BYLAWS OF THE MSU BLUE LINE CLUB

NAME

The name of the nonprofit corporation shall be the **MSU Blue Line Club** (hereinafter known as "the Club").

ARTICLE I

PURPOSE

1. The Club shall be the booster club for the Michigan State University men's varsity ice hockey program.

2. The Club shall have the purpose, powers and duties as specifically enumerated in Article III of the Articles of Incorporation.

3. The Club may engage in any activity permitted for nonprofit corporations by 1931 PA 327, 1982 PA 162 of the Michigan Public Acts or any succeeding applicable Michigan Law.

ARTICLE II

NONPROFIT STATUS

1. No part of the Club's net earnings shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons.

2. The Club shall not carry on any activities not permitted for: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended by any successor law; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any successor law. The Club shall further conduct its activities in compliance with the rules of the National Collegiate Athletic Association (NCAA) and the Big Ten Conference.

3. Upon dissolution of the Club, after payment of all liabilities, all remaining assets shall be distributed to the Spartan Fund of Michigan State University for the express use of the MSU Men's Varsity Hockey program, it shall then qualify as an exempt organization under Internal Revenue Code Section 501(c)(3) or any successor law, otherwise to a qualified organization selected by the Board of Directors (hereinafter "the Board").

4. The fiscal year of the Club shall be July 1 through June 30.

ARTICLE III

MEMBERSHIP AND DUES

1. Any person or family may become a member of the Club upon payment of the annual dues.

2. Memberships shall be designated as: (a) single; (b) family; (c) student; (d) Past Presidents.

3. For voting purposes, a "family membership" is defined as 2 or more people with any children under 18 years of age. Each family membership, notwithstanding the number of members in the family, shall be entitled to two (2) votes. Each "single membership" (including student and lifetime memberships) shall have one (1) vote.

4. Regular meetings of the Board shall be held at times and places as shall be determined by the Board.

5. The annual meeting of the members shall be held at the first Club gathering following January 1 of each calendar year or at such other time and place as shall be determined by a majority vote of the Board. The annual meeting shall be held for the primary purpose of receiving nominations for candidates to the Board of Directors for the term commencing on May 1. All nominees must be dues paying members. Notice of the annual meeting shall be made to the membership by way of posting to the Club website, www.msublueline.org, and via email to Club members, thirty (30) days prior to the annual meeting. Said distribution of the notice shall advise the members of the time, place and agenda of the annual meeting.

6. The annual dues of members of the Club shall be set by majority vote of the Board.

7. A majority vote of those present at a membership meeting is sufficient to authorize any action properly engaged in by the membership, except as otherwise provided in these Bylaws, Articles of Incorporation or Michigan law.

ARTICLE IV

BOARD OF DIRECTORS

1. The business and affairs of the Club shall be managed by its Board of Directors (hereinafter "the Board"). The Board shall exercise all powers of the Corporation and perform all duties and obligations of the Corporation not prohibited by Michigan law, the Articles of Incorporation or these Bylaws. The Board shall be empowered to, by way of example and not of limitation, authorize the expenditure of corporate funds, enter into contracts, employ agents and prescribe their duties, carry out or delegate duties, and perform all other duties, functions and obligations of the Corporation.

2. The Board shall be elected by members by secret ballot which shall be distributed via US Mail in February. Each single/student/lifetime membership shall have one (1) vote. Each family membership shall have a maximum of two (2) votes. In the event of a tie, a runoff election shall be held by the same secret ballot method. Ballots for a runoff election shall be distributed to the members in March. In the event that the number of candidates matches the number of vacant seats on the Board, the Board shall have the option of appointing these candidates without holding an election.

The board will consist of eight (8) to ten (10) members dependent on total membership numbers to be determined by the Board.

3. If it is necessary to elect Directors for both full and unexpired terms, the candidates from the last election receiving the highest vote totals shall be elected for the available terms. If a vacancy in a directorship occurs between annual meetings of the members, the candidates with the next highest vote totals shall be elected for the available unexpired term. In the case of a tie, the Board shall, by majority vote, elect a Director from among candidates who were tied in the election. In the event there are no unelected candidates remaining from the last election available to fill any unfulfilled term, the Board shall, by majority vote, elect from the Club membership a Club member to fill said unfilled term(s) at the next regularly scheduled Board meeting.

4. No past-president shall be a candidate for reelection to the position of president for a period of five (5) years.

5. The President and Immediate Past President shall serve on the Board with full voting rights.

6. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by an election held during the annual meeting of the membership pursuant to Article IV, Section 4 of these Bylaws.

7. The annual meeting of the Board shall be held in April at a time and place to be determined by the Board

8. The first regular meeting of each newly elected Board should be within 30 days of the date the new Board members take office. In the event such meeting is not held as herein provided, the meeting may be held at such time and place as shall be specified in a notice given, as hereinafter provided, for a special meeting of the Board, or as shall be specified in a written waiver signed by all of the voting Directors. A quorum shall be present to constitute a meeting.

