

BY LAWS

THE MICHIGAN INTER-PROFESSIONAL ASSOCIATION ON MARRIAGE, DIVORCE AND THE FAMILY aka MIPA

PREAMBLE

Being deeply concerned over widespread family disorganization, members of various professions now associate with a view to combining the special skills, knowledge and insights of each so that community learning in its entirety can be most effectively employed in strengthening family life.

The corporation shall be operated exclusively for charitable, literary or educational purposes as a non-profit Corporation. No officer or director of the Corporation shall have any title to or interest in the Corporation property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any director, officer, trustee, or any private shareholder or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles and By-laws of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE I

NAME

The name of the organization shall be the Michigan Inter-Professional Association on Marriage, Divorce and the Family, also known as MIPA.

ARTICLE II

STRUCTURE

The Corporation shall consist of members of the Corporation, a Board of Directors, Officers, and Committees.

ARTICLE III

MEMBERS OF THE CORPORATION

Section 1. Authority. The members of the Corporation shall have basic and ultimate authority and control over the property and affairs of the Corporation. They may exercise this power at membership meetings and through the agency of Directors and Officers as set forth at greater length in these By-laws. Each member shall have one vote.

Section 2. Membership. There shall be one class of members of the Corporation.

The original Charter Members and Incorporators were as follows:

Honorable Victor J. Baum	Dennis Boyle, Esq.
Honorable George E. Bowles	John J. Brownfain, Ph.D.
James Graves, M.D.	Reuel L. Howe, S.T.D.
Howard Hush, M.S.W.	Norman N. Robbins, Esq.
Aaron L. Rutledge, Th.D.	Reverend Clifford F. Sawher
Rabbi M. Robert Syme	Ella Zerdlng, M.S.W

Section 3. Qualifications for Membership. To be eligible for membership in the Corporation persons must satisfy the following requirements:

1. They shall be members of one of the professions vitally concerned with the field of marriage, divorce and the family, such as law, medicine and psychiatry, nursing, psychology, social work, social sciences, education, clergy and finance.

and

2. They shall be actively interested in the field of marriage, divorce and the family and prepared to make significant contributions of time and effort in furthering the objectives of this Association.

Section 4. Rights of Members. Each member entitled to vote at any meeting of members shall have the right to cast one vote, in person. The right of a member to vote and any right, title and interest in and to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon dissolution of the Corporation.

Section 5. Resignation. Any member may resign or withdraw from the Corporation by delivering a written resignation or notice of withdrawal to the Board of

Directors of the Corporation. Membership may also terminate upon non-renewal of the membership by non- payment of dues required by these By-laws or as may be determined from time to time by the Board of Directors.

Section 6. Annual Membership Meeting. The annual Membership Meeting shall be at the April Membership Meeting for the purpose of electing Directors to fill any vacancy, or at a special meeting set by the Board for that purpose.

Section 7. Notice of Meetings: Waiver of Notice. Notice of the time, place and purpose of each meeting of the members, including the annual meeting and any special meeting, assigned by the President or Vice President or the Secretary, shall be served personally by U.S. Mail or by electronic mail upon each member, not less than ten (10) days and not more than sixty (60) days before the meeting; provided that no notice of adjourned meetings need be given provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken. At any adjourned meeting only such business may be transacted as might have been transacted at the original meeting. Notice shall be directed to each member at the address designated by the member for such purpose, or if none is designated, at the member's last known address. Notice of any annual or special meeting of the members of the Corporation may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting, except where a member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum. Not less than twenty-five (25) members of the Corporation present and in person, shall constitute a quorum for the transaction of business at any annual or special meeting of the members of the Corporation.

Section 9. Voting. Except as otherwise provided in these By-laws, once a quorum is established, a majority vote of those present at the time the vote is cast shall be sufficient to take any action which may be taken by the members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Membership. The number, qualifications, powers, rights, terms of office, and elections of members of the Board of Directors shall be as set forth in these By-laws, as the same may be amended from time to time.

Section 2. Duties and Powers. The property, business and affairs of the Corporation shall be managed by the Board of Directors between meetings of the membership. Between such meetings, the Board of Directors shall be the governing body of the Corporation, and shall be responsible for its property and finances as provided for in these By-laws and by law. The Board of

Directors shall select the officers of the Corporation as provided for elsewhere in these By-laws.

