

BYLAWS OF
SAGINAW COUNTY SPORTS HALL OF FAME

ARTICLE I.
NAME

The name of the corporation shall be SAGINAW COUNTY SPORTS HALL OF FAME.

ARTICLE II.
INCORPORATION

SAGINAW COUNTY SPORTS HALL OF FAME shall be incorporated under the laws of the State of Michigan as a not-for-profit, Membership Corporation.

ARTICLE III.
PURPOSE

The purpose of the corporation is to foster national amateur sports competition by recognizing present and former area athletes, coaches and others who have distinguished themselves in the field of athletics, either individually or by virtue of their performance on or in connection with athletic teams representing their high school, community college, four year college, university or professional team or sport; or by meritorious effort on behalf of athletics. The corporation will annually nominate, elect, honor and award truly outstanding Saginaw County female and male athletes, both past and present.

ARTICLE IV.
MEETINGS

Section 1. Place of Meeting. Any or all meetings of the members and of the Board of Directors of this corporation may be held within or without the State of Michigan provided, that no meeting shall be held at a place other than the registered office in Michigan except pursuant to by-law or resolution adopted by the Board of Directors.

Section 2. Annual Meeting of Members. The annual meeting of the members shall be held in each year during the month of June, one of the purposes of which shall be the election of a Board of Directors.

Section 3. Notice of Annual Meeting of Members. At least ten (10) days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of members, written notice of the time, place and purposes of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting.

Section 4. Delayed Annual Meeting. If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting: Provided, however, that the notice of such meeting shall be the same as herein required for the annual meeting, namely, not less than a ten (10) day notice.

Section 5. Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows:

- (a) Roll call
- (b) Reading notice and proof of mailing
- (c) Reading of minutes of last preceding meeting (d) Report of President
- (e) Report of Secretary
- (f) Report of Treasurer
- (g) Election of Directors
- (h) Transaction of other business mentioned in the notice
- (i) Adjournment

In the absence of any objection, the presiding officer may vary the order of business at discretion.

Section 6. Special Meetings of Members. A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, the Secretary or an Assistant Secretary shall prepare, sign, and mail to the members the notice requisite to such meeting. Such notice may be signed by, stamped, typewritten or printed signature of the Secretary or of an Assistant Secretary.

Section 7. Notice of Special Meeting of Members. At least ten (10) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 8. Organization Meeting of Board. At the place of holding the annual meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it: Provided, That the organization meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the Directors of such new Board.

Section 9. Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held not less frequently than once in each month at such time and place as the Board of Directors shall from time to time determine. No notice of regular meetings of the Board shall be required.

Section 10. Special Meetings of Board. Special meetings of the Board of Directors may be called by the President at any time by means of such written notice by mail of the time, place and purpose thereof to each Director as the President in his discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 11. Notices and Mailing. All notices required to be given by any provision of these bylaws shall state the authority pursuant to which they are issued (as, "by order of the President," or "by order of the Board of Directors," as the case may be) and shall bear the written, stamped, typewritten, or printed signature of the Secretary or Assistant Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail with postage fully prepaid, plainly addressed to the sendee at his, her, or its last address appearing upon the membership record of this corporation.

Section 12. Waiver of Notice. Notice of the time, place, and purpose of any meeting of the members or of the Board of Directors, may be waived by electronic transmittal or other writing, either before or after such meeting has been held.

ARTICLE V.

QUORUM

Section 1. Quorum of Members. The members present shall constitute a quorum at all meeting of the members for the transaction of business except as otherwise expressly required by statute or these bylaws.

Section 2. Quorum of Directors. Presence in person or by proxy of one third (1/3) of the Directors shall constitute a quorum. A simple majority of the Directors present shall be required to carry any decision of the Board of Directors under these bylaws, unless otherwise specifically provided. A two-thirds (2/3) majority of those present and voting shall be required to carry decisions of the Board of Directors for new projects, fund-raising, or bylaw changes.

ARTICLE VI.

VOTING, ELECTIONS, AND PROXIES

Section 1. Who Entitled to Vote. Each member shall have one vote upon all questions presented for action at any meeting of the members.

Section 2. Proxies. No proxy shall be deemed operative unless and until signed by the member and filed with the corporation. In the absence of any limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force three years from its date, and no longer.

ARTICLE VII.
BOARD OF DIRECTORS

Section 1. Number and Term of Directors. The property and affairs of this corporation shall be managed by a Board of Directors composed of not less than eleven (11) nor more than twenty-one (21) persons, who shall be members of the corporation. The directors shall be elected by the general membership at the annual meeting, and shall serve for terms of six (6) years or until their successors are chosen and qualified, with the six (6) year terms being staggered so that approximately one third (1/3) of the Directors are elected each year.

