

**BYLAWS**  
**OF**  
**LIBERTARIAN PARTY OF MICHIGAN EXECUTIVE COMMITTEE, INC.**

**ARTICLE I**

**Purpose**

The purpose for which the corporation is formed is to serve as the governing body and operational arm of the Libertarian Party of Michigan ("**LPM**"), the political party designated by the Libertarian National Committee as the affiliate of the Libertarian Party in the State of Michigan. More specifically, the corporation shall serve as the "Executive Committee" of the LPM, as described in the Bylaws of the LPM, as they may be amended from time to time ("**LPM Bylaws**"), and continue to carry on all functions presently exercised by or in the future delegated to the Executive Committee by the LPM, including, without limitation, the exercise of control and management of all the affairs, properties and funds of the LPM.

**ARTICLE II**

**LPM Bylaws**

The LPM Bylaws are incorporated by reference in these Bylaws. In the event of any conflict between the LPM Bylaws and these Bylaws, the LPM Bylaws shall take precedence.

**ARTICLE III**

**Board of Directors**

**Section 1. Election and Term of Office.** The incorporator has designated the existing Executive Committee (as defined in the LPM Bylaws) of the LPM as the initial board of directors. In the future, the directors shall be the members of Executive Committee, and thus shall be selected as provided in the LPM Bylaws.

**Section 2. Resignation and Removal.** A director may resign by written notice to the corporation Secretary. A director may be removed only as provided in the LPM Bylaws for the removal of a member of the Executive Committee.

**Section 3. Vacancies.** Directors then in office may fill a vacancy only as provided in the LPM Bylaws for replacing a member of the Executive Committee.

**Section 4. New Directors.** The corporation Secretary shall provide each new director with current copies of the Articles of Incorporation, bylaws, and other pertinent information regarding the organization and operation of the corporation.

**Section 5. Powers.** The board manages the corporation's business and may exercise all the corporation's powers.

**Section 6. Committees of Directors.** The board may appoint committees of directors.

**Section 7. Compensation-Related Limitations on Directors.** Directors shall serve without compensation.

## ARTICLE IV

### Directors' Meetings

**Section 1. Meetings.** Each regular meeting of the board shall be held at the time and place the board specifies at its regular meeting immediately preceding. No notice of such meeting to the directors is necessary. A board meeting may be held at a different time and place with the consent of a majority of the directors upon notice to all directors who did not consent.

**Section 2. Special Meetings.** The Chair, or a majority of the board, may call a special meeting of the board at any time upon notice to all directors.

**Section 3. Notice of Meetings.** Notice of a meeting or special meeting shall state the time, place, and purposes of the meeting and must be given to each director by one of the following methods:

(a) by mailing a written notice of such meeting to such address as the director designates from time to time or, in the absence of designation, to the last known address of the director at least 5 business days before the date set for such meeting;

(b) by personally delivering a written notice of such meeting to the director at least 2 business days in advance of such meeting;

(c) by orally notifying the director of such meeting at least 2 business days in advance, either personally or by telephone; or

(d) by transmitting notice of such meeting to the director at least 2 business days in advance:

(i) by fax to the director's last known office or home or to such other location as the director designates from time to time, or

(ii) by electronic mail message to the director's last known electronic mail address or to such other electronic mail address as the director designates from time to time,

except that, if the transmitted notice is returned as undeliverable, a different permitted method of notification must be used.

**Section 4. Waiver of Notice of Meetings.** A director's attendance at a meeting waives notice to the director of the meeting, except where the director attends the meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened. A director may waive in writing any right to notice before or after a meeting.

**Section 5. Quorum.** A majority of the directors constitutes a quorum for the transaction of business. The act of a majority of those directors present at any meeting at which there is a quorum is the act of the board, except as provided by law, the Articles of Incorporation, or these bylaws.

**Section 6. Voting Rights.** Each director present in person at a board meeting is entitled to one vote.

**Section 7. Conduct of Meetings.** Directors' meetings shall generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

**Section 8. Action Without a Meeting.** Unless otherwise provided by the Articles of Incorporation, any action may be taken without a meeting, prior notice, or vote if all directors consent to the action in writing.

