

BY LAWS

MSU DOWNTOWN COACHES CLUB

ARTICLE I

NAME

1. The name of the Club shall be:

MSU DOWNTOWN COACHES CLUB

ARTICLE II

PURPOSE

The purpose or purposes for which the Club is organized are:

1. To support Michigan State University football and to act as the Fan Club for the Football Program at Michigan State University.
2. To support and develop amateur athletes for national intercollegiate football competition, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future Internal Revenue Code provision).
3. To support directly and indirectly related purposes and activities of the Michigan State University intercollegiate athletics programs as determined by the Board of Directors. The DCC may make a contribution to a non-profit organization provided there is no quid pro quo arrangement with that organization, as deemed appropriate by the Board of Directors.

ARTICLE III

NONPROFIT STATUS

1. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustee, officers , or other private persons, except that the club 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 Article II hereof.

2. No substantial part of the activities of the club shall be carrying on or propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provisions of these articles, the Club shall not carry on any other activities not permitted to be carried on (a) by the Club exempt from the federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 as amended,(or the corresponding provision of any future United States Internal Revenue Law) of (b) by a Club, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Laws).
4. Upon the dissolution of the Club, the Board of Directors, shall after paying or making provisions for the payment of liabilities of the Club, dispose of all the assets (real, personal, and/or mixed) of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operating exclusively for charitable, education, religions or scientific purposes which qualify as exempt organizations pursuant to IRC 501 (c) (3).

ARTICLE IV

FISCAL YEAR

The Club's fiscal year shall be July 1 – June 30.

ARTICLE V

MEMBERSHIP

1. Any person, family or business may become a member of the Club by paying the appropriate annual dues as established by the Board of Directors. Membership in the Club with corresponding rights and privileges will be granted upon payment of dues appropriate to category of membership.

Categories of Membership

- (a) person- single individual
- (b) family- related individuals living at the same address
- (c) Business or Corporate- up to six individuals employed at a business entity
- (d) Former MSU Student Athlete Football Players: Any former MSU Football Player receives a free membership to the Downtown Coaches Club for five (5) years after completing their eligibility at Michigan State. Membership fees will be

waived and former players may attend all events at member prices and be considered a full member of the Downtown Coaches Club.

2. Past Presidents shall be granted Life Membership in Club. The Board, by unanimous vote, may grant an Honorary Membership to other individuals. Life or Honorary Members shall not be required to pay annual dues.
3. Regular meeting of the members shall be held at times and places determined by the Board.
4. The annual meeting of the members shall be held no later than the first regular meeting in November. The primary purpose of the annual meeting shall be to elect directors for the next calendar year.
5. The member's present at all regular or annual meeting shall constitute a quorum for all purposes.
6. A majority vote of those present is sufficient to authorize any action, except as otherwise provided by these Bylaws, the Articles of Incorporation or Michigan Law.

ARTICLE VI

BOARD OF DIRECTORS

1. The club's business shall be mandated by a Board of Directors (Board) elected from the members by secret written ballot at the annual meeting.
2. Fifteen directors shall be elected in groups of five for staggered three-year terms. The members shall elect five directors for full terms at each annual meeting. The terms shall begin on January 1 following the election and expire on the third year following December 31. The Board may adjust the election schedule as needed to implement this staggered term provision. Additional directors shall be elected as needed to fill vacant unexpired term.

The Downtown Coaches Club utilizes the 2008 Procedures and Polices, updated October 4, 2010, for orientation of new board members as operating procedures. These procedures serve as clarification of the By-Laws but do not supersede them.

3. If a Downtown Coaches Club director has either three (3) unexcused absences, or six (6) excused absences during a calendar year, and does not otherwise provide valuable support for the Board of Directors (as determined by a committee of officers within the Board), that director's position shall be deemed vacant. After two (2) unexcused absences OR five (5) excused absences, the President will provide written notice to said director that one more absence could

result in removal from the Board. If such absence, the five executive officers will consult and bring a recommendation to the whole Board of Directors for further action. January 1 of each year shall begin as a new calendar year for all directors. For appointment procedures to fill mid-year vacancies see Article VI #6.

