

BY-LAWS OF CITIZEN DISPUTE RESOLUTION SERVICE, INC.

A Michigan Non-Profit Corporation

ARTICLE 1

Offices: The principle office of the Corporation shall be located in the County of Charlevoix or the County of Emmet in the State of Michigan. The Corporation may also have such offices at such other places within or without the State of Michigan as the Board of Directors may from time to time determine.

ARTICLE 2

BOARD OF DIRECTORS:

2.1 Number of Board Members: The Corporation shall be managed by a Board of Directors. Each Director shall be at least eighteen (18) years of age, and shall be a member of the Corporation during his or her Directorship. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) persons. Subject to the foregoing, the number of the Board of Directors may be fixed from time to time by action of the Directors. The number of Directors may be increased or decreased by action of the Board of Directors, provided that any action by the Board of Directors to affect such increase or decrease shall require the vote of the majority of the entire Board of Directors. No decrease shall shorten the term of any Director then in office.

2.2 The Election of the Board of Directors: Directors shall be elected by majority vote of the Directors at the November board meeting. The term of office for a Director shall begin January 1 of the following year and shall be for three (3) years, unless a shorter term of office is specified at the time of election. The board may also add additional board members throughout the year as long as the nomination(s) is made at a regularly scheduled board meeting, the board receives a picture and bio of the candidate(s) prior to the next regularly scheduled board meeting, and the vote for approval is taken at the regularly scheduled board meeting following the board meeting at which the nomination(s) was made. Any person having served two (2) consecutive terms of office as a Director regardless of length of term shall be ineligible for election as a Director for two (2) years thereafter.

2.3 Resignation of a Board Member: A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

2.4 Filling of a Board Member Vacancy: A vacancy in the Board of Directors may be filled by a vote of the majority of the Board of Directors then in office.

2.5 Location and Date of Annual Meeting of Board of Directors:

(a) Annual Meeting: An annual meeting of the Board of Directors shall be held during January for the previous fiscal year. All the meetings shall be held at such time and place as shall be selected by the Board of Directors. Written notice shall be delivered personally, by US mail or by electronic transmission.

(b) Regular Meetings: Bimonthly meetings shall be held by the Board of Directors and notice of board meetings shall be provided not less than 10 nor more than 60 days before the meeting. Written notice shall be delivered personally, by US mail or by electronic transmission.

(c) Special Meetings: Written notice shall be given personally, by US mail or by electronic transmission of the time and place for Special Meetings of the Board of Directors with sufficient time for the convenient assembly of the Board of Directors. Such notice of Special Meetings may be waived by any Director. Such waiver may be made either before or after such meeting was held.

2.6 Quorum, Board Action and Consent: A majority of the entire membership of the Board of Directors shall constitute a quorum. Except to the extent provided by law, the acts of the Board of Directors shall be by a majority of the Directors present at the time of the vote, a quorum being present at such time. Any action authorized by any consent form, or by resolution, signed by all the Directors entitled to vote thereon, and filed with the Minutes of this Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. An electronic transmission consenting to an action transmitted by a member is written, signed and dated for purposes of this section if the electronic transmission is delivered with information from which the Corporation can determine that the electronic transmission was transmitted by the member and the date the member sent it.

2.7 Participation by Remote Communication: A member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

2.8 Committees:

(a) Executive Committee: The Executive Committee shall be a committee of five (5) members consisting of the President, Vice-President, Treasurer, Secretary and the immediate past President assuming his or her term has not expired. If his/her term has expired, then the Executive Committee shall select one of the Board members at large to serve on the Executive Committee. The Executive Committee shall have the full power and authority to transact any business of the

Corporation between board meetings, as may be deemed necessary by the Executive Committee, except that the executive Committee may not approve an annual budget, amend the Articles of Incorporation, or amend or repeal any by-law or resolution of the Board. A quorum of the Executive Committee for meetings shall be three (3) members.

(b) Standing and Special Committees: The Board of Directors may designate other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, The Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

2.9 Removal of Directors:

(a) A Director may be removed at any time, with or without cause, by majority vote of the remaining directors, provided that a Director whose removal is to be considered shall be afforded reasonable notice of the action and an opportunity to respond.

(b) A Director may be removed for absence of two (2) consecutive or three (3) total meetings within a calendar year (without excuse).

ARTICLE 3

OFFICERS

3.1 Positions and Terms of Office:

(a) The officers of the Corporation shall consist of a President, Vice-President, Secretary, ~~and~~ Treasurer, and Immediate Past President. If the Immediate Past President is no longer on the Board, the Executive Committee shall select one of the other Board members to serve on the Executive Committee.

(b) Officers shall be elected at the annual meeting and hold office for one year or until successors have been duly elected and qualified.

3.2 Responsibilities of Officers:

(a) President: The President shall be the Chief Executive Officer of the Corporation, and shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors. The President shall preside at all meetings of the Board of Directors.

(b) Vice-President: During the absence of the President of the Corporation, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) Treasurer: The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. He/she may also sign checks, drafts, notes, and orders for the payment of money, which shall have been duly authorized by the Board of Directors.

(d) Secretary: The Secretary shall keep the Minutes of the Board of Directors and maintain attendance records.

(e) Immediate Past President or Member-at-Large: The Immediate Past President or Member-at-Large shall provide an additional resource for the Executive Committee.

ARTICLE 4

EXECUTIVE DIRECTOR:

There may be an Executive Director of the Corporation who shall be appointed by the Board of Directors, and whose duties and terms of employment shall be determined by the Board of Directors. The Executive Director serves at the direction of the Board.

ARTICLE 5

CONTRACTS, CHECKS, DEPOSITS AND FUNDS:

5.1 Contracts and Instruments: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general and confined to specific instances.

5.2 Bank Account Authorization: All check, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.3 Bank Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 6

BOOKS AND RECORDS

The Corporation shall keep correct and complete books of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 7

ELECTRONIC TRANSMISSION

When a notice is required or permitted by the Bylaws or by the Michigan Nonprofit Corporation Act to be given in writing, electronic transmission shall be deemed written notice. Electronic transmission or electronically transmitted means any form of communication that meets all of the following: (a) it does not involve the physical transmission of paper; (b) it creates a record that may be retained and retrieved by the recipient; and (c) it may be directly reproduced in paper form by the recipient through an automated process.

ARTICLE 8

INDEMNIFICATION

Subject to any limitations in Article IX of the Articles of Incorporation, the Corporation shall indemnify director/board members, officers, employees, volunteers (director or non-director) to the fullest extent of the law as stated in the Michigan Non-Profit Corporation Act MCL 450.2561 to MCL 450.2564, and MCL 450.2569, or any subsequent amendments.

ARTICLE 9

INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under the By-Laws or the law of the State of Michigan. MCL 450.2567

ARTICLE 10

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 11

AMENDMENT OF CORPORATE BY-LAWS

The Board of Directors shall have the power to make, alter or repeal, from time to time, the By-Laws of the Corporation.

Significant Dates

January 19, 1994	By-Laws Adopted
November 7, 1996	By-Laws Amended
February 12, 1999	By-Laws Amended
August 29, 2000	By-Laws Amended
February 6, 2004	By-Laws Amended
February 15, 2005	By-Laws Amended
January 14, 2010	By-Laws Amended
May 14, 2020	By-Laws Amended
January 21, 2021	By-Laws Amended
July 8, 2021	By-Laws Amended
July 23, 2022	By-Laws Amended

Governance/By-Laws
2.23.22