by the President or any two Governors. A person or persons authorized to call special meetings of the Board may fix any place within the state of Michigan as the place for holding a special meeting or may call for the meeting to be conducted virtually on the internet. The person or persons calling a special meeting will inform the Secretary of the corporation of the information to be included in the notice of the meeting. The Secretary of the Corporation's will give notice to the Governors as these bylaws require.

5.11 Notice

Written or printed notice of any special meeting of the Board will be delivered to each Governor not less than seven, nor more than thirty days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called. The Board, by unanimous consent, may waive the 7-day advanced notice requirement.

5.12 Quorum

A majority of the number of Governors then in office constitute a quorum for transacting business at any Board meeting. The Governors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Governors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Governors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the Governors present may adjourn and reconvene the meeting once without further notice.

5.13 Duties of Governors

1. Governors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Governors, Governors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the corporation's or another person that has been prepared or presented by a variety of persons, including officers and employees of the corporation's, professional advisors or experts such as accountants or legal counsel. A Governor is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.
2. Governors are not deemed to have the duties of trustees of a trust with respect to the corporation's or with respect to any property held or administered by the corporation,

including property that may be subject to restrictions imposed by the donor or transferor of the property.

5.14 Duty to Avoid Improper Distributions

1. Governors who vote for or assent to improper distributions are jointly and severally liable to the corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Governors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the corporation before adjournment of the meeting in question or mailed to the Secretary by registered mail immediately after adjournment.
2. A Governor is not liable if, in voting for or assenting to a distribution, the Governor
 - a. Relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the corporation; legal counsel, public accountants, or other persons as to matters the Governor reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the Governor is not a member;
 - b. While acting in good faith and with ordinary care, considers the corporation's assets to be at least that of their book value; or
 - c. In determining whether the corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Governors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the corporation.
3. Governors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

5.15 Delegating Duties

Governors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the corporation's behalf; and to sell, transfer, or otherwise dispose of the corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Governors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

5.16 Interested Governors

Contracts or transactions between Governors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Governor, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Governor with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Governors or other group with the authority to authorize the transaction.

5.17 Actions of Board of Governors

The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of Governors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these bylaws. A Governor who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board, a Governor who is represented by proxy in a vote is considered present.

5.18 Proxies

A Governor may vote by proxy. All proxies must be in writing, must bear the signature of the Governor giving the proxy, and must bear the date on which the proxy was executed by the Governor. No proxy is valid after three months from the date of its execution.

5.19 Compensation

Governors may not receive salaries for their services. The Board may adopt a resolution providing for paying Governors a fixed sum and expenses of attendance, if any, for attending each Board meeting. A Governor may serve the corporation in any other capacity and receive compensation for those services. Any compensation that the corporation pays to a Governor will be reasonable and commensurate with the services performed.

5.20 Removing Governors

1. The members may vote to remove a Governor at any time without cause. The Board may vote to remove a Governor at any time for good cause shown. A meeting to consider removing a Governor may be called and noticed following the procedures provided in these bylaws for a special meeting of the Board of Governors or the members of the corporation as the case may be. The notice of the meeting will state that the issue of possibly removing the Governor will be on the agenda and the notice will state the proposed cause for removal if required.
2. At the meeting, the Governor may present evidence of why the Governor should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the corporation and the Governor.

3. A Governor may be removed by the affirmative vote equal to a majority of members of the corporation or if by the Board, by the affirmative vote equal to no less than two thirds of the Governors entitled to vote. A Governor may not vote on the question of the Governor's removal at any meeting.

Article 6: Officers

6.1 Elected Officers

The corporation's elected officers are a

1. President
2. Vice President
3. Secretary
4. Treasurer

Each elected officer serves for a term of two years. No single person shall concurrently hold or be elected to any two offices described in 6.1 or 6.2. No elected officer shall be married to or otherwise in a domestic relationship with any other elected officer/official.

6.2 Other Elected Officials

The board can create other elected officials as deemed necessary. Other elected officials serve for a term of two years.

6.3 Appointed Director's

The corporation's appointed officers consist of a Director of Information Technology, a Director of Marketing, a Director of Research, and a Director of Legal Affairs. If not already members of the Board, the appointed directors shall serve as non-voting members of the Board. They shall not count for purposes of determining a quorum or number needed for official action of the Board. The board can create additional directors as needed.

6.4 Additional Officers

1. The Board may create additional and define the authority and duties of each office, and elect or appoint a person to an office created under this section.
2. The Board may authorize the President to appoint a person to an office created under this section. The Board may require that the appointment be approved by the Board before the appointment is effective.
3. The same person may hold any two or more offices, except for President and Secretary.

6.5 Appointment and Term of Office

The corporation's appointed directors are appointed yearly by the Board at the annual Board meeting. If directors are not appointed at the annual Board meeting, the directors shall be appointed as soon thereafter as possible. Each director will hold office until a successor is duly selected and qualifies. A director may be appointed to the same office for any number of successive terms.