4. In addition to the Board of Directors, the Football Head Coach of MSU may appoint a Liaison. This position is nonvoting. The Liaison shall serve a one-year-term and assist the directors with recommendation and interpretations of the rules, regulations and policies of MSU Athletic Department, the Big Ten Athletic Conference and the NCAA. The liaison shall not be an elected member of the Board of Directors.
5. The president, president-elect and immediate past president shall be ex officio directors with full voting rights. The number of directors may be increased to a maximum of 18, if the ex officio directors are not also elected directors for the current year.
6. The Board may appoint a member to fill a mid-year vacancy on the Board; the appointee shall serve until January 1 following the annual meeting. The remainder of the unexpired term, if any, shall be served by a director elected at the annual meeting.
7. Four (4) weeks prior to the annual meeting, any member shall either nominate other members, or choose to nominate themselves for election as a director. Nominees should be current Downtown Coaches Club members for at least one full year as of September 1st and have active current status as of September 1st or the first regular luncheon of the current year of nomination for the board. Such members shall submit to the Recording Secretary, President or other designated officer/director, the name of the nominated members at least two weeks before the annual meeting. The president shall announce the name(s) of all nominees during the regular meeting held one week before the annual meeting.
8. All candidates' names shall be on a written ballot. Members may vote for as many candidates as there are vacancies on the Board. The nomination committee shall collect the completed ballots and tabulate the results. Names of the elected directors shall be announced at the regular meeting held one week after the annual meeting. The nominating committee shall NOT reveal the actual vote totals.
9. If it is necessary to elect directors for both full and unexpired terms, the five candidates receiving the highest vote totals shall be elected for full terms. The candidates with the next highest vote totals shall be elected for the unexpired terms.
10. The president may call a regular Board meeting by giving written notice to all directors at least 10 days before the meeting. The president may call a special

Board meeting by using his best efforts to notify all directors. The president shall call a regular or special meeting when he/she received a written request signed by at least four directors.

11. The presence of the majority of the directors at a meeting called pursuant to these bylaws shall constitute a quorum for all purposes. A majority vote of those present is sufficient to authorize any action, except as otherwise provided by these bylaws the Articles of Incorporation or Michigan Law.

ARTICLE VII

OFFICERS

1. The Board shall elect a president- elect, one or more vice-presidents, a secretary and treasurer by secret written ballot at the November Board meeting for the following year's officers.
2. Absentee votes will be permitted provided the absent directors submit the ballot in writing to the president prior to the November Board meeting. However if a quorum at the November Meeting is not reached—no voting will take place by any director. If no quorum is reached a new election meeting date will be scheduled prior to December 1.
3. Officers shall be chosen from among the elected, appointed and ex officio directors.
4. A nominating committee composed of the president, immediate past president and a third director, selected by the Board of Directors, shall nominate one or more candidates for each office. This committee shall submit copies of the nominee list to all directors at least two weeks before the election meeting. Any two directors may nominate an additional candidate by submitting the nomination in writing to the president at least five (5) days before the election meeting. The names of all candidates nominated by either method shall appear on the written ballot.
5. All Officers' terms shall run from the election through the next election, except that the incumbent president – elect shall automatically become the new president on January 1 and serve through the next December 31.
6. The Board may fill mid-term vacancies by election at any regular or special meeting. The Board may determine an appropriate nomination procedure in such instance. Officers elected to fill vacancies shall serve pursuant to section 6 of this article.
7. The president shall preside at all membership and Board meetings and sign documents in the regular course of the Club's business or the Board's direction.

8. The president –elect, the immediate past president, and vice- president and shall, in that order, assume the president’s duties if the president is absent or otherwise unable to serve.
9. The secretary shall keep record of attendance and transactions at all membership and Board meetings; send all required notices; and the official custodian of all Club records.
10. The treasurer shall keep an account for the Club funds and shall provide complete, accurate amounts of receipts and disbursements to the Board of Directors. All money and other valuable effects shall be deposited in such accounts as may be designated by the directors. The Treasurer shall disburse the funds of the corporation pursuant to authorization made by the directors and retain proper vouchers for such disbursements, and shall render to the President and directors, at the regular meeting of the directors, or whenever the directors may require it, an account of all financial transactions and the financial condition the Club. The Treasurer shall require from any director or committee involved in any fund raising activity, complete records for all funds received and any expenses incurred related to the fund raising activity for which such director or committee has been delegated by the Board Of Directors or President. The Treasurer shall also prepare, or assist and recommend a qualified professional, to submit all annual reports or tax returns to State of Michigan, Internal Revenue Service, National Collegiate Athletic Association, or any other government entity. The Treasurer shall also compile the financial records and submit to a certified public accountant as directed by the Board of Directors for an annual audit.
11. The Board may appoint an executive vice president to assist the elected officers with their duties. This position must not be an elected member of the Board.
12. All officers shall perform all other duties that are necessarily incidental to their offices or are assigned by the President or Board.

