

BYLAWS OF  
THE  
MICHIGAN WOMEN'S TAX  
ASSOCIATION

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AS RESTATED AND ADOPTED MAY 26, 2021

**ARTICLE I**  
**CORPORATE NAME AND PURPOSES; OFFICES AND REGISTERED AGENT**

**Section 1.1. Corporate Name.** The name of the corporation, as incorporated and existing under and by virtue of the laws of the State of Michigan, specifically Act I 62, Public Acts of 1982, as amended (the "Act", and commonly referred to as the Michigan Not for Profit Corporation Act of 1982), shall be "Michigan Women's Tax Association" (the "**Corporation**").

**Section 1.2. Purpose.** The Corporation is organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time (the "**Code**"). By way of illustration and not by way of limitation, the Corporation's purpose is to provide educational and networking opportunities to women in the tax community.

**Section 1.3. Principal Office.** The Corporation shall have and continuously maintain a principal office at such location in the State of Michigan as the Board of Directors of the Corporation shall from time to time determine.

**Section 1.4. Registered Office and Agent.** The Corporation shall have and continuously maintain a registered office and agent in the State of Michigan in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

**ARTICLE II**  
**MEMBERS**

**Section 2.1. Designation.** The Corporation shall have no members, as such. For all purposes of Michigan law, the directors of the Corporation shall exercise all powers of members.

**ARTICLE III**  
**DIRECTORS**

**Section 3.1. General Powers.** Except as otherwise expressly provided by law, the property and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, which shall be the governing body of the Corporation. The Board of Directors may exercise all the powers, rights, and privileges of the Corporation, whether expressed or implied in the Articles of Incorporation or conferred by the Act or otherwise, and may do all acts and things which may be done by the Corporation. Each director shall be entitled to one full vote on each matter.

**Section 3.2. Number and Qualifications.** The Corporation's Board of Directors shall be composed of no less than eight (8) directors and no more than twenty (20) directors. The number of directors may be increased or decreased to any number by the affirmative vote of the majority of directors. No decrease in the number of directors shall have the effect of shortening the term

of an incumbent director. An individual need not be a resident of Michigan or a citizen of the United States to hold the position of director.

**Section 3.3. Resignation and Removal.** Any director may resign by written notice delivered to the Board of Directors, or to the President or Secretary of the Corporation. A resignation is effective when the notice is delivered, unless the notice specifies a future date. The pending vacancy may be filled pursuant to Section 3.11 before the effective date. Any director may be removed, with or without cause, by the affirmative vote of the majority of the directors.

**Section 3.4. Term of Office.** Directors shall be elected to serve a term of three (3) years. No Director shall serve more than two consecutive terms as a Director.

**Section 3.5. Annual Meeting of Directors.** An annual meeting of the Board of Directors shall be held at such place within or without the State of Michigan as may be fixed by the Board of Directors in September of each year at such time on such day as shall be fixed by resolution of the Board of Directors. Failure to hold an annual meeting at the designated time and place shall not work a forfeiture or dissolution of the Corporation.

**Section 3.6. Regular and Special Meetings of Directors.** The Board of Directors may provide, by resolution, the time and place, within or without the State of Michigan, for the holding of regular meetings. Special meetings of the Board of Directors may be called at any time by or at the request of the President or any two (2) directors. The time and place of special meetings shall be at such a time and in such a place, within or without the State of Michigan, as may be designated by the person or persons calling the meeting.

**Section 3.7. Notice.** The Secretary of the Corporation shall give written notice of any annual, regular or special meetings of the Board of Directors at least three days prior to such meeting date, to each director at the address furnished by such director to the Secretary of the Corporation for such purpose, except that no special meeting of the Board of Directors may remove a director unless written notice of the proposed removal is delivered to all directors at least seven days prior to such meeting. If delivered, such notice shall be deemed to be given when delivered. If mailed, such notice shall be deemed to be given two business days after deposit in the United States mail so addressed, postage prepaid. A waiver of notice in writing signed by the director entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice of such meeting unless the person attends the meeting for the express purpose of objecting to the transaction of affairs of the Corporation at the meeting because the meeting is not lawfully called or convened. Neither the affairs to be conducted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. In the case of a special meeting or when otherwise required by law or these Bylaws, including in the case of the removal of a director, the purpose of the meeting shall be identified in the written notice.

