

# **American Concrete Institute Bylaws**

Approved by the ACI Board of Direction on October 24, 2019

## **Article I - Purpose**

### **Section 1. Purpose.**

The purpose of the American Concrete Institute (the “Institute”) shall be to further engineering and technical education, scientific investigation and research, and development of standards for design and construction incorporating concrete and related materials. The Institute shall organize the efforts of its members for a nonprofit, public service in gathering, correlating, and disseminating information. The Institute shall address design, construction, manufacture, use, and maintenance and restoration of concrete and related materials. These efforts shall promote improved technology, technical competence, design and construction for the benefit of society.

## **Article II – Officers and Directors**

### **Section 1. Board and Officers Defined.**

#### (a) Board of Direction

The term “Board” is defined in the Michigan Nonprofit Corporation Act, as amended (the “Act”), and is referenced interchangeably hereafter as either the “Board” or the “Board of Direction.”

The Board of Direction shall consist of eighteen (18) voting Directors. Twelve (12) voting Directors shall be elected by the Members of the Institute; such Directors must be Members. The remaining voting Directors shall consist of the President, Vice Presidents and three most recent Past Presidents (if such Past Presidents continue to be Members), who shall automatically be members of the Board without election by, or approval from, the Members. The Executive Vice President shall be a member of the Board, without vote, and shall serve as the Secretary and Treasurer.

#### (b) Officers

The Officers of the Institute shall be a President, two Vice Presidents, an Executive Vice President, a Treasurer, a Secretary, and the most recent past President, hereafter the “Immediate Past President,” (if the Immediate Past President continues to be a Member). The President and the Vice Presidents must be Members and shall be elected by the Members. The Executive Vice President shall be appointed by the Board of Direction and shall serve as the Treasurer and Secretary.

#### (c) Terms of Office and Term Limits

Terms of office shall be as follows: President, 1 year; Vice President, 2 years, with one Vice President elected each year; Directors, 3 years, with four Directors elected each year. A year is here construed as the period between the public announcement of the canvass of ballots for Board

members at two successive spring conventions. The term of the Executive Vice President is indefinite until a successor is appointed by the Board.

The term of each Officer and Director position shall begin immediately upon the announcement of the canvass of ballots by which the Officer or Director is elected and shall continue until a successor is elected, or until his or her earlier resignation or removal.

A President, Vice President, or Director, having served a full term after being elected to that office, shall be ineligible for reelection to the same office until the lapse of at least 1 year.

## **Section 2. Powers of the Board.**

Except as specifically provided in the Institute's Articles of Incorporation ("Articles") or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Institute's property, activities and affairs are vested in the Board and the Board shall have general supervision of the affairs of the Institute. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles, the Board may take any lawful action on behalf of the Institute which is not by law or by the Articles or these Bylaws required to be taken by some other party. In particular and without limitation, the Board shall have the power, whenever its general interests require the same, to borrow money and issue its promissory note or bond for the repayment thereof with interest, and may in like case mortgage its property as security for its debts or other lawful engagements.

Unless otherwise directed by the Board, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board and shall be executed on behalf of the Institute by such Officers or agents as may be specifically authorized by the Board. Unless otherwise designated by the Board, all Institute instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by the President, Executive Vice President or by such other Officers of the Institute as from time to time are designated by resolution of the Board.

To the extent authorized or permitted by law, and so far as is consistent with the Articles and these Bylaws, the Board may appoint agents and representatives of the Institute with such powers and duties as the Board may see fit. An Officer, Director, or Member shall not speak on behalf of the Institute without authorization by the Board to do so.

In addition to those committees specified in these Bylaws, the Board may designate additional advisory and operational committees and assign to them such duties and powers as the Board may provide to carry out the programs and purposes of the Institute. Chairpersons and members of such committees shall be appointed by the Board or its designee. Membership on such committees need not be confined to those who are Directors of the Institute. Any committee of the Institute shall exercise such powers and perform such duties as are stated in these Bylaws for such committee or as the Board may, from time to time, authorize.

## **Section 3. Powers and Duties of Officers.**

(a) President

The President shall perform the usual duties of the office. The President shall preside at the conventions, at the meetings of the Board of Direction and of the Executive Committee, and shall be ex officio member of all committees.