ARTICLE VIII

COMMITTEES

1. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of three or more directors, except the Bylaws Committee shall have no less than five (5) directors. The committees shall have, and exercise the authority, of the Board of Directors in the management of the Club, except that no such committee shall have the authority of the Board of Directors regarding:
 - (a) Amending, altering or repealing these bylaws;
 - (b) Electing, appointing or removing any member of any such committee or any Director or officers of the Club.

- (c) Amending the Articles of Incorporation
- (d) Restating Articles of Incorporation
- (e) Adopting a plan of merger or adopting a plan of consolidation with another Club.
- (f) Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Club.
- (g) Authorizing the voluntary dissolution of the Club or revoking proceedings therefore.
- (h) Or amending, altering or repealing any resolution of the Board of Direction which by its terms provides that it shall not be amended, altered or repealed.

The designation and appointments of any such committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility upon it, him or her by law.

The committees may include, but not be limited to the following:

- a. Awards
 - b. Bylaws
 - c. Door Prizes
 - d. Finance
 - e. Golf Outing
 - f. Luncheon
 - g. Membership
 - h. Newsletters
 - i. Program (includes Ministry, Sergeant at Arms)
 - j. Publicity/Public Relations
 - k. U- Pick'EM
 - l. Web Page
2. Other standing and special committees, not having and exercising the authority of the Board of Directors in the management of the Club, may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each said committee shall be members of the Club, and the President of the Club shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Club shall be served by such removal.
 3. Each member of a committee shall continue as such until the next annual meeting of the members of the Club until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

4. The President shall appoint at least (3) members to each committee, with the Bylaws Committee consisting of no less than (5) directors. One board member of each committee shall be appointed Chairman by the President.
5. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case or the original appointments.
6. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the actions of the majority of the members present at a meeting at which a quorum is present shall be the actions of the committee.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. The Board of Directors may authorize any officer, agent or agents of the Club, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.
2. All checks, drafts or orders for the payment of money, note or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall be determined in the annual Board approved budget (budget approved prior to beginning fiscal year) or by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President. All checks, drafts or orders for payment equal to or in excess of \$1,000 must be signed by the Treasurer and countersigned by one other Board approved member. All EFT transactions will be supported through a letter (pdf e-mail copy acceptable) signed by the Treasurer and countersigned by one other Board approved member.
3. All monies raised by the Downtown Coaches Club shall be used for the business and administrative operation of the Board and its programs, and for the funding of activities related to the present and future football program at Michigan State University, and the Michigan State University athletic community members and program supporters as deemed appropriate by a majority vote of the Board. All expenditures must be approved by the Board of Directors or as outlined in the Downtown Coaches Club Policy Manual and consistent with 501c3 regulations.
4. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

5. The Board of Directors may accept on behalf of the Club any contribution, gift bequest or devise for the general purpose or for any special purpose of the club and will become the property of the Club.

ACTICLE X

BOOKS AND RECORDS

The club shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its members, Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of members entitled to vote. All books and records of the Club may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. Books shall be audited at year end by a private firm.

ACTICLE XI

DUES

1. The Board of Directors may determine from time to time the amount of its annual membership dues payable to the Club by its members.
2. Annual membership dues shall be payable in advance and without proration.