6.6 Removal

1. Any Director elected or appointed by the Board or members may be removed by the Board or members with or without good cause.
2. The Board may authorize the President to remove a director appointed by the President. The Board may require that the removal be approved by the Board before the removal is effective.
3. Removing a director will be without prejudice to the director's contractual rights, if any.

6.7 Vacancies

1. The Board may select a person to fill a vacancy in any office for the unexpired portion of the director's term.
2. The Board may authorize the President to appoint a person to fill a vacancy in any office for which the President is authorized to make an appointment under Section 5.3.

6.8 President

The President is the corporation's chief executive officer. The President supervises and controls the Corporation's business and affairs and presides at all meetings of the members and of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these bylaws, or statute. The President performs other duties prescribed by the Board and all duties incident to the office of President.

6.9 Vice President

When the President is absent, cannot act, or refuses to act, the Vice President performs the President's duties. When acting in the President's place, the Vice President has all the powers of, and is subject to all the restrictions on, the President. The Vice President performs other duties as assigned by the President or Board.

6.10 Treasurer

1. Has charge and custody of, and is responsible for, all the Corporation's funds and securities.
2. Receives and gives receipts for moneys due and payable to the Corporation from any source.
3. Deposits all moneys in the Corporation's name in banks, trust companies, or other depositories as these bylaws provide or as the Board or President directs.
4. Writes checks and disburses funds to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts for amounts greater than \$250.00 without the signature of the President or the Vice President in addition to that of the Treasurer.
5. Maintains the Corporation's financial books and records.
6. Prepares financial reports at least annually.
7. If the Board requires, gives a bond for faithfully discharging the duties of Treasurer in a sum and with a surety as determined by the Board.

8. Performs other duties as assigned by the President or the Board.
9. Performs all the duties incident to the office of Treasurer.

6.11 Secretary

1. Gives all notices as provided in the bylaws or as required by law.
2. Takes minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.
3. Maintains custody of the corporate records and seal.
4. Affixes the corporate seal to all documents as authorized.
5. Keeps a register of the mailing address of each member, Governor, officer, director and employee of the Corporation.
6. Performs duties as assigned by the President or the Board.
7. Performs all duties incident to the office of Secretary.

6.12 Director of Marketing

The Director of Marketing supervises the Corporation's marketing and public relations and works with the Secretary and performs duties as assigned by the Board. The Director can appoint up to two Deputy Directors under them.

6.13 Director of Information Technology

The Director of Information Technology supervises the Corporation's information technology infrastructure and performs duties as assigned by the Board. The Director can appoint up to two Deputy Directors under them.

6.14 Director of Research

The Director of Research performs the research duties as needed by the corporation i.e., search for statutes, answers questions from the Board and membership, etc., and performs duties as assigned by the Board. The Director can appoint up to two Deputy Directors under Them.

Article 7: Committees

7.1 Establishing Committees

The Board may establish one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. The Board may establish qualifications for membership on a committee. The committee can not:

1. Take any action outside the scope of authority delegated to it by the Board.
2. Take final action on a matter requiring approval by the members.

7.2 Term of Office

Each committee member will continue to serve on the committee until the goal(s) of the committee are met or the committee is dissolved. A vacancy on a committee may be filled by an

appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term. All committees will continue at the discretion of the Board.

7.3 Chair and Vice-Chair

A member of each committee will be designated as the committee chair. Another member of each committee will be designated as the vice-chair. The chair and vice-chair will be chosen either by the Board, elected by the committee members, or appointed by the President. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of - and is subject to all the restrictions on - the chair.

7.4 Notice of Meetings

Written or printed notice of a committee meeting will be delivered to each member of a committee not less than seven nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

7.5 Quorum

One half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at anytime during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

7.6 Actions of Committees

Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

7.7 Proxies

A committee member may not vote by proxy.

Article 8: Transactions of Corporation

8.1 Contracts

The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

8.2 Deposits

All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

8.3 Gifts

The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these bylaws, the certificate of formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and/or state tax status.

8.4 Conflict of Interest Policy

8.4.1 Purpose

The purpose of this policy is to protect Michigan Open Carry, Inc's (hereafter MOC) interest when consideration is made for entering into a transaction or arrangement with an interested party. State and/or federal law controls where in conflict.

8.4.2 Definitions

Unless stated otherwise, the following definitions are applicable only for the conflict of interest policy.

Interested Party

Any governor of the board, appointed officer, director, or coordinator who has a direct or indirect financial interest.

Board

The board of governors.

Committee

A committee that has been delegated powers by the board of governors to transact or make arrangements on behalf of MOC.

Financial Interest

A party has a financial interest if the party has, directly or indirectly, through business, investment, or family:

- (a) An actual or potential ownership or investment interest in any entity with which MOC is considering a transaction or arrangement.
- (b) An actual or potential compensation arrangement with any entity MOC is considering a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial.

8.4.3 Procedures

Duty to Disclose

In connection with any potential conflict of interest, an interested party must disclose the existence of the financial interest. The interested party shall be given the opportunity to disclose all material facts to the board or committee considering a transaction or arrangement.

Determination of Conflict of Interest

After disclosure of a potential conflict of interest and all material facts, the interested party shall recuse themselves from further discussion and determination of whether a conflict of interest exists.

