BY-LAWS
of
THE DETROIT ZOOLOGICAL SOCIETY
ADOPTED AT MEETING OF MEMBERS HELD ON
December 8, 1966, as amended through June 20, 2012

ARTICLE I.
PURPOSES

Section 1.01 **The purposes** of the Society as set forth in the Articles of Incorporation are as follows:

> To further and promote the general welfare and interest of the Detroit Zoological Institute; to support programs that conserve wildlife; to support educational programs that promote respect, appreciation and positive attitudes toward wildlife; to receive voluntary contributions of money, animals or other property, or to otherwise raise, obtain or facilitate financial support or capital and to disburse funds so received in furtherance of such interests; to acquire or dispose of any ownership interest in buildings, animal enclosures, aquaria and other structures currently existing on the lands of the Detroit Zoological Institute; to construct on the lands of the Detroit Zoological Institute buildings, animal enclosures, aquaria and other structures; to remodel, refurbish, alter and change any buildings, animal enclosures, aquaria and other structures on said lands; and to execute the operational aspects of the Detroit Zoological Institute.
> (Amended 1/25/80, 6/13/96 Purpose; 3/01/2006 Purpose)

ARTICLE II.
REGISTERED OFFICE

Section 2.01 **The registered office** of the Society shall be 8450 West Ten Mile Road, Royal Oak, Michigan 48067.

ARTICLE III.
MEMBERSHIP

Section 3.01 **Eligibility**. Members of the Society shall be individuals interested in the purposes of the Society.

Section 3.02 **Types of Membership**. The classification of memberships, the dues, fees or required contribution with respect thereto, and the benefits attributable thereto shall be as determined by resolution adopted from time to time by a majority vote of the Directors present at any legal meeting of the Board of Directors. All privileges of membership (other than voting) are subject to such rules and regulations that may be adopted by a majority vote of the entire Board of Directors.

(Amended 4/30/85; 1/09/73; 4/29/86; 10/28/80; 5/25/88; 6/17/04; 9/23/09)

Section 3.03 **Application for Membership**. Any person eligible for membership desiring to become a member of the Society shall file a written application with the Society on a form provided by the Society and with it shall tender the dues, fees or required contribution prescribed for classification of membership selected.

(Amended 5/25/88; 6/17/04)

Section 3.04 **Duration of Membership**. The present members and such other members as shall become associated with them under the conditions prescribed by these By-laws shall be entitled to continue as members of the Society as long as they pay the annual membership dues, fees or contribution fixed for the type of membership classification selected by the member.

(Amended 6/17/04)

Section 3.05 **Termination of Membership**. Membership in the Society may be terminated by a written resignation from a member addressed to the Society and submitted to the Secretary. Such termination of membership shall be effective upon receipt of such resignation.

The Board of Directors by a majority vote of the Directors present and voting at any legal meeting of the Board of Directors shall have the power, after affording a reasonable opportunity for a hearing, to expel any member for violation of By-laws or of any reasonable rules which may be adopted by the Board of Directors or for conduct which tends to bring the Society into disrepute or is otherwise prejudicial to the welfare, interest or character of the Society or contrary to the public interest. Notwithstanding termination of membership for any reason, the member whose membership is terminated shall not be entitled to the return of any dues or contributions already paid in, or any part thereof, and shall remain liable for all dues which were payable by such member prior to the termination of the membership.

Section 3.06 **Evidence of Membership**. There shall be kept and maintained in the office of the Society proper registers of ledgers, which shall contain the names of members, the date each membership became effective and, if terminated, the date of termination. Memberships shall not be transferable.

Section 3.07 **Members Voting Power**. At each meeting of the members of the Society, each member shall be entitled to cast one vote on each matter submitted for membership action.

Section 3.08 **Dues, Fees or Contribution - Failure to Pay**. The annual dues, fees or contribution fixed by Section 3.02 of these By-laws shall continue unless and until changed by the Board of Directors. Any member whose dues, fees or contribution are delinquent for a period of sixty (60) days or more may be dropped from the rolls of membership. A member shall be given written notice of such delinquency prior to termination of his or her membership.

ARTICLE IV.
MEETING OF MEMBERS

Section 4.01 **Annual Meeting**. The Annual Meeting of the members shall be held on a date fixed by the Board of Directors or by the Executive Committee within the second quarter of each fiscal year.

