

1 **BYLAWS**

2 **MICHIGAN NORML**

3 **OFFICES**

4 **ARTICLE I – NAMES & OFFICES**

5 Section 1.01. Name, The name of the corporation is Michigan N.O.R.M.L., hereafter
6 referred to as "the Corporation."

7 Section 1.02. Principal Office. The principal office of the corporation shall be located in the
8 State of Michigan as the board of directors may establish from time to time.

9 Section 1.03. Registered Office. The registered office may be same as the principal office
10 of the corporation, but in any event must be located in the State of Michigan, and be the business
11 office of the registered agent, as required by the Michigan Business Corporation Act.

12 Section 1.04. Other business offices. The corporation may have business offices at such
13 other places, either within or without the State of Michigan, as the Board of Directors may
14 designate or as the business of the corporation may require from time to time.

15 **ARTICLE II - NATURE OF THE CORPORATION**

16 Section 2.01. Purposes & Activities. As provided in the Articles of Incorporation, the
17 Corporation is organized for the purpose of engaging, at no profit, exclusively in charitable,
18 educational, scientific and lobbying efforts of coordinating and facilitating education and
19 information concerning marijuana laws.

20 **ARTICLE III - DIRECTORSHIP CORPORATION**

21 Section 3.01. Members, There shall be no members as the Corporation is a not-for-profit
22 directorship corporation.

23 Section 3.02. Board or Directors. The original incorporator shall choose a Board of
24 Directors as specified in Article IV, below, consisting of not less than three (3) nor more than
25 seven (7) directors.

ARTICLE IV – BOARD OF DIRECTORS

27 Section 4.01. General Powers. The business, property, and affairs of the corporation shall
28 be managed by the board of directors (hereafter "the Board").

29 Section 4.02. Number. There shall not be less than three (3) directors nor more than seven
30 (7) directors on the board as shall be fixed from by the Board.

31 Section 4.103. Tenure. Each director shall hold office until the director's death, resignation,
32 or removal in conformity with these bylaws and Michigan Law.

33 Section 4.04. Resignation. Any director may resign at any time by providing written notice
34 to the Corporation. The resignation will be effective on receipt of the notice or at a later time
35 designated in the notice. A successor shall be appointed as provided for in section 4.06 of the
36 bylaws.

37 Section 4.05. Removal. Any director may be removed with cause by the remaining
38 directors of the Board.

39 Section 4.06. Board Vacancies. A vacancy on the board may be filled with a person
40 selected by the remaining directors of the Board.

41 Section 4.137. Annual meet in^. the Board shall hold an annual meeting each year at a
42 time and place to be determined by the Board. The first meeting shall be set by the incorporators
43 with notice delivered to each director or waived as set forth below in section 4.11.

44 Section 4.08. Regular Meetings. Regular meetings of the Board may be held at a time and
45 place determined by resolution of the Board without notice other than the resolution.

46 Section4 .09. Special Meetings. Special meetings of the board may be called by the
47 president or any two directors at a time and place determined by those person authorized to call
48 special meetings. Notice of the time and place of special meetings shall be given to each director
49 in any manner at three (3) days prior to the meeting.

50 Section 4.10. Statement of Purpose. Neither the business to be transacted at, nor the
51 purpose of, any annual, regular, or special meeting of the board need be specified in the notice
52 for that meeting.

53 Section 4. T 1. Waiver of Notice. The attendance of a director at a board meeting shall
54 constitute a waiver of notice of the meeting, except where a director attends a meeting for the
55 express and sole purpose of objecting to the transaction of any business at the meeting because

56 the meeting is not lawfully called or convened. In addition, each director may submit a signed
57 waiver of notice that shall constitute a waiver of notice for that meeting.

58 Section 4.12. Meeting by Telephone or Electronic Equipment. A director may participate in
59 a meeting by conference telephone or any other similar communications equipment through which
60 all persons participating in the meeting can hear each other. Participation in a meeting pursuant
61 to this section constitutes presence in the actual meeting.