Section 3. Directors. The Directors shall be elected by members of the Corporation at the annual membership meeting, or at a special meeting called for that purpose as hereinabove provided. Prior to the annual membership meeting, the Board will compile a list of interested candidates. Nominations for Directors may also be made from the floor by the members. There shall, at all times, to the extent possible, be twelve (12) Directors holding office simultaneously. Such Directors shall serve staggered terms, so that each year four (4) Directors shall be elected at the Annual Meeting of the Corporation coincident with the expiration of the terms of office of four (4) of such Directors. The Board of Directors shall consist of at least four (4) non-lawyers. If less than four non-lawyers are elected to the Board, the Board shall have the right to appoint the needed number of non-lawyers to fill such vacancies.

Section 4. Term of Office. The Directors shall serve for a term of three (3) years. The Directors shall take office at the close of the membership meeting at which they are elected. The immediate past President shall remain as a voting member of the Board for two years after his/her term. Other Past Presidents shall be given notice of Board Meetings and may attend as non-voting members.

Section 5. Resignation of Director. Any Director may resign as a Director at any time, by written notice to the President or the Secretary.

Section 6. Removal of Directors. Directors may be removed by the affirmative vote of a majority of the Board of Directors then in office at any time, either with or without cause. Any Director who has three (3) or more unexcused absences per year from regular board meetings (what about roundtables?) of the Board of Directors may be replaced by the Board of Directors by majority vote.

Section 7. Vacancies. Whenever any vacancy on the Board of Directors shall occur because of the death, resignation, removal, increase in the number of Directors authorized, or otherwise, such vacancy shall be filled by a majority vote of the remaining Directors, even though less than a quorum, and such person shall then serve until the next annual meeting at which time the vacancy shall be filled by the membership in accordance with the procedure set forth in these By-laws for the election of Directors.

Section 8. Annual Meetings: Notice. The annual meeting of the Directors of the Corporation shall be held at the next regularly scheduled monthly meeting of the Board of Directors following the Annual Meeting of the members, at such time and place as shall be determined by the Board of Directors for the purpose of the election of officers and for the consideration of such business as may be properly brought before the meeting; provided that if less than a quorum of the Directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting

may be taken up at any later, regular, special or annual meeting or by consent resolution.

Section 9. Regular Meetings: Notice. Regular meetings of the Board of Directors may be held without notice at such time or intervals and at such place within or without the State of Michigan as may from time to time be determined by resolution of the Board of Directors, which resolution shall affix the time and place thereof. Notice of any regular meeting of the Board of Directors shall not be required to be given unless the Board of Directors shall fix or change the time or place of any regular meeting or shall authorize the President to fix the specific date and place of any regular meeting, in which case notice of such action shall be given to each Director in the manner hereinafter provided with respect to special meetings of the Board.

Section 10. Special Meetings: Notice. Special meetings of the Board of Directors may be held whenever called by the President. The President or Secretary shall call a special meeting at the direction of not less than four (4) Directors then in office or as otherwise provided by law. Such meetings shall be held at a location as designated by the Board of Directors and stated in the notice of meeting. Any request for such meeting shall state the purpose or purposes of the proposed meeting.

Section 11. Notice of Meetings: Waiver of Notice. Notice of the time, place and purpose of each meeting of the Directors, signed by the President or Vice President or the Secretary shall be served either personally or by U. S. Mail or by electronic mail upon each Director not less than ten (10) days nor more than thirty (30) days before the meeting; provided that no notice of adjourned meetings need be given. If mailed, the notice shall be directed to each Director at his/her address as it appears in the records of the Corporation unless he/she shall have filed with the Secretary thereof a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request. Such further notice shall be given if all Directors are present in person or if notice of the time, place and purpose of such meeting is waived by writing, either before or after the holding thereof, by all Directors not present at such meeting. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director attending a meeting for the express purpose of objecting, at the beginning of the meeting is not lawfully called or convened.