Addressing the Conflict of Interest

- (a) An interested party may make a presentation to the board or committee, but shall recuse themselves from the discussion and vote on the transaction or arrangement.
- (b) The remaining disinterested parties of the board or committee shall determine whether MOC can obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (c) If the remaining disinterested parties of the board or committee determines that a more advantageous transaction or arrangement is not feasible to obtain under (b), they may determine to continue entering into a transaction or arrangement with the interested party should they determine it to be in the best interests of MOC by way of a majority vote.

Violations of the Policy

- (a) If the board or committee has reasonable cause to believe an interested party failed to disclose a potential conflict of interest, it shall afford the interested party of the basis for this belief and offer an opportunity for an explanation of the alleged failure to disclose.
- (b) After consideration of the interested party's response, if the board or committee determines a failure to disclose a potential conflict of interest has arisen, the appropriate disciplinary or corrective actions shall be carried out pursuant to the rest of the bylaws.

8.5 Prohibited Acts

As long as the Corporation exists, and except with prior approval of the Board or members, no member, Governor, officer, or committee member of the Corporation may:

1. Do any act in violation of these bylaws or a binding obligation of the Corporation.
2. Do any act with the intention of harming the Corporation or any of its operations.

3. Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
4. Receive an improper personal benefit from the operation of the Corporation.
5. Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
6. Wrongfully transfer or dispose of Corporation's property, including intangible property such as goodwill.
7. Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
8. Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Article 9: Books and Records

9.1 Required Books and Records

The Corporation will keep correct and complete books and records of account. The books and records include:

1. A file-endorsed copy of all documents filed with the Michigan Secretary of State relating to the Corporation, including but not limited to the certificate of formation and any certificate of amendment, restated certificate, certificate of merger, certificate of consolidation, and statement of change of registered office or registered agent.
2. A copy of all bylaws, including these bylaws, and any amended versions or amendments to them.
3. Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
4. A list of the names and addresses of the members, Governors, officers, and any committee members of the Corporation.
5. A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.
6. A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.
7. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
8. The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.

9.2 Inspection and Copying

Any member, Governor, officer, or committee member of the Corporation's may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. Proper purpose will be determined by a majority vote of the board on a case by case basis. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than ten business days after the Corporation's receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and

labor but may not exceed 25 cents per page. The Corporation will provide requested copies of books or records no later than ten business days after receiving a proper written request.

9.3 Audits

Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal Year.

Article 10: Fiscal Year

10.1 Fiscal Year is Calendar Year

The Corporation's fiscal year will begin on the first day of January and end on the last day of December in each year.

Article 11: Amending bylaws

11.1 Procedure for Amendment

1. These bylaws may be amended either by the members or the Board of Governors only as provided by this section.
2. These bylaws may be amended at any annual or special meeting of the members only if the text of the proposed amendment has been delivered to all voting members with the meeting notice.
3. A member may propose an amendment to the bylaws for consideration at a regular or special meeting of the members if the proposed amendment is:
 - a. Seconded in writing by members holding one-tenth of the votes that may be cast at a meeting; and
 - b. Received by the Secretary not later than the ninetieth day before the date of the meeting at which the proposed amendment will be considered.
4. The Board may, but is not required to, waive the deadline imposed by Subsection (3)(b) if the proposed amendment is received by the Secretary before the meeting notice is delivered.
5. The Board may amend the bylaws at any regular or special meeting of the Board. If the amendment is required to be approved by the members under Section 11.2, the amendment is not effective until the Board submits the amendment to an annual or special meeting of the members and the members approve the amendment. The Secretary shall provide the Board with either the text of the proposed amendment or a fair summary of those provisions at least 48 hours before the hour of convening of the meeting at which the amendment will be considered.
6. As used in this section, "amend" and "amended" include the alteration of these bylaws and the repeal of these bylaws and the adoption of new bylaws.

11.2 Bylaw Amendments Reserved to Members

The following types of bylaw amendments may be adopted only by the members:

1. Setting or changing the authorized number of Governors.
2. Changing from a fixed number to a variable number of Governors or vice versa.
3. Increasing or extending the Governors' terms.
4. Increasing the quorum for members' meetings.
5. Repealing, restricting, creating, expanding, or otherwise changing the member's proxy rights.

Article 12: Miscellaneous Provisions

12.1 Legal Authorities Governing Construction of bylaws

These bylaws will be construed under Michigan law. All references in these bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

12.2 Legal Construction

To the greatest extent possible, these bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit Corporation. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

12.3 Headings

The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

12.4 Number

All singular words include the plural, and all plural words include the singular.

12.5 Seal

The Board of Governors may provide for a corporate seal in a suitable form.

12.6 Power of Attorney

A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with the corporate records.

12.7 Parties Bound

The bylaws will bind and inure to the benefit of the members, Governors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise Provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Corporation, and that these bylaws constitute the Corporation's bylaws. These bylaws were originally duly adopted at a meeting of the Bylaw committee held on May 3, 2009 and last modified April 1, 2019.

Revision I (April 2019)

Jason Gillman Jr.

Secretary of Michigan Open Carry, Inc