

GMPG RETIREE CLUB BYLAWS

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Incorporating Officers

Article 1
Name

The name of this organization shall be GMPG Retiree Club.

Article 2
Nonprofit Status

The Club shall be a non-profit organization, organized under the laws of the state of Michigan.

Article 3
Purpose

The purpose of the Club is to:

- (a) Provide club members, their spouses and surviving spouses an opportunity to socialize with former associates at various club organizational, educational or social activities.
- (b) Act as liaison with GM and other GM retiree organizations with the same or similar objectives.
- (c) Provide support for GM when approved by the Board.
- (d) Carry out such other functions and duties that may be initiated by the Board as permitted for nonprofit corporations under Michigan law and pursuant to the controlling provisions of the Internal Revenue Code

Article 4
Membership

Membership shall be open to all salaried and hourly retirees and to their spouses or surviving spouses from any Staff or Division located at the Milford General Motors Proving Grounds or any other Staff or Division of General Motors who choose to affiliate with the Club. The Board may also accept and approve membership for individuals other than retirees as long as it supports the purpose of the club. The Board of Directors must approve all new members. A member may be removed from the official membership list, by the Board of Directors, when the member fails to pay dues or when the member's actions are not consistent with the best interests of the club.

Article 5
Officers and Directors

The Board of Directors:

The members of the Board of Directors are comprised of:

- (a) The officers: President, Vice-President, Secretary and Treasurer.
- (b) A minimum of four At-Large Directors.
- (c) The immediate past President.
- (d) The membership will elect the Directors. The Directors will select members of the Board of Directors to fill the officer positions.

The Board of Directors shall maintain at least the minimum number of board members required by the State of Michigan.

Duties of the Board:

- (a) Be responsible for general supervision of all Club activities.
- (b) The outgoing officers will preside at the first meeting after the annual elections until the new officers are elected.
- (c) At the first meeting following the annual elections the Board of Directors will elect the four officers of the club.
- (d) Appoint replacements for Board members or officers who can no longer serve out their terms. In the event that there are not enough authorized Board Members to constitute a quorum, these appointments can be made by the majority of the Board members present and voting.
- (e) Protect properties/assets of the Club.
- (f) Oversee the functioning of the Club's Committees.
- (g) Remove a member from the Board of Directors or an officer by a two thirds vote of the Board.
- (h) At-Large members will be requested by the President to Chair or serve on Committees and provide other support activities for the Club.

Duties of the President:

- (a) Preside at all meetings and, with the Board, maintain a general supervision of interests and properties of the Club.
- (b) Be an ex-officio member of the Board with voting rights for the year following the elected term.
- (c) Appoint all committee persons, except the Chairpersons of the Activities, Membership, and Finance Committees. The President can only appoint the Chairperson of the Nominating Committee when approved by the Board.
- (d) Call special meetings of either the Board, or membership, when necessary.
- (e) Issue Club checks during absence or disability of the Treasurer.

Duties of the Vice-President:

- (a) Assume duties of President during his/her absence or disability.
- (b) Chair the Activities Committee.
- (c) Monitor the operation of the Club in relation to the Bylaws, and when appropriate make recommendations to the Board for Bylaw changes.

Duties of the Secretary:

- (a) Take, publish, and distribute minutes of all Board and general membership meetings. The minutes must document the vote of each Board member except when a secret ballot is required.
- (b) Maintain a file of all necessary records and deliver the file to the succeeding Secretary.
- (c) Maintain a file of Club policy statements and historical records and distribute them as directed by the President.
- (d) Maintain all past legal records of the Club.
- (e) Maintain the list of current members, notify members of meetings, and be Chairman of the Membership Committee.

Duties of the Treasurer:

- (a) Receive all monies and deposit in a financial institution approved by the Board.
- (b) Write Club checks with approval of the Board.
- (c) Maintain and provide financial reports to Board and general membership at each meeting and as requested.
- (d) File all required government forms.

- (e) Deliver all financial records/forms to succeeding Treasurer and Audit Committee.
- (f) Chair the Finance Committee.

Duties of the At-Large Directors

- (a) Serve on Committees, at the request of the President, in either a Chairman or member capacity.
- (b) Replace Officers of the Club that cannot fulfill their obligations, when requested by the Board.

Article 6 Committees

The Club may have the following committees or any other committee as designated by the Board. The number of committee members shall be at the discretion of the President, and the members will serve at the pleasure of the President.

Activities Committee:

- (a) The Vice-President will serve as the Chairperson and be responsible to the Board.
- (b) Will be responsible for planning and implementing:
 - (1) Educational activities.
 - (2) Programs for the annual meeting and other meetings.
 - (3) Social activities.
- (c) Will encourage members to participate in Club activities and to take leadership positions.

Finance Committee:

- (a) The Treasurer will serve as the Chairperson and be responsible to the Board.
- (b) Responsible for planning the annual budget.
- (c) Make recommendations to the Board as to the amount to charge for dues.
- (d) Assist the Treasurer as directed.
- (e) Provide Membership Committee names of dues paid members.