(b) Vice Presidents

The Vice Presidents, each in the order of seniority in that office, shall discharge the duties of the President in the President's absence.

(c) Immediate Past President

The Immediate Past President shall have the same duties as a Vice President, and shall act as a seniority level equivalent to that of a third Vice President.

(d) Executive Vice President

The Executive Vice President shall be employed by the Institute and shall receive such salary as shall be determined by the Board of Direction. The Executive Vice President shall be responsible to the Board of Direction for the management and direction of Institute activities as prescribed by the Board of Direction.

**Section 4. Executive Committee.**

(a) Composition

There shall be an Executive Committee of the Board of Direction consisting of the President, the two Vice Presidents, and the Immediate Past President, if each such person is also a Director and/or a Member. The Executive Vice President shall be a member, without vote, of the Executive Committee.

(b) Powers and Duties of Executive Committee

The Executive Committee, as permitted by the Act, may act for the Board of Direction between Board meetings. It shall report such actions to the Board. It shall also recommend to the Board action on such matters as it may choose.

**Section 5. Nominations for Elected Director and Officer Positions; Committee on Nominations.**

(a) Nominations for Elected Director and Officer Positions

There shall be a Committee on Nominations. The Committee on Nominations shall report to the Executive Vice President of the Institute the candidates nominated for Officer and Director positions to become vacant at the next spring convention and 10 candidates for membership on the Committee on Nominations which are to serve in the following year. Candidates for the office of Vice President shall be Members of the Institute and shall have had prior service on the Board of Direction. Candidates for Director shall be selected principally on the basis of demonstrated leadership abilities and experience. No elected member of the Committee on Nominations shall be named a candidate for Officer or Director positions in the report of the

Committee on Nominations. In addition, the Committee on Nominations shall have due regard for diversity. The report of the Committee on Nominations shall be prepared so that if the nominated candidates are elected, there will not be more than one person employed by any single organization serving simultaneously as an elected Director or more than one person employed by any single organization serving simultaneously as Vice President, President, or Past President member of the Board.

(b) Notice of Nomination; Petitions for Nomination

Each candidate for a Director or Officer position must accept nomination before the report is published. The Executive Vice President shall cause notice for all such nominations to be transmitted to the Members of the Institute at least 90 days prior to the next ensuing spring convention. By petition to the Board of Direction signed by at least 50 Members of the Institute within 30 days thereafter; additional nominations for Director or Officer positions or for membership on the Committee on Nominations may be made.

(c) Elections; Composition of Committee on Nominations

The complete list of nominations shall be submitted approximately four months before each spring convention to the Members of the Institute for balloting to be canvassed at least 45 days before the spring convention. The candidate for any Director or Officer position receiving the most votes from Members shall be declared elected. The three candidates receiving the most votes from Members of the Institute for membership on the Committee on Nominations shall be declared elected members of the Committee on Nominations except that no two persons employed by the same organization shall serve simultaneously on the Committee on Nominations. With these three, the two Past President members of the Board of Direction, the senior Vice President, and the President who are in service immediately after the spring convention shall serve, making a total membership of seven on the Committee on Nominations. The Second Past President shall be the chair of the Committee on Nominations.

Should any elected member of the Committee on Nominations thus chosen fail to make written acceptance of service within 15 days of formal notice from the Executive Vice President, a vacancy shall occur to be filled by the candidate receiving the next greatest number of votes and so on until the three elected places on the Committee on Nominations shall be filled. A Committee on Nominations vacancy caused by the absence of a Past President member shall be filled by appointment by the President.

(d) Meetings; Attendance

The Committee on Nominations shall meet at each convention, and at other times and places set by the chair. Each designated member of the Committee on Nominations is required to attend any such meeting.

## **Section 6. Vacatur and Replacement of Director and Officer Positions.**

(a) Vacancies Created by Election to Another Office

If a person serving as an elected Director is elected Vice President or President before his or her term as an elected Director expires, then the elected Director position shall become vacant, and the

Board of Direction shall appoint a new Director for the remainder of the unexpired, vacated term.