62 Section 4.13. Quorum. A majority of the Board then in office constitutes a quorum for the
63 transaction of any business at any meeting of the Board. Actions voted on by a majority of
64 directors present at a meeting where a quorum is present shall constitute authorized actions of
65 the Board.

66 Section 4.14. Consent to Corporate Actions. Any action required or permitted to be taken
67 pursuant to authorization of the Board may be taken without a meeting if, before the action, all
68 directors consent to the action in writing. Written consents shall be filed with the minutes of the
69 Board's proceedings.

70 ARTICLE V - COMMITTEES

71 Section 5.01. General Powers. The Board, by resolution adopted by a majority of its
72 directors, may designate one or more committees, each committee consisting of one or more
73 directors. The Board may also designate one or more directors as alternate committee members
74 who may replace an absent or disqualified member at a committee meeting. If a committee
75 member is absent or disqualified from voting, then members of the committee then present who
76 are not disqualified from voting may, whether or not they constitute a quorum, unanimously
77 appoint an alternate committee member to act at the committee meeting in place of the absent or
78 disqualified committee member. All committees designated by the Board shall serve at the
79 pleasure of the Board. A committee designated by the Board may exercise any powers of the
80 Board in managing the Corporation's business and affairs, to the extent provided for by resolution
81 of the Board, However, no committees shall have the power to:

82 (A) Amend the articles of incorporation;

83 (B) Amend the bylaws of the corporation;

84 (C) Fill vacancies on the Board; or

85 (D) Fix compensation of the directors for serving on **the** Board or on a committee.

86 Section 5.02. Meetings. Committees shall meet as directed by the Board, and their
87 meetings shall be governed by the rules provided for in Article 1V for meetings to the Board.
88 Minutes shall be recorded at each committee meeting and shall be presented to the Board.

89 Section 5.03. Consent to Committee Actions. Any action required or permitted to be taken
90 pursuant to authorization of a committee may be taken without a meeting if, before or after the
91 action, all members of the committee consent in writing. Written Board meetings. The chairperson
92 shall have the power to perform duties as may be assigned by the Board. If the executive director
93 is absent or unable to perform his or her duties, the chairperson shall perform the executive
94 director's duties until the Board directs otherwise. The chairperson shall perform all duties
95 incident to the office.

96 **ARTICLE VI - OFFICERS**

97 Section 6.01. Number. The officers of the corporation shall be appointed by the 'Board.
98 The officers shall be a an executive directors, a secretary, and a treasurer. There may also be a
99 chairperson, vice president, and such other officers as the Board deems appropriate. The
100 executive director shall be a voting member of the Board. Two or more offices may be held by the
101 same person, but such person shall not execute, acknowledge or verify an instrument in more
102 than one capacity if the instrument is required by law 20 the executed, acknowledged or verified
103 by two or more officers.

104 Section 6.02, Term of Office. Each officer shall hold office for the term appointed and until
105 a successor is appointed and qualified. An officer may resign at any time by providing written
106 notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated
107 En such notice.

108 Section 6.03. Removal. An officer appointed by the Board may be removed with or without
109 cause by vote of a majority of the Board. The removal shall be without prejudice to the person's
110 contract rights, if any. Appointment to an office does not of itself create contract rights.

111 Section 6.04. Vacancies. A vacancy in any office for any reason may be filled by the
112 Board.

113 Section 6,05. Executive Director. The executive director may also be referred to as the
114 President of the Corporation and shall be the chief executive officer of the corporation and shall
115 have authority over the general control and management of the business and affairs of the
116 corporation on a day to day basis. The executive director shall have the power to appoint or
117 discharge employees, agents, or independent contractors, to determine their duties, and to fix

118 their compensation. The executive director shall sign all corporate documents and agreements on
119 behalf of the Corporation, unless the executive director or Board instructs that the signing be
120 done with or by some other officer, agent, or employee. The executive director shall see that all
121 actions taken by the Board are executed and shall perform all other duties incident to the office.
122 This is subject, however, to the executive director's sight and the right of the Board to delegate
123 any specific power to any other officer of the corporation.