(Amended 1/25/73; 5/25/88; 7/26/06)

Section 4.02 **Special Meetings**. Special meetings of the members may be called by the Chairman of the Board, the President, a majority of the Board of Directors or of the Executive Committee or by not less than one-tenth of the members.

(Amended 9/23/09)

Section 4.03 **Place of Meetings**. The Board of Directors may designate any place within the State of Michigan as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Society in the State of Michigan; but if all of the members shall meet at any time and place within the State of Michigan and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4.04 **Notice of Meetings**. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally by mail or electronic transmission, to each member entitled to vote at such meeting, not less than ten (10) days (or such greater number of days as mandated by statute or by these By-laws)[1] or more than fifty (50) days before the date of such meeting, by or at the direction of the Chairman of the Board, or the Secretary, or the officers or persons calling the meetings. In case of a special meeting or when required by Statute or by these By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Society, with postage thereon prepaid.

(Amended 9/23/09)

Section 4.05 **Informal Action by Members**. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

Section 4.06 **Quorum**. Fifty (50) members of the Society shall constitute a quorum at any meeting of the members. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 4.07 **Proxies**. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. No person may act as a proxy unless such person is a member of the Society.

Section 4.08 **Voting by Mail**. Election of Directors may be conducted by mail in such manner as the Board of Directors shall determine.

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[1] Please note that current as of September, 2009, Michigan Nonprofit Corporation Act (Section 611) requires 20 days written notice to the members prior to the meeting at which an amendment to the Articles of Incorporation is to be considered; and Section 11.02 of these Bylaws requires 20 days for consideration of a Bylaws amendment by members.

ARTICLE V.
DIRECTORS

Section 5.01 **Number of Directors**. The business and property of the Society shall be managed by a Board of Directors of no fewer than fifteen (15) and no more than seventy (70) as fixed from time to time by the Board of Directors, which number shall include up to seven (7) Directors appointed by the City of Detroit pursuant to Section 5.13 below, if any, (each, a "City Director"), up to two (2) Directors appointed by each county zoological authority under contract with the Society pursuant to Section 5.15 below, if any, (each, a "County Director"), and the remainder of which number shall be elected pursuant to Section 5.02 below (each, an "Elected Director"). Each Director shall be a member of the Society.

(Amended 4/28/81; 4/28/84; 5/25/88; 6/18/98; 6/17/04; 7/26/06; 7/28/08; 9/23/09; 6/20/12 to increase the maximum number of directors from 60 to 70)

Section 5.02 **Elections, Classes and Tenure**. The Elected Directors of the Society shall be classified with respect of the time for which they severally hold office by dividing them into three classes, each class consisting, to the extent practicable, of one-third of the whole number of members of the Board of Directors that are Elected Directors. At each election to be held during the annual meeting of the members, the Elected Directors shall be elected in such number and for such term or terms so that following such election there shall be, to the extent practicable, one-third of the number of authorized Elected Directors serving for three (3) years; one-third of the number of authorized Elected Directors serving for two (2) years; and one-third of the number of authorized Elected Directors serving for one (1) year.

(Amended 5/25/88 to include a limitation of two (2) consecutive three-year terms)

(Amended 6/9/94 to eliminate term restrictions; 7/26/06)

Section 5.03 **Regular Meetings**. A regular annual meeting of the Board of Directors shall be held without other notice than this By-law, immediately after, and at the same place as, the annual meeting of members. The majority of the Board of Directors may provide by resolution the time and place within the State of Michigan for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.04 **Special Meetings**. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them.

Section 5.05 **Notice**. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally by mail or electronic transmission to each Director at his address as shown by the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board

need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 5.06 **Quorum**. One-third of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 5.07 **Manner of Acting; Telephonic Meetings Permitted**. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-laws. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone, webcast or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

(Amended 9/23/09)

Section 5.08 **Vacancies**. Any Elected Director vacancy occurring in the Board of Directors and any directorship to be filled by reason of a resignation of an Elected Director or an increase in the number of Elected Directors shall be filled by the Board of Directors. Any City Director vacancy occurring in the Board of Directors and any directorship to be filled by reason of a resignation of a City Director shall be filled by the City of Detroit in accordance with terms of Section 5.13 below. Any County Director vacancy occurring in the Board of Directors and any directorship to be filled by reason of a resignation of a County Director shall be filled by the applicable county zoological authority in accordance with terms of Section 5.15 below. A Director elected to fill the vacancy of an Elected Director, whether due to an increase in the number of Elected Directors or otherwise, shall be elected to serve only until the next annual meeting of the members.