(b) Vacatur and Replacement

In the event that any Officer or Director of the Institute is unable to discharge the duties of his or her position or has neglected to perform the duties of his or her position, each as determined by the Board in its reasonable discretion, the Board of Direction shall declare the position vacant. In particular and without limitation, any elected Officer or Director who shall have unexcused absences from two consecutive meetings of the Board of Direction shall automatically vacate the seat on the Board of Direction and the vacancy shall be filled as provided by these Bylaws. The Board of Direction shall have the authority by an affirmative majority vote of the Officers and Directors present and voting to excuse an Officer or Director from attendance.

(c) President Vacancy

A vacancy in the office of President shall be filled by the Vice President having seniority in that office.

(d) Replacement of Past President; Vacancies in Other Officer or Director Positions

If a Past President member of the Board is not able to perform his or her duties, the President shall appoint a replacement from among available Past Presidents.

A vacancy in any other Officer or Director position shall be filled by appointment by the Board of Direction for the unexpired term.

## **Article III - Members**

### **Section 1. Classes; Rights; Removal; Reinstatement.**

The Institute shall consist of the following classes of Members: Honorary Members, Fellow Members (or "Fellows"), Sustaining Members, Organizational Members, Individual Members, Young Professional Members, Local Members, and Student Members. A person or entity who wishes to become a Member must submit a completed application form, containing such information as the Board requires, and pay such annual membership dues as established by the Board. Qualifications for becoming a Member of each class of Members are set forth in these Bylaws and are as determined from time to time by the Board, and the Board will determine whether any person or entity wishing to become a Member satisfies such qualifications and becomes a Member. Memberships are not transferable. All Members in each class shall have all rights and privileges of membership as determined by the Board of Direction and as provided by these Bylaws.

Membership of a Member shall be terminated by the death, resignation or removal of a Member. If a Member does not comply with any of the conditions and requirements for remaining as a Member as established by these Bylaws or as determined by the Board of Direction, the Board may, in its reasonable discretion, terminate such Member's membership and remove such Member from membership in the Institute. A Member removed from membership in the Institute may thereafter again become a Member as permitted by the Board pursuant to these Bylaws.

## **Section 2. Honorary Members.**

### **(a) Definition; Rights; Privileges**

An Honorary Member shall be a person of eminence in the field of the Institute's interest, or one who has performed extraordinary meritorious service to the Institute. An Honorary Member shall have the same rights and privileges as an Individual Member, but shall not be subject to dues.

### **(b) Committee on Honorary Membership**

There shall be a Committee on Honorary Membership that shall consist of the three most recent Past Presidents, except the Immediate Past President. The chairperson of this Committee on Honorary Membership each year shall be the Senior Past President who is a member of the Committee on Honorary Membership. The Committee on Honorary Membership shall serve as a screening committee for the formulation of recommendations to the Board. If one or more members of the regularly constituted Committee on Honorary Membership is unable to serve, the President shall appoint an alternate from among available Past Presidents for each vacancy to serve through the period of shortage. The Senior Past President non-appointed member of the Committee on Honorary Membership shall function as its chairperson.

The Committee on Honorary Membership is expected to be continuously alert for deserving prospects and open to considered suggestions from all sources. It shall submit a formal report to the President of the Institute each year at least 30 days prior to the fall meeting of the Board. The annual report is mandatory even if there are no recommendations.

### **(c) Board Approval**

An Honorary Member shall be elected by 75% majority vote of the Board of Direction. The total number of Honorary Members of the Institute and the maximum number to be elected in any one year shall be at the discretion of the Board.

## **Section 3. Fellow Members.**

### **(a) Definition; Rights; Privileges**

At the time of nomination, a Fellow shall have been a Member of the Institute, or a representative of an Organizational or Sustaining Member of the Institute, for at least 15 years, including three of the last five years. A Fellow shall have made outstanding contributions to the production or use of concrete materials, products, and structures in the areas of education, research, development, design, construction, or management. In addition, a Fellow shall have made significant contributions to the Institute through committees and/or local chapters. A Fellow shall retain that membership rank as long as membership in the Institute is maintained or until elected an Honorary Member.

### **(b) Fellows Nomination Committee**

There shall be a Fellows Nomination Committee that shall consist of nine Fellows. Each year the Board of Direction shall appoint a chairperson for a one-year term and three Fellows for three-year

terms to the Fellows Nomination Committee.