124 Section 6.06. Vice President. The vice president, if any, shall have the power to perform
125 the *duties* that may be assigned by the executive director or the Board. If the executive director is
126 absent or unable to perform his duties, the vice president shall perform the executive director's
127 duties until the Board directs otherwise. The vice president shall perform as well all duties
128 incident to the office.

129 Section 6-07. Chairperson. The chairperson, if elected, shall preside at all contendere or
130 its equivalent shall not, by itself, create a presumption that the (a) the person did not act in good
131 faith and in a manner the person reasonably believed to be in or not opposed to the best interests
132 of the Corporation, or (b) with respect to any criminal action or proceeding, the person had
133 reasonable cause to believe his or her conduct was unlawful.

134 Section 6.08. Secretary. The secretary shall (a) keep minutes of Board meetings; (b) be
135 responsible for providing notice to each director as required by these bylaws, the Articles of
136 Incorporation, and otherwise by law; (c) be the custodian of corporate records; (d) keep a register
137 of the names and addresses of each officer and director; and (e) perform all duties incident to the
138 office and other duties assigned by the executive director or the Board.

139 Section 6.09. Treasurer. The treasurer shall (a) have charge and custody over corporate
140 funds and securities; (b) keep accurate books and records of corporate receipts and
141 disbursements; (c) deposit all monies and securities received by the Corporation at such
142 depositories in the Corporation's name that may be designated by the Board; (d) complete all
143 required corporate filings; and (e) perform all duties incident to the office and other duties
144 assigned by the executive director or the Board.

145 **ARTICLE VII – CORPORATE DOCUMENTS**

146 Section 7.01. Documents. All corporate documents (including stocks, bonds, agreements,
147 insurance and annuity contracts, qualified and nonqualified deferred compensations plans,
148 checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any
149 officer, designated agent, or attorney-in-fact unless authorized by the Board or these bylaws.

ARTICLE VIII - INDEMNIFICATION

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Section 8.01. Non-derivative Actions. Subject to all of the other provisions of this article, the Corporation shall indemnify any person who was or is party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation).

Such indemnification shall apply only to a person who was or *is* a director or officer of the Corporation or who was serving at the request of the Corporation as a director, officer, partner, employee, trustee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit.

The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in the connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolocontendere, consents shall be filed with the minutes of the committee's proceedings.

Section 8.02. Derivative Actions. Subject to all of the provisions of this article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the Corporation, or (b) the person was or *is* serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such 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 Corporation. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the Corporation unless and only to the extent that the court: in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all the circumstances of the

182 case, the person is fairly and reasonably entitled to indemnification for the expenses that the
183 court considers proper.

184 Section 8.03. Expenses of Successful Defense. To the extent that a person has been
185 successful on the merits or otherwise in defense of any action, suit, or proceeding referred to
186 sections 8.01 and 8.02 of this article, or in a defense of any claim, issue, or matter in the action,
187 suit, or proceeding, the person shall be indemnified against any expenses (including actual and
188 reasonable attorney fees) incurred in connection with the action and in any proceeding brought to
189 enforce the mandatory indemnification provided in this article.

190 Section 8.04. Contract Right - Limitations on Liability. The right to indemnification
191 conferred in this article shall be a contract right and shall apply to services of a director or officer
192 as an employee or agent of the Corporation as well as in such person's capacity as a director or
193 officer. Except as provided in section 8.03 of this article, the Corporation shall have no obligations
194 under this article to indemnify any person in connection with any proceeding, or part thereof,
195 initiated by such person without authorization of the Board.

196 Section 8.05. Determination that Indemnification Is Proper. Any indemnification under
197 sections 8.01 or 8.02 or this article (unless ordered by a court) shall be made by the Corporation
198 only as authorized in the specific case. The Corporation must determine that indemnification of
199 the person is proper in the circumstances because the person has met the applicable standard of
200 conduct set forth in sections 8.01 and 8.02 of this article, whichever section may apply. Such
201 determination shall be made in any of the following ways:

- 202 (A) By a majority vote of a quorum of the Board consisting of directors who were
203 (B) not parties to such action, suit or proceeding.
204 (C) If the quorum described in clause (A) is not obtainable, then by a committee of
205 directors who are not parties to the action. The committee shall consist of not less
206 than two disinterested directors.
207 (D) By independent legal counsel in a written opinion.