(Amended 7/26/06; 7/28/08; 9/23/09)

Section 5.09 **Informal Action by Directors**. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 5.10 **Absence from Meetings**. Any Director who shall fail to attend a minimum number of meetings of the Board of Directors in a given year as determined from time to time by the Board of Directors may be deemed by the Board of Directors to have resigned his directorship if the Board of Directors, by a majority vote of the Directors, shall elect to treat such absences as a resignation. The vacancy thus created may be filled by the Board of Directors.

(Amended 5/25/88)

Section 5.11 **Disqualification of Directors**. If an Elected Director ceases to be a member of the Society, the Board of Directors, in its discretion, may remove such Elected Director from the office of Director.

(Amended 9/23/09)

Section 5.12 **Chairman's Council.** The Executive Committee, in consultation with the Board of Directors, may at any time appoint or remove any number of members to the Chairman's Council. Members of the Chairman's Council shall be members of the Society. The Chairman of the Board shall also chair the Chairman's Council.

(Amended 1/11/71, to add Section 5.12)

Section 5.13 **City Directors**. For the duration of the term of the Memorandum of Agreement, executed as of March 27, 2006, by and between the City of Detroit and the Society, as amended, the Mayor of the City of Detroit shall appoint the five (5) individuals serving on the Detroit Zoological Commission to serve as Directors of the Society, and the Detroit City Council shall appoint two (2) individuals to serve as Directors of the Society. Any vacancy occurring in the Board of Directors because of a vacancy on the Detroit Zoological Commission shall be filled by the Mayor of the City of Detroit with the individual that fills such vacancy on the Detroit Zoological Commission. Any vacancy occurring in the Board of Directors because of a vacancy in the number of Directors to be appointed by the Detroit City Council shall be filled by the Detroit City Council.

(Approved 7/26/06 added to By-laws)

Section 5.14 **Ex Officio Director**. The immediate past Chairman of the Board of the Detroit Zoological Society will be eligible, at the discretion of the Board of Directors, to be appointed as an Ex Officio Director of the Detroit Zoological Society Board for one Elected Director term, and shall be considered one of the Elected Directors for all purposes during such term, and thereafter shall be eligible for reelection to the position of Ex Officio Director for additional terms by the Board of Directors so long as such person remains the immediate past Chairman of the Board. Notwithstanding the foregoing, nothing herein shall preclude any former Chairman of the Board of the Detroit Zoological Society from being elected as an Elected Director pursuant to Section 5.02 or otherwise appointed as a Director pursuant to the terms of Section 5.13 or 5.15.

(Approved 5/25/88 added to By-laws; amended 9/23/09)

Section 5.15 **County Directors**. For the duration of the term of any agreement to provide zoological services entered into by the Society with a county zoological authority in accordance with Act 49 of Public Acts of Michigan 2008, as amended, such respective county zoological authority shall have the right to appoint up to two (2) individuals to serve as Directors of the Society. Any vacancy occurring in the Board of Directors because of a vacancy in the number of Directors to be appointed by such county zoological authority shall be filled by such county zoological authority. County Directors shall either be voting or nonvoting Directors as determined from time to time in the respective agreement between the Society and such county zoological authority. Any nonvoting County Directors shall receive notice of all meetings of the Board of Directors, and may attend such meetings and participate in the discussion of matters coming before the meeting but are not Directors or Officers of the Society and shall have none of the powers, rights or authority of Directors or Officers of the Society.

(Approved 7/28/08 added to By-laws)

ARTICLE VI.
OFFICERS

Section 6.01 **Officers to be Elected or Appointed**. The Officers of the Society shall be a Chairman of the Board, a President, a Secretary, a Treasurer and such other Officers as may be elected or appointed in accordance with the provisions of this section. The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

(Amended 5/25/88; 7/26/06)

Section 6.02 **Election and Term of Office**. The Officers of the Society shall be elected or appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election or appointment of Officers shall not be held at such meeting, such election or appointment shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors, and it shall not be a requirement that an Officer be a member of the Board of Directors.