**Section 3.8. Quorum.** One-third of the Board of Directors is a quorum for the transaction of business at any meeting of the Board unless a greater number is required by law, the Articles of Incorporation of the Corporation, or these Bylaws, provided that if less than one-third of the

directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

**Section 3.9. Informal Action by Directors.** Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a quorum of directors. Any consent may be signed in counterparts. All signed copies of any such written consent shall be delivered to the Secretary of the Corporation to be filed in the corporate records. The action taken shall be effective when the directors have signed the consent unless the consent specifies a different effective date. Any such consent signed by the directors shall have the same effect as any in person vote or action.

**Section 3.10. Manner of Acting.** The affirmative votes of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present is the act of the Board of Directors, unless the affirmative vote of a greater number is required by law or these Bylaws. No director may act by proxy on any matter.

**Section 3.11. Vacancies.** A vacancy in the Board of Directors occurring by reason of death, resignation, or removal of a director, or of an increase in the number of directors may be filled, by vote of the directors at any regular or special meeting duly convened. A director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office.

**Section 3.12. Reimbursement and Compensation.** Directors shall receive no compensation for their services as directors. Directors shall be entitled to reimbursement for such out-of-pocket expenses reasonably incurred in the discharge of their duties as directors if approved by the Executive Committee or as otherwise authorized by resolution of the Board of Directors.

**Section 3.13. Organization.** At meetings of the Board of Directors, the President of the Corporation, if present, shall act as chairperson of the meeting. In the absence of the President, the Vice President, if present, otherwise a person chosen by a majority vote of the directors present at the meeting, shall act as chairperson of the meeting. The Secretary of the Corporation or, in the absence of the Secretary, a person appointed by the chairperson of the meeting, shall act as secretary of the meeting. The chairperson of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion that is unreasonably cumulative, prolonged, or irrelevant.

**Section 3.14. Presumption of Assent.** A director who is present at a meeting of the Board of Directors at which action on any matter is taken is presumed conclusively to have assented to the action taken unless such director's dissent is entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 3.15. Mode of Meetings.** Unless specifically prohibited by the Articles of Incorporation of the Corporation or these Bylaws, members of the Board of Directors or any

other committee designated by the Board of Directors may participate in and act at any meeting of the Board of Directors or such committee through use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling the requirements of Sections 3.8 and 3.10.

## **ARTICLE IV OFFICERS AND EXECUTIVE DIRECTOR**

**Section 4.1. Designation and Qualifications.** The officers of the Corporation are a President, a Vice President, a Treasurer, and Assistant Treasurer, a Secretary, and such other officers as may be elected by the Board of Directors. The Board of Directors shall elect such officers from among the Directors to serve for terms as described in Section 4.2 and until their respective successors shall have been elected and qualified. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

**Section 4.2. Term of Office, Officer Succession, Resignation, and Removal.** Officers of the Corporation shall be elected at each annual meeting of the Board of Directors to serve the Corporation for periods as further described in this Section 4.2 and until their respective successors shall have been elected and qualified. The President, Vice President, Secretary Treasurer and Assistant Treasurer each shall be elected to serve for terms which shall be determined from time to time by a majority of the directors at a meeting at which a quorum is present, but in no event shall such terms of office be less than one year. At the annual meeting of the Corporation, the President, Vice President, Secretary, Treasurer and Assistant Treasurer shall be elected from a slate presented by the Nominating Committee.

**Section 4.3. Vacancies.** A vacancy in any office, however arising, if filled, shall be filled for the unexpired portion of the term in the same manner as provided for election to the office.