Membership Committee

- (a) The Secretary will serve as the Chairperson and be responsible to the Board.
- (b) Prepare and maintain a membership roster.
- (c) Publish and distribute meeting notices.
- (d) Establish and maintain a telephone fan-out committee, so that Club members may be contacted by telephone, as required by the President or Board.
- (e) Recruit new members for the Club.

Newsletter/Internet Committee:

- (a) Chairperson to be appointed by the President, and be responsible to the Board.
- (b) Organize, edit, publish and distribute a newsletter to Club members at least twice a year – newsletter may be in paper or electronic form.

Legislative, Benefits and Public Relations Committee

- (a) Chairperson to be appointed by the President, and be responsible to the Board.
- (b) Keep the Board and Club members abreast of GM Benefits and Legislative changes.
- (c) Perform public relations duties as required.

Nominating Committee

- (a) The Board shall determine if the Board will act as the nominating Committee or if the President will name a Chairperson and committee that will be responsible to the Board.
- (b) If a committee is formed, it will consist of at least four (4) members.
- (c) The committee will notify the membership of the open positions on the Board of Directors. The committee will request nominations for the open positions from the membership. The committee can nominate members, with their approval, for open positions.
- (d) Prepare a slate of candidates – a minimum of one (1) for each open Board position.

Audit Committee

- (a) Chairperson to be appointed by the President, and be responsible to the Board.
- (b) Examine and audit all records of the Treasurer.
- (c) Report findings as of the end of the month preceding the annual meeting.

Article 7

Dues

The Board will establish the amount to be charged for dues annually, after receiving the report and recommendations of the Finance Committee. The amount of dues shall be announced at the annual meeting.

Article 8

Meetings and Quorums

- (a) Membership meetings will be held at least once per year and such other meetings as the President may direct. A quorum will consist of the members present and voting. Membership and Board meetings may be combined.
- (b) The Board will meet at such times as the President or the Board shall determine; however, a minimum of four (4) meetings per year will be held.
- (c) The Secretary shall give written or oral notice of each Board meeting, to each member of the Board, at least one (1) week prior to the meeting. Board members must notify the Secretary, if they are not able to attend the meeting.
- (d) Each new Board of Directors will notify the membership of the calendar of events for the oncoming year. This notification will, at a minimum, identify the dates for the Board of Directors and the Annual Membership meetings for a period of one year. This one year period will end with the first meeting date for the next elected Board of Directors. This notification will be made within 15 days following the first meeting of the new Board of Directors. If appropriate, these dates should be published on the club web site.
- (e) At any Board meeting, a majority of authorized Board members will constitute a quorum. If a quorum is not present, the meeting will be adjourned. The majority and 2/3 vote requirement will be based on the full number of authorized Directors. Note that Article 5 Duties of the Board (d) provides an exception to the quorum and vote requirements so a Board opening can be filled when a quorum is not possible.
- (f) The President or Vice-President must preside at the meeting. If neither one is present, the meeting will be adjourned. If neither one is active, a Board member may preside at the meeting.

Article 9
Order of Business

- (a) The order of business at all business meetings shall be as follows:
- (1) Reading and approval of the minutes of the previous meeting. (Note: The minutes and Treasurers report may be distributed in advance and the reading waived).
 - (2) Approval of the Agenda.
 - (3) Reports of Officers or Board Members.
 - (4) Reports of Committees.
 - (5) Communications
 - (6) Old business.
 - (7) New business.
 - (8) Adjournment.

At the annual meeting, appropriate action will be taken on the report of the Audit Committee before the report of the Treasurer may be approved and filed.

- (b) Orderly parliamentary procedures shall govern at all meetings. All questions of procedure, not otherwise covered herein shall be determined in accordance with the latest edition of "Roberts Rules of Order". A matter before the Board must be tabled until any challenge to the parliamentary process is resolved. The Secretary shall maintain a copy of the rules of order.

Article 10
Nominations and Elections

- (a) The election of Board members will be completed when the results of the election process are announced and approved by the Board of Directors at the annual membership meeting.
- (b) The candidates for election will be:
- (1) The candidates recommended by the Board or Nominating Committee.
 - (2) Members that are self nominated or nominated by another member. The names of these candidates must be submitted to the Secretary at least thirty (30) days prior to the annual meeting. The Nominating Committee can reject a nomination with unanimous agreement.
- (c) A notice of the election of officers and request for nominations shall be sent to each member at least thirty (30) days prior to the election.
- (d) The membership will elect each member of the Board of Directors for a one or two year period with the intent of electing one half of the Board each year.
- (1) At the first meeting of the incoming Board of Directors, the Board will elect club officers (President, Vice President, Secretary and Treasurer) by secret ballot. A majority of authorized Board members is required to settle the vote for each office. The club officers will serve for a term of one year.
 - (2) The Board may increase the number of Director positions to be filled after the nominations have been submitted to the Board. The membership must be notified of the increased number of vacancies to be filled prior to the elections.
- (e) The President shall appoint a chief teller and three (3) other tellers to tally the ballots.
- (f) Each member must be provided with a convenient means of voting for their Board members. The Board will establish a process utilizing the Internet and the US Postal Service as needed to give each member the opportunity to vote for the club leadership and to vote on changes to the Club Bylaws.