(Amended 5/25/88; 6/10/93; 7/26/06; 9/23/09)

Section 6.03 **Removal**. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 6.04 **Vacancies**. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.05 **Chairman of the Board**. The Chairman of the Board shall preside over all meetings of members and the Board of Directors at which the Chairman is present. The Chairman shall approve all agendas for meetings of members and the Board of Directors and shall see that all orders and resolutions of the members and the Board of Directors are carried into effect. The Chairman shall direct the policies of the Board of Directors and the Society and shall direct and assist the President in significant development activities. Any former Chairman of the Board shall be eligible, in the discretion of the Board of Directors, to hold such honorary titles as the Board of Directors may determine, e.g. “Chairman Emeritus”.

(Amended 6/18/98, Section 6.05 added; 7/26/06; 9/23/09)

Section 6.06 **President**. The President shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. He may sign, with the Secretary or any other proper Officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other Officer or Agent of the Society; and in general he shall perform all the duties incident to the office of the President and such duties as may be prescribed by the Board of Directors from time to time.

Section 6.07 **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with sum surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any trust companies or other depositories as shall be selected in accordance with the policies adopted by the Board of Directors.

(Amended 9/23/09)

Section 6.08 **Secretary**. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the seal of the Society and see that the seal of the Society is affixed to all documents, the execution of which on behalf of the Society under its seal, is duly authorized in accordance with the provisions of these By-laws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board, the President or by the Board of Directors.

Section 6.09 **Assistant Treasurers and Assistant Secretaries**. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairman of the Board, the President or the Board of Directors.

ARTICLE VII.
COMMITTEES

Section 7.01 **Executive Committee**. The Board of Directors, and exclusively the Board of Directors to the exclusion of the committee created by this Section 7.01, may, by resolution adopted by a majority of the whole Board, designate no fewer than nine (9) and no more than fifteen (15) of their number to constitute an Executive Committee which shall possess and exercise the authority of the Board in the management of the business of the Society between the meetings of the Board and shall have the power in these By-laws given to such a Committee. Further, the Executive Committee shall have the exclusive authority of the entire Board in the management of the business of the Society with regard to any item of business that relates to (A) executing the operational aspects of the Detroit Zoological Institute, including, without limitation, the negotiation and execution of agreements with the City of Detroit or any other party regarding the ownership, acquisition, possession, or use of any asset relating to the Detroit Zoological Institute, including agreements to acquire, license, lease, encumber, sell or otherwise acquire or dispose of an ownership interest in such assets, and (B) raising, obtaining or facilitating financial support or capital for the Society's role in executing the operational aspects of the Detroit Zoological Institute, through any and all available means, including, without limitation, private or public donations or investments; incurrence of debt or other obligations; special assessments; state, regional or local taxes; issuance of bonds or other instruments; or user fees. The Board may take no action that would alter, amend, repeal, or otherwise contravene any action taken by resolution of the Executive Committee unless such action was approved by two-

thirds (2/3) of the whole Board. A majority of the Executive Committee shall constitute a quorum for the transaction of business. An act of a majority of the entire Executive Committee acting at a meeting at which a quorum is present shall be the act of the Executive Committee. Vacancies in the membership of the Executive Committee may be filled on a temporary basis until the next regularly scheduled Board meeting by appointments made by the remaining members of the Executive Committee. Meetings of the Executive Committee shall be held on the call of the Chairman of the Board, the President or by any two members of the Committee. The powers granted to the Committee pursuant to this Section 7.01 shall not be interpreted as granting any power or authority over any matters where such grant would be prohibited pursuant to Section 528 of the Michigan Nonprofit Corporation Act, as amended.

(Amended 1/10/68, amended to six (6); Amended 1/14/70, amended to seven (7); Amended 4/26/79, amended to eight (8); Amended to 1/21/85, amended to no less than eight (8); Amended 3/01/2006, amended to nine (9); Amended 9/16/08 to no less than nine (9) and no more than fifteen (15)).

Section 7.02 **Governance and Nominating Committee - Nominations**. A Nominating Committee shall be annually appointed by the Board of Directors or the Executive Committee to consist of not less than three (3) members of the Board of Directors who, among other things, shall nominate for office of Director, members equal in number to the election or appointment by the Board of Directors at its regular annual meeting.