**Section 4.4. Control by Board of Directors.** The powers and duties of officers of the Corporation as prescribed by this Article or elsewhere in these Bylaws are subject to alteration or suspension by the Board of Directors, from time to time either in general or in specific instances or for specific purposes, all as set forth in a resolution of the Board of Directors effecting such alteration or suspension.

**Section 4.5. Reimbursement and Compensation.** Officers of the Corporation shall serve without compensation. Officers are entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties.

**Section 4.6. President.** The President is the principal executive officer of the Corporation and, subject to the direction and control of the Board of Directors, has general charge of the affairs of the Corporation. In general, the powers and duties of the President are those ordinarily exercised or performed by the chief executive officer of a for-profit corporation and such other powers and duties as may be assigned to the President by the Board of Directors. Without limiting the generality of the foregoing by this specification, in addition to presiding at meetings as provided elsewhere in these Bylaws, the President shall see that the resolutions and directions of the Board of Directors are carried into effect. Except in those instances in which the authority



to execute is expressly delegated to another officer or agent of the Corporation, or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the President may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as any deeds, mortgages, leases, bonds, contracts, checks, notes, or other documents which the Board of Directors has authorized to be executed, and the President may accomplish such execution without a seal of the Corporation and either individually or with the Secretary or any other officer so authorized by the Board of Directors, according to the requirements of the form of the document. At the conclusion of the President's term, the President shall be recognized as Past-President until the next President completes their term of service and succeeds to Past-President.

**Section 4.7. Vice President.** The Vice President shall assist the President in the discharge of the President's duties as the President may direct and shall perform such other duties as from time to time may be assigned to the Vice-President by the President or Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and duties of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed the Board of Directors or these Bylaws, the Vice President may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as any deeds, mortgages, leases, bonds, contracts, checks, notes, or other documents which the Board of Directors has authorized to be executed, and the Vice-President may accomplish such execution without a seal of the Corporation and either individually or with the Secretary or any other officer so authorized by the Board of Directors, according to the requirements of the form of the document. At the conclusion of the Vice President's term, or in the event the President resigns or is unable to serve, the Vice President shall succeed to the office of President to serve a one-year term, and if applicable, the remainder of the President's unserved term.

**Section 4.8. Treasurer.** The Treasurer is the principal accounting and financial officer of the Corporation and, in general, the powers and duties of the Treasurer shall be those ordinarily incidental to the office of treasurer of a for-profit corporation and such other powers and duties as may be assigned to the Treasurer by the Board of Directors or by the President. Without limiting the generality of the foregoing by this specification, the Treasurer shall (a) be responsible for the collection, receipt, custody, and disbursement of all corporate funds and securities; (b) deposit all monies and other valuable effects in the name and to the credit of the Corporation in such banks or other depositories as may be designated by the Board of Directors or by an officer of the Corporation, pursuant to any delegation of such authority by the Board of Directors; (c) be responsible for carrying out the policies of the Corporation relating to the approval, grant, or extension of credit by the Corporation and for the procurement and maintenance of adequate insurance for the Corporation; (d) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; and (e) render such reports with respect to accounting and financial matters to the President and to the Board of Directors at such intervals as they may require. At the conclusion of the Treasurer's term, or in the event the Vice President resigns or is unable to serve, the Treasurer shall succeed to the office of Vice President to serve a one-year term, and if applicable, the remainder of the Vice President's unserved term.

**Section 4.8.1 Assistant Treasurer.** The Assistant Treasurer shall act in support of the Treasurer, consistent with Section 4.8 Treasurer, in discharge of the Treasurer's duties, subject to a further delegation of the responsibilities as directed by the Treasurer or Board of Directors. At the conclusion of the Treasurer's term, or in the event the Treasurer resigns or is unable to serve, the Assistant Treasurer shall succeed to the office of Treasurer to serve a one-year term, and if applicable, the remainder of the Treasurer's unserved term. The Assistant Treasurer office may remain vacant if so approved by the board of directors in an annual vote.