Section 12. Quorum. A majority of the Directors then in office constitutes a quorum for the transaction of business, and the vote of a majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Directors, except as otherwise provided by law or by these By-laws.

Section 13. Action by Written Consent. Action by the Board of Directors may be taken without a meeting if, before the action, a majority of the members of the Board consent thereto in writing. Such action shall be valid corporate action as if it had been authorized at a meeting of the Directors and the written consent shall be filed with the Minutes of the

proceedings of the Board of Directors.

Section 14. Committees. The Board of Directors, by resolution, or the President, with the approval of the Board of Directors, may, from time to time designate and create such committees as the Board may deem desirable, such committees to have only those powers as are expressly granted to them in such resolutions. The Board of Directors may appoint to such committees such persons as the Board may determine, including persons who are not Directors then in office. Such committees shall have no authority to speak or act for the Corporation, but shall submit their recommendations to the Board of Directors.

Section 15. Conduct of Meetings. Meetings of the Directors shall be presided over by the President. In the President's absence, meetings of the Directors shall be presided over by the Vice President. The Secretary of the Corporation or, in his/her absence, a person chosen at the meeting, shall act as Secretary of the meeting.

ARTICLE V

OFFICERS

Section 1. Officers. There shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may create such additional offices as the Board may deem necessary and may prescribe the authority, duties, and responsibilities of such offices. Such officers shall be elected by the Board of Directors at the Annual Meeting of the Directors. The President Vice President, and Treasurer, shall be Members of the Board of Directors. The Secretary may, but need not be a Member of the Board of Directors. No officers shall execute, acknowledge or verify any instrument in more than one capacity.

Section 2. Term of Office. Officers shall serve for a term of two years or until their successors are duly elected, except that the Vice President shall assume the President's term at its expiration, or in case of the President's resignation prior to the expiration of his/her term, shall serve the remainder of that term and the next two year term as President, and shall continue as a Director until two years after his/her term as President ends. Officers shall take office at the close of the Annual Meeting at which they are elected.

Section 3. Authority, Duties and Responsibilities. The Officers shall administer the day to day affairs of the Corporation and, as agents of the Corporation, shall manage the Corporation's business and care for its property, all in accordance with policies determined by the Board of Directors and members of the Corporation.

Section 4. Resignation. Any officer may resign at any time by written notice to the

President or Secretary.

Section 5. Removal. Any officer may be removed at any time, with or without cause, by a majority vote of the Board of Directors.

Section 6. President. The President shall preside at all of the regular and special meetings of the Board of Directors; shall execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the By-laws, or the Board of Directors, or the President to some other officer or agent of the Corporation; shall have the general powers of supervision and management usually vested in the office of the President of a corporation, and shall perform such other duties as the Board of Directors may prescribe.

Section 7. Vice President. The Vice President shall perform the duties and exercise the powers of the President in the absence or disability of the President. The Vice President shall perform such other duties as the Board of Directors may prescribe.

Section 8. Secretary. The Secretary shall record all votes and the minutes of all meetings; shall give or cause to be given notice of all meetings of the Board of Directors for which notice shall be required; and shall perform such other duties as may be prescribed by the Board or by the President, under whose supervision he/she shall act.

Section 9. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation and in such depositories as may be designated by the Board of Directors. The Treasurer shall have such other responsibilities and shall perform such other duties as the Board of Directors may prescribe.

ARTICLE VI

EXECUTION OF INSTRUMENTS

Section 1. General Powers as to Negotiable Paper. The Board of Directors shall, from time to time, prescribe the manner of making signature, or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the

Corporation.

Section 2. General Powers as to Other Documents. The Board of Directors of the Corporation may in any instance designate the officers and agents who shall have authority to execute any contract, conveyance or other instrument on behalf of the Corporation, or may ratify or confirm any execution. When the execution of any instrument has been authorized without specification of the executing officer or agents, the President or Vice President, or the Secretary or Treasurer may execute the same in the name and on behalf of the Corporation and may affix the corporate seal thereto.