(Amended 1/23/79; 6/17/04)

Section 7.03 **Other Committees**. Other committees not having and exercising the authority of the Board of Directors in the management of the Society (unless such authority is explicitly ceded by the Executive Committee in conjunction with the grant of such authority) 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, the Chairman of the Board of the Society shall appoint the members thereof. All members of such committee shall be Directors unless the Governance and Nominating Committee approves the appointment of any non-Directors. Any non-Director members of any such committees shall be voting or non-voting members of the committee, as determined by the Governance and Nominating Committee on an individual committee member basis prior to such member's appointment. If such committee is ceded any power to exercise the authority of the Board of Directors in the management of the Society, each of its members shall be either a Director or a member of the Society. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Society shall be served by such removal. The Chairman of the Board may also create any other task force or ad hoc committee not having the full authority of the Board of Directors as the Chairman may see fit from time to time.

(Amended 9/23/09)

Section 7.04 **Chairman**. At least one member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

(Amended 7/26/06)

Section 7.05 **Vacancies**. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.06 **Quorum**. 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 act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 7.07 **Rules**. Each committee may adopt rules for its own governance not inconsistent with these By-laws or with rules adopted by the Board of Directors.

(Amended 9/23/09)

ARTICLE VIII.
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 8.01 **Contracts**. The Board of Directors may authorize an officer or officers, agent or agents, of the Society, 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 Society, and such authority may be general or confined to specific instances.

Section 8.02 **Checks, Drafts, etc**. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society, and in such manner as shall from time to time be determined 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 Chairman of the Board, the President or the Chief Financial Officer of the Society.

(Amended 7/26/06)

Section 8.03 **Deposits**. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.04 **Gifts**. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or device for the general purposes or for any special purpose of the Society.

ARTICLE IX.
BOOKS AND RECORDS

Section 9.01 **Books and Records**. The Society shall keep correct and complete books and records of accounts 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 the registered or principal office of record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X.
AUDIT

Section 10.01 **Audit**. The Executive Committee shall retain the services of a firm of accountants to annually audit the books of the Society and file their report with the Board of Directors.

ARTICLE XI.
AMENDMENTS

Section 11.01 **By Board of Directors**. These By-laws may be altered or amended by an affirmative a vote of the majority of the entire Board of Directors; provided that the Board of Directors shall not make or alter any By-law fixing the number, qualifications, or term of office of the Directors or amend the By-laws in such a manner as to affect the right of any Director to fill out his unexpired term or to change or alter the purposes of the Society or the qualifications for membership.

(Under the New Corporation Code, Section 253)
(Amended 9/23/09)

Section 11.02 **By Members**. These By-laws may be altered, amended or repealed at any regular or special meeting of the members of the Society by an affirmative vote of the majority of the members of the Society, present and voting (a quorum being present) in person or by proxy; provided that notice of any proposed alteration, amendment or repeal shall be given the members at least twenty (20) days prior to the meeting at which the amendment is to be considered.
(Amended 9/23/09)

ARTICLE XII.
DISSOLUTION

Section 12.01 **Dissolution**. In the event of dissolution of the Society, all assets remaining after satisfaction of the obligations of the Society shall be assigned, transferred and conveyed, at the discretion of the Board of Directors, to either (a) the Detroit Zoological Institute Commission of the City of Detroit, Michigan or (b) one or more organizations located in Southeast Michigan which is the type described in Section 501(c)(3) of the Internal Revenue Code and exempt from taxation under Section 501(a) of the Code and is dedicated to conservation of wildlife and educational programs that promote respect, appreciation and positive attitudes towards wildlife.
(Amended 6/13/96)

ARTICLE XIII.
INDEMNIFICATION

Section 13.01 **Indemnification**. Each person who is or was a director, officer or member of any committee of the Society and each person who is or was serving at the request of the Society as a director, trustee, officer, agent or committee member of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Society to the fullest extent to which the Society has the power so to indemnify such persons pursuant to the

corporation laws of the State of Michigan as they may be in effect from time to time. The Society may purchase and maintain insurance on behalf of any such person in any such capacity or arising and incurred by such person, whether or not the Society would have power to indemnify such person against such liability under the laws of the State of Michigan. The Society may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to any employee or agent of the Society to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

(Amended 5/25/88, Section 14.01 added)