**Section 4.9. Secretary.** In general, the powers and duties of the Secretary shall be those ordinarily incidental to the office of secretary of a for-profit corporation and such other powers and duties as may be assigned to the Secretary by the Board of Directors or by the President. Without limiting the generality of the foregoing by this specification, the Secretary shall (a) attend all meetings of the Board of Directors, record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, and shall include in such books the actions by written consent of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be the custodian of the corporate records and certify the Bylaws, resolutions of the Board of Directors and any committees of the Board of Directors, and other documents of the Corporation as being true and correct copies of such documents, records and resolutions; (d) keep a register of the post office address of each director and member which shall be furnished to the Secretary by such director or member; (e) sign with the President, or any other officer so authorized by the Board of Directors, any contracts or other documents which the Board of Directors has authorized, and the Secretary may (without previous authorization by the Board of Directors) sign with such other officers as provided above such contracts and other documents as the conduct of the Corporation's affairs in its ordinary course requires, in each case according to the requirements of the form of the document, except when a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws; and (f) keep and file all reports, statements, and other documents required by law, except when the duty is expressly imposed on some other officer or agent. At the conclusion of the Secretary's term, or in the event the Assistant Treasurer resigns or is unable to serve, the Secretary shall succeed to the office of Assistant Treasurer to serve a one-year term, and if applicable, the remainder of the Assistant Treasurer's unserved term. In the event the Assistant Treasurer office is affirmatively vacant in accordance with Section 4.8.1, the Secretary shall succeed to the Treasurer's role.

#### **Section 4.10. Executive Director**

The Board of Directors shall select an Executive Director who shall serve with modest compensation as approved by the board for services rendered. The Executive Director shall be responsible for general administration of the Corporation's activities. The Executive Director shall work under the immediate direction of the President. The Executive Director shall attend meetings of the Board of Directors and any committee meetings by invitation, but shall not be a member of these bodies.

## **ARTICLE V STANDING AND SPECIAL COMMITTEES**

**Section 5.1. Nominating Committee.** The Nominating Committee shall consist of such persons as the Board of Directors designates by resolution adopted by a majority of the directors present at a meeting of the Board of Directors at which a quorum is present. The Nominating Committee shall have such powers and duties specified in the corporate resolution creating such committee. The

Chairperson of the Nominating Committee shall be elected by the Board of Directors at its annual meeting and shall serve in that capacity for a one-year term.

**Section 5.2 Formation.** The Board of Directors may, by resolution, create one or more additional standing or special committees, each of which shall consist of such persons as the Board of Directors designates. The President shall be a member, *ex officio*, with voting privileges, of each committee created pursuant to this Section 5.2.

**Section 5.3. Powers.** Each committee created under Section 5.2 shall have the powers specified in the corporate resolution creating such committee as well as any powers not prohibited by law.

**Section 5.4. Tenure.** Members of Committees appointed pursuant to this Article shall serve for one year and until their successors have been appointed, unless prior to the expiration of such term of service the committee is dissolved by the Board of Directors by resolution, or a member's service is sooner terminated by resignation, inability or unwillingness to serve, death, or removal by the Board of Directors.

**Section 5.5. Meetings.** The Board of Directors shall designate one of the members of each committee as its chairperson. The chairperson shall preside at meetings of the committee. In the absence of the chairperson, the committee members present shall appoint one of their number as a temporary chairperson. Notice of the time and place of meetings of committees shall be given to committee members at least two days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

**Section 5.6. Quorum.** Unless otherwise provided by the Board of Directors, one-third of the committee shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 5.7. Manner of Acting.** The act of a majority of the members of a committee present at a meeting at which a quorum exists is the act of the committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth such action shall be signed by all the members of the committee. Any consent may be signed in counterparts with the same force and effect as if all members of the committee had signed the same copy. All signed copies of any such written consent shall be delivered to the Secretary of the Corporation to be filed in the corporate records. The action taken shall be effective when all the members of the committee have signed the consent unless the consent specifies a different effective date.