The Fellows Nomination Committee is expected to be continuously alert for deserving prospects. It shall submit a formal report to the President of the Institute each year at least 30 days prior to the fall meeting of the Board. The annual report is mandatory even if there is no recommendation.

(c) Board Approval

A Fellow shall be elected by two-thirds majority vote of the Board of Direction. The total number of Fellows of the Institute and the maximum number to be elected in any one year shall be at the discretion of the Board.

**Section 4. Other Members.**

An Individual Member shall be a person.

An Organizational Member shall be a firm, corporation, society, agency of government, or other organization or entity.

A Sustaining Member shall be a person, firm, corporation, society, agency of government, or other organization or entity electing to provide additional support for the activities and welfare of the Institute by payment of greater dues. Any Sustaining or Organizational Member, other than a person, may name a personal representative who shall enjoy all membership rights and privileges.

A Young Professional Member shall be a person less than 28 years of age. The status of a Young Professional Member shall be changed to that of an Individual Member on the first membership anniversary after reaching 28 years of age.

A Local Member shall be a person who is a member in good standing of an authorized ACI Chapter. Chapter members may be granted Local Membership on an annual basis when the request for such classification is transmitted annually by the Chapter to ACI. A Local Member shall have no voting rights and shall not be an Officer or Director of the Institute.

A Student Member shall be a person 28 years of age or less and a registered full-time student at an educational institution. Full-time students over 28 years of age may be granted Student Membership on an annual basis when the request for such classification is endorsed by the student's faculty advisor. A Student Member shall have no voting rights and shall not be an Officer or Director of the Institute. The status of a Student Member shall change automatically to that of a Young Professional Member or Individual Member, depending on age, on the first anniversary of membership after ceasing to be a registered student.

**Article IV - Meetings**

**Section 1. Annual Meeting of Members.**

The annual meeting of the Members may be held at an Institute Convention. The time and place of the annual Member meeting shall be fixed by the Board of Direction. Notice of time and place shall be sent to all Members at least 10 but not more than 60 days prior to the date of each meeting.

For purposes of the annual Member meeting, publication in Concrete International, not less than 10 or more than 60 days before the meeting, shall be construed to be adequate notice. Except as otherwise set forth in these Bylaws, each Member with voting rights is entitled to one (1) vote on each matter submitted to a vote of the Members. A vote may be cast orally, in writing, or by electronic transmission. Except as otherwise required by the Act, the Articles or these Bylaws, the Members entitled to vote shall vote as a single class.

In accordance with Section 408 of the Act, any action the Members are required or permitted to take at an annual meeting of the Members, including the election of Directors, may be taken without a meeting if the Institute provides a ballot to each Member that is entitled to vote on the action in the manner provided in Section 404 of the Act for providing notice of meetings of Members.

### **Section 2. Special Meetings of Members.**

A special meeting of Members may be called at any time by the President of the Institute or by a majority of the Board of Direction, or by not less than ten percent (10%) of the Members entitled to vote at such special meeting. The time and place of all meetings shall be fixed by the Board of Direction. Notice of time and place of a Member meeting shall be sent to all Members at least 10 but not more than 60 days prior to the date of each meeting. Publication in Concrete International, not less than 10 or more than 60 days before the meeting, shall be construed to be adequate notice. Except as otherwise set forth in these Bylaws, each Member with voting rights is entitled to one (1) vote on each matter submitted to a vote of the Members. A vote may be cast orally, in writing, or by electronic transmission. Except as otherwise required by the Act, the Articles or these Bylaws, the Members entitled to vote shall vote as a single class.

In accordance with Section 408 of the Act, any action the Members are required or permitted to take at a special meeting of the Members, including the election of Directors, may be taken without a meeting if the Institute provides a ballot to each Member that is entitled to vote on the action in the manner provided in Section 404 of the Act for providing notice of meetings of Members.

### **Section 3. Board Meetings.**

The Board of Direction shall meet at least twice each year at the time and place fixed by the Board.

Any action required or permitted to be taken at a meeting of the Board or a committee thereof may be taken without a meeting if, before or after the action, all members of the Board or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board or the committee. The consent has the same effect as a vote of the Board or the committee for all purposes.

### **Section 4. Executive Committee Meetings.**

The Executive Committee shall meet on call of the President or of any three of its members.