**Section 9. Electronic Participation in Meeting.** A director or a member of a committee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting constitutes presence in person at the meeting.

## ARTICLE V

### Officers

**Section 1. Selection and Duties.** The officers of the corporation shall consist of those selected as provided in the LPM Bylaws, and perform those duties set forth in the LPM Bylaws. In addition, the board may appoint Assistant Treasurer(s), to the extent it deems such assistants necessary for the purpose of overseeing campaign finance reporting for separate campaign funds maintained by the corporation.

**Section 2. Term, Removal, and Vacancies.** An officer shall hold office for the term specified in the LPM Bylaws, or until the officer's death, resignation, or removal as provided in the LPM Bylaws. An officer may resign by written notice to the corporation Secretary. The resignation is effective upon its receipt by the corporation or at a later date specified in the notice.

## ARTICLE VI

### FINANCE

**Section 1. Handling.** The finances of the corporation shall be handled in accordance with the provisions of the Act and Law, and to the extent not inconsistent with the Act and Law, generally accepted accounting principles, consistently applied.

**Section 2. Fiscal Year.** The fiscal year of the corporation shall be an annual period commencing on such date as may be initially determined by the board. The commencement date of the fiscal year shall be subject to change by the board for accounting reasons or other good cause.

**Section 3. Depository.** The funds of the corporation shall be deposited in such bank as may be designated by the board and shall be withdrawn only upon the check or order of such officers, employees or agents as are designated by resolution of the board from time to time.

## ARTICLE VII

### Indemnification

**Section 1. Scope of Indemnity.** The corporation shall indemnify its directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the corporation, by reason of the fact that such person was serving as a director or officer of the corporation, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may indemnify persons who are not directors or officers to the extent authorized by resolution of the board of directors or by contractual agreement authorized by the board of directors. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

**Section 2. Authorization of Indemnification.** Unless ordered by a court or otherwise provided by law, the corporation shall indemnify a person only upon determination that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the corporation's best interests. Such determination shall be made (1) by majority vote of a quorum of the board consisting of directors who were not parties to the action or suit, (2) if a quorum of disinterested directors is not obtainable, by a majority vote of a committee of directors

who were not parties to the action and consisting of not less than two disinterested directors, or (3) by independent legal counsel in a written opinion.

**Section 3. Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer, or agent of this corporation or is or was serving at the corporation's request in any other enterprise against any liability incurred in such capacity.

## **ARTICLE VIII**

### **Dedication of Assets**

**Section 1. Use of Funds.** The corporation's funds and property shall be used exclusively for the corporation's purposes set forth in the Articles of Incorporation. No part of the income or assets of the corporation shall inure to the benefit of any individual or director.

**Section 2. Dissolution and Liquidation.** If the corporation's purposes fail or if the corporation ceases to be approved as a political organization under Section 527 of the federal Internal Revenue Code, and any such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the corporation's assets and accumulated income shall be distributed to the LPM, or if such organization does not then exist, to such other organizations as the directors (or in default of designation by the directors, the Circuit Court for the County of Kent, Michigan) designate as best accomplishing the purposes for which the corporation was formed. An organization receiving such distribution must be qualified as a political organization under Section 527 or as tax-exempt under Section 501(c)(3) or (4) of the federal Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

## **ARTICLE IX**

### **Amendments**

The board may amend or repeal these Bylaws by vote of a majority of directors entitled to vote at any regular or special meeting.

## **ARTICLE X**

### **COMPLIANCE**

These Bylaws are set forth to comply with the requirements of the Michigan Campaign Finance Act and the Federal Election Campaign Act. In case any of these Bylaws conflict with the provisions of those laws, or any other applicable law or regulation, the provisions of those laws and the other applicable law or regulation shall be controlling.

I certify that the foregoing bylaws constitute all of the bylaws of this corporation current as of the date entered below.

Dated: \_\_\_\_\_, 2005

\_\_\_\_\_  
Thomas Quinn  
Secretary

1040780-2