9. At all meetings of the Board, 50% of voting Directors present plus one(1), shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be an act of the Board. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice other than an announcement at the meeting until a quorum shall be present.

10. Meetings of the Board, both regular and special, may be held at such time and place as the Board may establish.

11. The President may call a regular Board meeting by giving notice to all Directors at least 10 days before the meeting. The President may call a special Board meeting by using his/her best efforts to notify all Directors. The President shall call a regular or special meeting when he/she receives a written request signed by at least three (3) Directors.

12. In lieu of a regular or special meeting, the President or an officer designated by the President may poll the Directors by email/telephone when an issue requiring Board action arises between regular meetings. An affirmative vote by a majority of voting Directors then serving shall be required for passage of a proposal by email/telephone, provided 75% or more of the Directors have been contacted by email/telephone and voted thereon. The actions taken pursuant to this Section shall be recorded in the minutes of the next regular or special meeting of the Board.

13. The Directors shall not receive any salary or compensation for their services as

Directors.

14. The MSU head hockey coach or designee shall be an ex officio, non-voting member of the Board. The Board has the authority to appoint other ex officio, non-voting members.

15. A Director may be removed for cause if he/she accumulates three (3) unexcused absences during any one (1) year of his/her term.

16. The Board of Directors shall obtain and maintain liability insurance to protect the Board and volunteers when facilitating events.

ARTICLE V

OFFICERS

1. At the first regular meeting of the newly elected Board of Directors, and no later than the second meeting, the Board shall nominate and elect, a President-Elect, a Secretary, and a Treasurer, who shall serve for a period of one (1) year. No Director may hold more than one office.

2. All officer's terms, except the Treasurer, shall run from May 1 through April 30, except that of the incumbent President-Elect shall automatically become the new President on the following May 1 and serve through the next April 30 or until new officers are elected and qualified. The office of Treasurer shall run from July 1 through June 30.

3. The President and President-Elect shall be chosen from among the elected Directors. Other officers may be chosen from the elected and or appointed ex officio, non-voting Directors.

4. The Board may also appoint such other officers and agents as they deem necessary for the transaction of business of the Club. All officers and agents shall have such authority and perform such duties in the management of the property and affairs of the Club as may be designated by the Board. Without limitation of any right of an officer or agent to recover damages for breach of contract, the Board may remove any officer or agent, whenever, in their judgment, the business interests of the Club will be served thereby.

5. The Board may secure the fidelity of any or all such officers or agents by bond or otherwise.

6. The President shall be the Chief Executive Officer of the Club: shall have general and active management of the business of the Club; shall see that all orders and

resolutions of the Board are carried into effect; and shall, when present, preside at all meetings of the membership and Board; sign documents in the regular course of Club business or by the Board's direction; and create standing or special committees. He/she shall have the authority to employ and dismiss employees and agents, other than officers to be appointed by the Board, as the business of the Club may require and fix their compensation.

7. The President-Elect shall assume the President's duties if the President is absent or otherwise unable to temporarily serve. If the President, or any other officer, shall be permanently unable to serve or shall otherwise vacate an office, the vacancy shall be filled using the parameters outlined in Article IV.

8. The Secretary shall keep records of attendance and business transacted at all membership and Board meetings; send all required notices and be the official custodian of all Club records.

9. The Treasurer shall keep and account for the Club's funds and submit annual reports to the State of Michigan and federal government and the University as required.

10. All other officers shall perform all other duties that are necessary or incidental to their offices or are assigned by the President or Board.

ARTICLE VI

CHECK, DRAFTS, NOTES AND FUNDS

1. All checks, drafts or other orders for the payment of money, or other evidence of indebtedness issued in the name of the Club, shall be signed by such officer, officers, or such other person or persons as the Board may from time-to-time determine by resolution.

2. 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 may select.

3. The Board 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.

ARTICLE VII

BOOKS AND RECORDS

1. The Club shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office, a record giving the names and addresses of the members

entitled to vote. All books and records of the Club may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

2. The Board shall present annually to the membership a full and clear statement of the financial condition of the Club in accordance with accepted accounting principles.

ARTICLE VIII

AMENDMENTS

1. The Board may alter, amend, repeal, or make additions to the Bylaws.

2. This copy of the Bylaws reflects all amendments through the month of June, 2017.

These Bylaws were adopted as and for the Bylaws of the MSU Blue Line Club via email by the Board of Directors by January 9, 2023.

Sarah Segerlind

Sarah Segerlind, President

Janeen Geisenhaver

Janeen Geisenhaver, President-Elect

Gail C Fisher

Gail Fisher, Secretary

TJ Segerlind

TJ Segerlind, Treasurer

John Somers

John Somers, Immediate Past- President