- (g) The candidate receiving the most votes wins. Ties will be resolved by a secret vote by the Board of Directors.

Article 11
Adoption of Bylaws

These bylaws as adopted by the incorporators shall be effective until the first annual meeting of the Club, at which time they shall be submitted for approval by a majority of those present and voting. Thereafter, amendments to these bylaws may be approved only as follows:

- (a) Any member of the Board may submit a proposed written amendment to the Bylaws which must be approved by a 2/3 majority of the members of the Board at any regular or special meeting. The proposed amendment shall be submitted to the membership with the notice of the next annual election. It must be ratified by a majority vote of the membership at the annual elections.
- (b) Any member may submit a proposed written amendment to the Bylaws that is endorsed by at least six (6) other members. The proposed amendment must be submitted to the Secretary at least thirty (30) days prior to the next annual election. The endorsed amendment shall be submitted to the membership with the notice of the next annual election. It must be ratified by a majority vote of the membership at the annual elections.

Article 12
Policy

Policy may be established by majority vote of the Board at any meeting of the Board as long as the policy is consistent with the Bylaws. Policy statements may be used to clarify the Bylaws, procedures or activities of the Club. Policy statements cannot be used to change the intent of the Bylaws. Policy statements must be published as an addendum to the Bylaws and both documents must be made available to the membership.

Article 13
Miscellaneous

- (a) The fiscal year of the Club, unless mandated otherwise by the Internal Revenue Service shall be determined by the Board of Directors.
- (b) All publications, notices and press releases must have the approval of the President or the Board, and no member of the Club shall have the power to enter into any contract on behalf of the Club without the approval of the Board. In emergencies, approval may be granted after the fact.
- (c) An Officer or At-Large Director shall not be personally liable to the corporation, or its members, for monetary damages for a breach of the Officer's or Director's fiduciary duty. However, the provision does not eliminate or limit the liability of a director or officer for any of the following:
- (1) A breach of the director's or officer's duty of loyalty to the corporation or its members.
 - (2) Acts or omissions not in good faith or that involve intentional misconduct, or a knowing violation of the law.
 - (3) A violation of section 551(1) of the Nonprofit Corporation Act
 - (4) A transaction from which the Officer or Director derived an improper personal benefit.

- (5) An act or omission occurring before the effective date of the provision granting limited liability.
- (6) An act or omission that is grossly negligent.

The Club hereafter assumes all liability to any person, other than the Club or its members, for any other acts or omissions of the Officers or At-Large Directors, except as provided for above, occurring on or after the date of filing of these bylaws.

Article 14 Distribution of Assets

Upon dissolution of the Club, any assets remaining, whether real, personal, mixed, cash, securities or otherwise, shall be given, by the Board, to a charitable organization, qualified by the Internal Revenue Service laws to accept such assets. Such assets shall not inure to the benefit of any private persons or corporation.

Approval and Ratification

These Bylaws were approved by the incorporators of the GMPG Retiree Club on June 11, 2009.

Policy

- (a) Communication with the members is a high priority. Publication of a Newsletter and other communications should be done as frequently as possible. Such publication can be either electronic (email or web site) or paper. News related to changes in Club Bylaws, Policy, Club activities or election of Board members must reach all members. In order to encourage communications at a reasonable cost, electronic communications can be used to inform members, with online computer systems, of subjects such as: meeting minutes, social activities not intended to involve all members, information from GM, etc.
- (b) A member of the Board should be on each Club committee to help coordinate the committee activity with the Board.
- (c) All Board meetings are open to attendance by the membership.
- (d) Interested parties should be encouraged to attend Club meetings.
- (e) Non-member attendance at any club event must be approved, in advance, by the President or Board.
- (f) It is the intent of the Board that all members, regardless of where they are located or their ability to attend Club meetings, have the right to vote in Club elections. Methods such as: internet voting, absentee ballots and voting at the meetings should be implemented by the Board to encourage member participation.
- (g) The Board will establish an Internet Webmaster position and/or Committee to develop and maintain effective communications with the membership.
- (h) Financial records must be maintained in Microsoft Excel format unless other formats are approved by the Board.
- (i) Official Club records must be kept for a period of 3 years or longer, if required by State of Michigan or Federal laws.

Incorporating Officers

President Michael C. McDermit

Vice President Arne K. Berg

Secretary David A. Olds

Treasurer Richard C. Krueger

At-Large Directors Carol A. Berg

Charles D. Constance

Stephen E. Lloyd

Jon R. McLeod