Section 2. Vacancies. Vacancies in the Board of Directors shall be filled by appointment made by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his successor has been elected by the members, who may make such selection at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

Section 3. Action by Unanimous Written Consent. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 4. Power to Elect Officers. The Board of Directors shall select a President, one or more Vice Presidents, a Secretary and a Treasurer. Commencing July 1, 2004, the officers shall serve three (3) year terms. No officer except the President need be a member of the Board, but a vice President who is not a Director shall not succeed to nor fill the office of President.

Section 6. Power to Appoint Other Officers and Agents. The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the affairs of the corporation.

Section 7. Removal of Members, Directors, Officers, and Agents. Any member, Director, officer, or agent may be removed, with or without cause, from office by a vote of two thirds (2/3) of all the Directors voting affirmatively.

Section 8. Power to Fill Vacancies. The Board shall have the power to fill any vacancy in any office occurring for any reason whatsoever.

Section 9. Power to Require Bonds. The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 10. Compensation. Members, Directors, and officers shall receive no compensation for service in such office unless specifically fixed by resolution of the Board of Directors.

Section 11. Indemnification. This corporation shall indemnify and reimburse any person for expenses actually incurred by him/her, and liabilities imposed upon him/her, in connection with or arising out of any claim, action, proceeding, or suit, civil or criminal, administrative, or investigative, and whether formal or informal, or any threat thereof, in which he/she may be involved by reason of his/her being or having been a Director or officer of this corporation, or by reason of service to any other corporation, firm, or organization, whether for profit or not for profit, which he/ she served as a director or officer at the request of this corporation. Such indemnification and reimbursement shall be to the maximum extent permitted by, and in accordance with, the relevant provisions of the Michigan Nonprofit Corporation Act. The right of indemnification herein provided shall apply whether or not such person indemnified is serving in such capacity at the time such costs, expenses, or liabilities are incurred or imposed. Neither this corporation nor its Directors or officers shall be liable to anyone for any determination of such Directors or officers as to the existence or absence of conduct which would provide a basis for making or refusing to make any payment hereunder or for taking or omitting to take any other action hereunder in reliance upon the advice of counsel. A court of competent jurisdiction may make a determination as to the right of a person to indemnification and reimbursement hereunder in any specific case upon the application of such person, despite the failure or refusal of the Directors or members to make provision therefore. The foregoing right of indemnification and reimbursement shall not be exclusive of other rights to which such person may be entitled as a matter of law, and shall inure to the benefit of his/her heirs and personal representatives. The right of indemnification herein provided shall be applicable only to the extent that such liabilities, expenses, and costs are not otherwise covered by or through collectible policies of insurance which may be carried by or for the benefit of such person, or this corporation, or any other corporation or organization.

Section 12. Contracts With Directors. A Director of the corporation shall not, in the absence of fraud, be disqualified by his/her office from dealing or contracting with the corporation, either as a vendor, purchaser, supplier of services, or otherwise, nor in the absence of fraud shall, insofar as permitted by statute, any transaction or contract of the corporation be void or voidable or affected by reason of the fact that any Director, or any firm of which any Director is a member, or any corporation of which any Director is an officer, director, or stockholder, is in any way interested in such transaction or contract; even though the vote or action of Directors or officers having such adverse interest may have been necessary to obligate the corporation upon such contract or transaction. At any meeting of the Board of Directors of the corporation (or any duly authorized committee thereof) which shall authorize or ratify any such contract or transaction, any such Director or Directors may vote or act thereat with like force and effect as if he/she did not have such interest, provided, in such case, the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed, or shall be known to the Directors or a majority thereof. A general notice that a Director or officer is interested in any corporation or other concern of any kind referred to shall be sufficient disclosure as to such Director or officer, with respect to all contracts and transactions with such corporation or other concern. No Director or officer shall be disqualified from holding office as Director or officer of the corporation by

reason of such adverse interest. In the absence of fraud, no Director or officer having such adverse interest shall be liable to the corporation or to any creditor thereof, or to any other person, for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Director or officer be accountable for any gains or profits thereon.

ARTICLE VIII.
OFFICERS

Section 1. President. The President shall be selected by, and from the membership of, the Board of Directors. He shall be the chief executive officer of the corporation. He shall preside over all meetings of the Board and of the members. He shall have general and active management of the affairs of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. He shall be ex officio a member of all standing committees except the Nominating Committee, and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 2. Vice Presidents. At least one Vice President shall be selected by and from the membership of, the Board of Directors. Such Vice Presidents, in the order of their seniority shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 3. Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors, and of the Executive Committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He shall safely keep in his custody the seal of the corporation, if any, and shall have authority to affix the same to all instruments where its use is required. He shall give all notices required by statute, bylaw, or resolution. He shall perform such other duties as may be delegated to him by the Board of Directors or by the Executive Committee.