208 Section 8.06. Proportionate Indemnity. If a person is entitled to indemnification under
209 sections 8.01 or 8.02 of this article for a portion of expenses, including attorney fees, judgments,
210 penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation
211 shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or
212 amounts paid in settlement for which the person is entitled to be indemnified.

213 Section 8.07. Expenses Advance. Expenses incurred in defending a civil or criminal action,
214 suit, or proceeding described in sections 8.01 or 8.02 of this article may be paid by the

215 Corporation in advance of the final disposition of the action, suit, or proceeding, on the receipt of
216 an undertaking by or on behalf on the person involved to repay the expenses if it is ultimately
217 determined that the person is not entitle to be indemnified by the Corporation. The undertaking
218 shall be an unlimited general obligation of the person on whose behalf advances are made, but
219 need not be secured.

220 Section 8.08. Nonexclusivity o f Rights. The indemnification or advancement of expenses
221 provided under this article is not exclusive of other rights to which a person seeking
222 indemnification or advancement of expenses may be entitled under a contractual agreement with
223 the Corporation. However, the total amount of expenses advanced or indemnified from a11
224 sources combined shall not exceed the amount of actual expenses incurred by the person
225 seeking indemnification or advancement of expenses.

226 Section 8.09, Indemnification of Employees and Agents of the Corporation. The
227 Corporation may, to the extent authorized from time to time by the Board, grant rights to
228 indemnification and to the advancement of expenses to any employee or agent of the Corporation
229 to the fullest extent of the provisions of this article with respect to the indemnification and
230 advancement of expenses of directors and officers of the Corporation.

231 Section 8.10. Former Directors and Officers. The indemnification provided in this article
232 continues for a person who has ceased to be a director or officer and shall inure to the benefit of
233 the heirs, executors, and administrators of that person. Section 8.1 1. Insurance. The Corporation
234 may purchase and maintain insurance on behalf of any person who (a) was or is a director,
235 officer, employee, or agent of the Corporation, or (b) was or is serving at the request of the
236 Corporation as a director, officer, employee, or agent of another corporation, partnership, joint
237 venture, trust, or other enterprise. Such insurance may protect against any liability asserted
238 against the person and incurred by him or her in any such capacity or arising out of his her status
239 as such, whether or not such other corporation would have power to indemnify against such
240 liability under this article or the laws of the State of Michigan.

241 Section 8.12. Changes in Michigan Law. If there are any changes in the Michigan statutory
242 provisions applicable to the Corporation and relating to the subject matter of this article, then the
243 indemnification to which any person shall be entitled shall be determined by such changed
244 provisions, but only to the extent that any such change permits the Corporation to provide
245 broader indemnification rights than such provisions permitted the Corporation to provide before
246 any such change.

247 **ARTICLE IX - COMPENSATION**

248 Section 9.01. Compensation. When authorized by the board, a person shall be reasonably
249 compensated for services rendered to the Corporation as an officer, director, employee, agent, or
250 independent contractor, except as prohibited by these bylaws.

251 **ARTICLE X – FISCAL YEAR**

252 Section 10.01. Fiscal Year. The fiscal year of the corporation shall be set by the Board,

253 **ARTICLE XI - AMENDMENTS**

254 Section 11 -01. Amendments. The Board at any regular or special meeting may amend,
255 *modify*, or repeal these bylaws or adopt new bylaws by a vote of a majority of the directors, if
256 notice setting forth the terms of the proposed amendments, modifications or new bylaws has
257 been given in accordance with any notice requirement for such meeting of the Board.

258 These bylaws were adopted as for the bylaws of Michigan N.O.R.M.L., a Michigan not-for profit-
259 corporation, at the First Meeting of incorporators and at the First Meeting of the Board of
260 Directors held on the *30th of January, 2003*