ARTICLE VII

INDEMNIFICATION

Section 1. Indemnification of Directors and Officers. The Corporation shall indemnify any and all persons who may serve as Officers or Directors against any and all expenses, including attorney's fees in connection with his or her defense in a judicial or administrative proceeding involving Chapter 42 of the Internal Revenue Code or Michigan laws relating to the mismanagement of funds of charitable organizations to the extent that such expenses are reasonably incurred in connection with such proceeding and provided that said Officer or Director is successful in such defense or such proceeding is terminated by settlement, and that he/she has not acted willfully but in good faith with reasonable cause to believe that his/her actions or failures to act were not in violation of said laws and were in the best interest of the Corporation. The payment of said expenses by the Corporation shall not include the payment of taxes, penalties, expenses of correction, or any other amounts for which said Officer or Director shall be held liable. Any indemnification hereunder shall be made only after a determination that indemnification of said Officer or Director is proper in the circumstances because he/she has met the standards of conduct set forth herein. Such determination shall be made by either a majority vote of a quorum of the Board of Directors consisting of those Directors who were not parties to such proceedings or, if such quorum is not obtainable, by written opinion of independent legal counsel selected by those Directors not parties to such proceedings, or by the members.

Section 2. Third Party Suits. To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this Article VII, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of

another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe his/her conduct was unlawful.

Section 3. Suits by or in Right of the Corporation. To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this Article VII, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of this duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 4. Volunteer Director. A Volunteer Director (as defined in Section 110 of Act 162, Public Acts of 1982, as amended) of the Corporation shall not be personally liable to the Corporation or its Members for monetary damages for breach of the Director's fiduciary duty arising under any applicable law. However, this article shall not eliminate or limit the liability of a Director for (1) a breach of the Director's duty of loyalty to the Corporation or its Members, (2) acts or omissions not in good faith that involve intentional misconduct or a knowing violation of the law, (3) a violation of Section 551(1) of Act 162, Public Acts of 1982, as amended, (4) a transaction from which the Director derived an improper personal benefit, (5) an act or omission occurring before the effective date of this provision, and (6) an act or omission that is grossly negligent. Any repeal or modification of this provision shall not adversely effect any right or protection of any Director of the Corporation existing at the time

of, or for, or with respect to, any acts or omissions occurring before such repeal or modification. The Corporation assumes all liability to any person other than the Corporation or its Members for all acts or omissions of a Volunteer Director (as above defined) occurring on or after the effective date of this provision, incurred in the good faith performance of the Volunteer Director's duties as such.

Section 5. Indemnification Against Expenses. To the extent that a person who is or was a director, officer, employee or agent of the Corporation, or a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise with which he/she is or was serving at the request of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 2 and 3 of this Article VII, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

Section 6. Determination that Indemnification is Proper. Any indemnification under Sections 2 or 3 of this Article VII (unless ordered by a court) shall be made by the Corporation only upon a determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in said Sections 2 and 3. Such determination shall be (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

Section 7. Reimbursement of Expenses. Expenses incurred by any person who may have a right of indemnification under this Article VII 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 in the manner provided by Section 6 of this Article VII upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation pursuant to this Article VII.

Section 8. By-Laws Not Exclusive. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, agreement, vote of members or disinterested trustees or otherwise, both as to action in his official capacity and as to action in another capacity while holding his office, except to the extent that such indemnification may be contrary to law. The indemnification provided by this Article VII shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments. The By-laws of the Corporation may be amended or repealed in whole or in part, or new by-laws may be adopted in lieu thereof by the affirmative vote of the majority of the Board of Directors at any regular or special meeting of the Board. Notice of the proposed alteration, amendment or repeal must be contained in the notice of such meeting which must be provided 30 days prior to said meeting and subject to approval of the majority of the members.

Any amendments or repeals made by the Board of Directors shall be subject to review, modification and rescission by the affirmative vote of a majority of the members at the next meeting of members following such action by the Board of Directors subject to notice at least 30 days prior to the meeting.

ARTICLE IX

DUES

The Board of Directors shall have authority to fix dues for membership and to levy special assessments. Notice of the annual dues shall be sent by US Mail or electronic mail at a date to be determined by the Treasurer. Non-payment of dues or special assessments for one year shall be deemed a resignation from membership. Members dropped for non-payment or special assessment shall be reinstated upon curing their delinquency.