Section 4. Treasurer. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. He shall deposit all monies, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his transactions as Treasurer and of the financial condition of the corporation. If required by the Board he shall deliver to the President of the corporation, and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of his office, and for restoration to the corporation in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and property of whatever kind in his possession or under his control belonging to the corporation.

Section 5. Delegation of Duties. Upon authorization by the Board of Directors, officers may delegate specified duties and functions to other persons, provided, however, that such officer shall remain fully responsible and accountable for the proper performance of such duties.

ARTICLE IX.
COMMITTEES

Section 1. Standing Committees. The Board of Directors shall operate through a committee structure. Each Committee shall be headed by a Chairman and a Vice-Chairman and shall consist of members of the Board of Directors appointed by the President. A member of the Board of Directors may be a member of more than one committee. The members of each committee shall elect its Chairman and Vice-Chairman.

The Chairman, or if absent the Vice Chairman, shall preside over any meeting of a standing committee. The meetings shall operate under Robert's Rules of Order. The Chairman, or if absent the Vice Chairman, may call a committee meeting whenever it is needed to accomplish the goals of the corporation. Any plans or programs recommended by the committee must be presented to the Board of Directors at its next meeting for a decision on the matter.

There shall be the following Standing Committees:

A. Nomination and Election of Athletes Committee. This committee shall annually accept and process nominations and select and recommend candidates for election to the Hall of Fame. The Hall of Fame shall be open to any individual, male or female, who has achieved outstanding success in the field of athletics. An individual nominee shall have either resided in Saginaw County at the time of the athletic achievement, or be originally from Saginaw County. An athlete shall have been non-competing in athletics for five consecutive years prior to nomination to the Hall of Fame. The Hall of Fame shall also be open to individuals, males or females, who have made outstanding contributions as non-competitors for the betterment of athletics. The Board of Directors may also consider outstanding athletic teams for nomination and selection to the Hall of Fame.

B. Athlete Awards and Honor Banquet Committee. This committee shall be responsible for the annual awards banquet to honor the candidates elected to the Hall of Fame.

C. Fund Raising Committee. This committee shall be responsible for the annual fund raising campaign.

D. Finance and Membership Committee. This committee shall be responsible for the annual membership drive and shall plan and oversee the financial well being of the corporation. The committee shall recommend prospective members to the Board of Directors.

E. Nominating Committee. This committee shall be responsible for preparing the slate of candidates for election as officers of the corporation, make recommendations for directors to be elected and recommend new candidates to fill vacancies which occur due to death or withdrawal of directors.

ARTICLE X.
MISCELLANEOUS

Section 1. Checks, etc. All checks, drafts and orders for payment of money shall be signed in the name of the corporation.

Section 2. Contracts, Conveyances, etc. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the President, or any Vice President, and the Secretary, may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto, if any. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation. All endowments and other assets shall be invested and administered in such manner as the Board of Directors may direct. All gifts of property other than cash or marketable securities shall be subject to prior approval by the Board of Directors.

Section 5. Custodian. The Board of Directors shall be authorized, in its discretion, to designate and employ a custodian or other fiduciary to administer such funds, assets, and endowments of the corporation, as the Board of Directors may from time to time determine.

Section 6. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January of each year and shall end on the 31st day of December each year.

Section 7. Corporate Seal. The Board of Directors may provide a suitable corporate seal for the corporation.

ARTICLE XI.
POWER OF BOARD TO BORROW MONEY

The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this corporation, and in such case the Board of Director may authorize the proper officers of this corporation to make, execute and deliver in the name and on behalf of this corporation such notes, bonds, and other evidence of indebtedness as said Board shall deem proper, and said Board shall have full power to mortgage the property of this corporation, or any part thereof, as security for such indebtedness, and no action on the

part of the membership of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness, or mortgage.

ARTICLE XII.
MEMBERSHIP

Section 1. Membership. The corporation shall establish and maintain a Life Membership group of persons who shall qualify by completing and signing an application form and paying the one-time dues set forth below. The Life Members shall vote annually on the Hall of Fame candidates.

Section 2. Dues. Dues shall be assessed once in the amount of fifty dollars (\$50.00).

ARTICLE XIII.
AMENDMENT OF BY-LAWS

Section 1. Amendments, How Effected. These by-laws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members, if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting, or by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors, if the amendment, alteration, change, addition, or repeal be proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting: Provided, that any by-laws made by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors as provided herein may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members; also provided, however, that no change of the date for the annual meeting of members shall be made within thirty (30) days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all members entitled to vote at the annual meeting.

ARTICLE XIV.
DISSOLUTION

Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as it is now in effect or may hereafter be amended.