### **Section 5. Quorum.**

Ten percent (10%) of all Members who are eligible to vote shall constitute a quorum for any annual or special meeting of the Members; eight Directors shall constitute a quorum for meetings of the

Board of Direction; and three Executive Committee members for meetings of the Executive Committee.

## **Article V - Dues**

### **Section 1. Membership Dues.**

Membership dues in the American Concrete Institute shall be set by the Board of Direction for all classes of membership, and shall be paid in advance by all Members in accordance with a schedule approved by the Board of Direction.

### **Section 2. Membership Benefits.**

A Member of any grade shall be entitled to receive such benefits during the period of membership as may be determined by the Board of Direction.

### **Section 3. Failure to Pay Membership Dues.**

A Member in any classification whose dues remain unpaid for a period of 2 months shall forfeit the privileges of membership and shall be sent notice to this effect by the Executive Vice President. A Member in any classification whose dues are unpaid for a period of 8 months from their due date shall be stricken from the rolls unless otherwise specifically ordered by the Board of Direction. Unless advised otherwise, Members may be reinstated upon resumption of payment of dues and payment of all indebtedness to the Institute other than back dues.

## **Article VI - Local Chapters**

### **Section 1. Local Chapters.**

The Institute may have local chapters, which will be separate legal entities from the Institute. Such local chapters may be authorized from time to time by the Board of Direction upon such terms and conditions as the Board may deem advisable. Local chapters are meant to provide a means of advancing the interests of the Institute in a specified geographical area and to further the chartered objectives for which the Institute is organized. The Board of Direction shall adopt rules and regulations governing the establishment and operation of chapters to ensure their conformity with the chartered aims and objectives of the Institute. The Board of Direction may at any time terminate the existence of any chapter when in the Board's sole judgment the interests of the Institute make such action desirable. Local chapters will only be permitted to conduct such activities as shall conform to and be in accordance with the chartered aims and objectives of the Institute.

### **Section 2. Boundaries of Local Chapters.**

The Board of Direction shall define the boundaries of chapter areas, within or without the confines of the United States, in which the local chapter shall be authorized to carry on its activities. Boundaries of chapter areas may be changed from time to time by the Board of Direction at its discretion provided that prior notice is given to the chapter or chapters involved.

### **Section 3. Limitations of Local Chapters.**

Officers, Directors, or Members of local chapters will not be entitled to speak, or attempt to speak for, the Institute as a whole in any matter unless specifically so authorized by the Board of Direction; and Officers, Directors, or Members of local chapters will not be entitled to incur or attempt to incur financial obligations of any kind binding upon the Institute.

#### **Section 4. Bylaws of Local Chapters.**

Proposed bylaws of local chapters and amendments thereto shall be in conformity with the chartered aims and objectives and also the Bylaws of the Institute and shall be approved by the Board of Direction before becoming effective.

### **Article VII – Rules and Regulations**

#### **Section 1. Rules and Regulations.**

The Board of Direction may from time to time adopt such rules and regulations as it deems advisable to carry out the business of the Institute. In the event of any conflict between these Bylaws and such rules and regulations, these Bylaws shall control.

### **Article VIII – Bylaws Amendments**

#### **Section 1. Amendments by the Board.**

These Bylaws may be altered or amended by the Board only by the affirmative vote of at least seventy-five percent (75%) of Board members present at a meeting at which at least eighty percent (80%) of all of the Directors of the Institute are present.

#### **Section 2. Amendments by the Members.**

These Bylaws may be altered or amended by the Members only at a duly called annual or special meeting of the Members, at which a quorum is present, by a two-thirds affirmative vote of those present. If Bylaws amendments are proposed by a petition submitted in writing to the Executive Vice President and endorsed by at least ten percent (10%) of the Members who are eligible to vote, the Executive Vice President shall, within a reasonable time, call a special meeting of the Members to vote on the proposed Bylaws amendments.

### **Article IX - Dissolution**

#### **Section 1. Dissolution.**

In case of dissolution of the Institute, the Board of Direction, in accordance with the Act, shall: (i) authorize the payment of all debts of the Institute, including accruals; (ii) authorize the payment of reasonable separation pay to the Institute's employees; (iii) insure the security of the employees' retirement fund; and (iv) arrange for the distribution of remaining assets, if any, to a nonprofit technical or professional organization or organizations having similar aims and objectives as the Institute.