ACTICLE XII

INDEMNIFICATION

Section 1: Right to Indemnification Third Party Actions

Unless otherwise prohibited by law, Downtown Coaches Club shall indemnify any person who was or is a party or is threatened to be made a party to any 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 Downtown Coaches Club, by reason of the fact that the person is or was a director, officer, employee or agent of the Downtown Coaches Club or is, or was, serving at the request of the Downtown Coaches Club as a director, officer, partner, trustee, employee or agent of another foreign or domestic club, business club, partnership, joint venture, trust or other enterprise, whether for profit, or not for profit, against expenses including attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonable 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 Downtown Coaches Club or its members with respect

to reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction or upon a pleas 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 the person reasonable believed to be in or not opposed to the best interests of the Downtown Coaches Club of its members and with respect to any criminal action or proceedings, had reasonable cause to believe that the conduct was unlawful.

Section 2: Corporate Actions

Unless otherwise prohibited by law, the Downtown Coaches Club shall indemnify any person who 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 Downtown Coaches Club to procure a judgment in its favor by reason of the fact that the person is or was serving at the request of the Downtown Coaches Club as a director, officer, partner, trustee, employee, or agent of another foreign or domestic club, business club, partnership, joint venture, trust or other enterprise, whether for profit or not against expenses, including actual and reasonable attorney's fees and amounts paid in settlement incurred by the person in conjunction 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 Downtown Coaches Club or its members. However, indemnification shall not be made of a claim, issue or matter in which the person has been found liable to the Downtown Coaches Club unless and only to the extent that the court in which the action or suit was brought has deemed upon application that despite the adjudication of liability but in view of all circumstance of the case, the person is fairly and reasonable entitle to indemnification for expenses which the court considers proper.

Section 3: Claim

Any claim for indemnification under this amendment, unless ordered by a court, shall be made by the Downtown Coaches Club only as authorized in the specific case upon determination that indemnification of the director, officer, employee, or agent is proper on the circumstances because the person has met the applicable standard of conduct set fourth in this amendment. This determination shall be made in any of the following ways:

- (1) By a majority vote of the members of the Board of Directors, consisting or directors who were not parties to the action, suit, or proceeding.
- (2) If the vote described in subparagraph (1) is not obtainable, then: by a majority vote of the members present at a meeting, if a quorums first established.

- (3) If the vote described in subparagraph (2) is not obtainable, then: by an independent legal counsel in a written opinion.

Section 4: Non- Exclusivity of Rights

The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreements, vote of members of disinterested directors, or otherwise.

Section 5: Partial Settlement

If a person is entitled to indemnification under this Amendment for a portion of the expenses including attorney's fees, judgments, penalties, fine and amounts paid in settlement but not for the total amount thereof, the Downtown Coaches Club may indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

Section 6: Applicability

The provisions of the Article shall be applicable to an individual who ceases to be a director, officer, employee, or agent of the Downtown Coaches Club shall inure to the benefit of the heirs, executors, personal representatives and administrators of the person.

Section 7: Insurance

Downtown Coaches Club shall maintain insurance at its expense, to protect itself and any director, officer, employee or agent of it against any expense, liability or loss whether or not it would have the power to indemnify the person against the expenses, liability or loss under the Michigan Non-Profit Corporation Act.

ARTICLE XIII

NOTICES

1. Unless otherwise specified, written notices shall be deemed given when personally served or when mailed by first class mail, fax, or confirmed email.
2. Whenever any notice is required to be given under the provisions of these bylaws or of any law, a waiver thereof, in writing, signed by the persons entitled to said notice, whether before or after the time stated therein, shall constitute sufficient waiver of the notice otherwise required. Neither the business to be transacted at, nor the purpose of any regular or special meeting need be specified in the waiver of such meeting.

3. ROBERTS' RULES OF ORDER, latest edition will be recognized as the authority governing the meetings of the Board, its Board of Directors and Committees, in all instances wherein its provisions do not conflict with these By Laws.

ARTICLE XIV

AMENDMENTS

1. These bylaws may be amended by a majority vote of members present at any regular or annual membership meeting. Amendments may also be adopted by a majority of Directors present at any regular Board Meeting, with the exception of a Name and/or Purpose of Club change. This kind of change will require a majority vote of membership at any annual or regular meeting with proper notification to its members. Written notice of the proposed amendment changes will be given to members present at a regular or annual meeting and will be given to all Directors at least ten (10) days before the meeting of the Board of Directors, regular or annual meeting. Amendments shall take place immediately.

These bylaws were revised and adopted as and for the Bylaws of the Downtown Coaches Club at its regular meeting of the Board of Directors held on September 12, 2011.