**Section 5.8. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in Section 5.6.

## ARTICLE VI INDEMNIFICATION

**Section 6.1. Indemnification of Directors and Officers.** The Corporation shall, to the fullest extent

to which it is empowered to do so by the Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, or agent of the Corporation, or that such person is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

**Section 6.2. Contract with the Corporation.** The provisions of this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

**Section 6.3. Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, or agent to repay such amount, unless it shall ultimately be determined that such director, officer, or agent is entitled to be indemnified by the Corporation as authorized by this Article.

**Section 6.4. Insurance Against Liability.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these Bylaws.

**Section 6.5. Other Rights of Indemnification.** The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a director, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

## **ARTICLE VII FEDERAL TAX PROVISIONS**

**Section 7.1. Inuring of Benefits.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its directors, officers, or other private persons, except that the Corporation shall be authorized to make payments and distributions in furtherance of the purposes set forth in the Corporation's Articles of Incorporation and these Bylaws.

**Section 7.2. Distribution of Assets Upon Dissolution.** Upon the dissolution of the Corporation, assets

of the Corporation remaining after the satisfaction of liabilities shall be distributed pursuant to a plan of distribution adopted by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE VIII MISCELLANEOUS**

**Section 8.1. Loans.** No loans shall be contracted on behalf of the Corporation except by the authority of the Board of Directors.

**Section 8.2. Leases.** The Corporation shall have the power, as either lessor or lessee, to lease equipment needed to conduct the affairs of the Corporation, and to lease land or buildings. Any such lease shall be in writing.

**Section 8.3. Contracts.** The Board of Directors may authorize any one or more officers or agents of the Corporation to enter into any contract, or to execute and deliver any instrument, in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; provided, however, that this Section shall not limit the powers of office granted under Article IV of these Bylaws.

**Section 8.4. Checks, Drafts, and Orders.** All checks, drafts, and other orders for the payment of money by the Corporation shall be signed or initiated for electronic remittance by the Treasurer, and if in an amount greater than \$2,500 shall also be approved by such one or more other officers or agents of the Corporation as are designated by the Board of Directors to sign or authorize such orders, in such manner as provided from time to time by resolution of the Board of Directors or as determined by such one or more officers of the Corporation as are designated by the Board of Directors to make such determination.

**Section 8.5. Deposits.** All funds of the Corporation that are not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, and other depositories as the Board of Directors or such one or more officers of the Corporation as are designated by the Board of Directors, shall select.

**Section 8.6. Books, Records, and Minutes.** The Corporation shall keep correct and complete books and records of accounts, and minutes of the proceedings of its Board of Directors and all committees having any of the authority of the Board of Directors.

**Section 8.7. Fiscal Year.** For accounting and related purposes, the fiscal year of the Corporation shall begin on the first day of June and end on the last day of May of each year.

**Section 8.8. Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed, and new

Bylaws may be adopted, by the Board of Directors, at any time or from time to time, by the vote of a majority of the directors of the Corporation then in office.

**Section 8.9 Written Communication.** Throughout these bylaws any reference to actions required in writing shall be considered satisfied when communicated through the usage of any electronic communication including email.

**Section 8.10. Bonds.** If required by the Board of Directors, any officer or agent of the Corporation shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of such person's duties and office. The cost of obtaining such bond shall be paid by the Corporation.

**RATIFIED AND ADOPTED BY THE BOARD OF DIRECTORS on MAY 26, 2021**



**Katherine Castillo**  
Executive Director

Priyadarshini Venkateswaran

**Priya Venkateswaran**  
Secretary

Signature:   
Priyadarshini Venkateswaran (Jun 3, 2021 04:06 EDT)

Email: privenk13@gmail.com

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Final Audit Report

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