## **Article X – Indemnification**

### **Section 1. Claims by Third Parties.**

The Institute may indemnify, if approved by the Board, any person that was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Institute, by reason of the fact that the person is or was a director, officer, employee, nondirector volunteer, or agent of the Institute, or is or was serving at the request of the Institute as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Institute or its Members, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Institute or its Members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

### **Section 2. Claims Brought By or In the Right of the Corporation.**

The Institute may indemnify, if approved by the Board, any person that was or is a party or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Institute to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, nondirector volunteer, or agent of the Institute, or is or was serving at the request of the Institute as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Institute or its Members. The Institute shall not indemnify a person for a claim, issue, or matter in which the person is found liable to the Institute except to the extent authorized under Section 564c of the Act.

### **Section 3. Definition of "Agent".**

For purposes of Sections 1 and 2, "agent" shall include, but not be limited to, members of Institute committees, chapters and their directors, officers, employees, nondirector volunteers and agents (including examiners and trainers), and all other persons or entities authorized by the Board of Direction to conduct an Institute certification program, provided, however, that no person or entity shall be deemed an agent of the Institute for purposes of this Section unless acting in good faith, within the scope of their actual authority, in conducting an Institute certification program, but only including certification programs which have been approved or accredited by the Institute.

#### **Section 4. Approval of Indemnification.**

Whether any person meets the standards for indemnification set forth in this Article (except as otherwise ordered by a court) shall be conclusively determined by (a) the Institute's Board of Direction, by a majority vote of a quorum of the Board consisting of Directors who are not parties or threatened to be made parties to the action, suit, or proceeding (hereafter "Disinterested Directors"), or (b) by independent legal counsel in a written opinion if a quorum of Disinterested Directors so elects or if a quorum of Disinterested Directors is not obtainable.

#### **Section 5. Advancement of Expenses and Other Indemnification.**

The Institute may advance expenses and indemnify any other person or entity in the manner and to the full extent, and shall have such other rights and powers in connection therewith, as may be permitted to the Institute under law. Indemnification may be obtained under this Section upon (a) a majority vote of a quorum of the Board consisting of Disinterested Directors, or (b) by independent legal counsel in a written opinion if a quorum of Disinterested Directors so elects or if a quorum of Disinterested Directors is not obtainable.

#### **Section 6. Indemnification of Subsidiary Corporations.**

The Institute shall indemnify any director, officer, employee, nondirector volunteer or agent of subsidiary corporations which are wholly owned or controlled by the Institute. Indemnification provisions of Section 1-5 of this Article are also applicable to this Section 6.

#### **Section 7. Insurance.**

The Institute shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer, or agent of the Institute or is or was serving at the request of the Institute as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Institute would have the power to indemnify him or her against such liability under the provisions of this Article or Michigan law.

#### **Section 8. Other Rights of Indemnification.**

The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles, these Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in this Article continues as to a person who ceases to be a director, officer, employee, nondirector volunteer, or agent and shall inure to the benefit of the heirs, executors and administrators of the person.

#### **Section 9. Severability.**

Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

## **Article XI - Trade Regulation Policy**

### **Section 1. Trade Regulation Policy.**

It shall be the policy of the Institute to observe strictly, in letter and in spirit, the trade regulation laws of the United States and of the several states, including the body of laws customarily referred to as the Antitrust Laws of the United States. In pursuance of this policy, the Board of Direction shall, as appropriate, (i) adopt and publish an Antitrust Policy Statement, (ii) amend the statement from time to time and (iii) take periodic reports from the Executive Vice President of the Institute as to compliance by the Institute with such policy.

## **Article XII – Conflicts of Interest Policy**

### **Section 1. Conflicts of Interest Policy.**

The Board may approve a Conflicts of Interest Policy that establishes policies and procedures for determining when a Director, Officer or other person involved with the Institute has a conflict of interest and which specifies procedures for reviewing, voting upon and performing any contract or transaction with such an interested person or with an entity in which such person has an interest. The policies and procedures approved by the Board may be stricter than those set forth in the Act or in these Bylaws.