

By-Laws of ASIFA Central

Article I

Offices

Section 1. Office Location

The corporation shall maintain in the State of Michigan a registered office and a registered agent, at such office and may have other offices within or without the state.

Article II

Members

Section 1. Classes of Members

The Corporation shall consist of a Board of Directors. The Board of Directors are then responsible for nominating Officers. The Board of Directors and the Officers are elected from the membership. The Board of Directors and the Officers must have been members of the Corporation for at least one year, meaning, they must have been members in good standing at the International Member level of membership.

The corporation shall have two classes of members: International Member and Student Member. The designation of such class and the qualifications of the members of such class shall be as follows:

Section 2. Election of Members

Members shall be elected by the board of directors. An affirmative vote of two-thirds of the directors shall be required for election.

Section 3. Voting Rights

Each International member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership

The board of directors by affirmative vote of two-thirds of all the members of the board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for a period fixed in Article XII of these by-laws.

Section 5. Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. Reinstatement

Upon written request signed by a former member and filed with the Secretary, the board of directors may by the affirmative vote of two-thirds of the members of the board reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

Section 7. Transfer of Membership

Membership in this corporation is not transferable or assignable.

Section 8. No Membership Certificates

No membership certificates of the corporation shall be required.

Article III

Meetings of Members

Section 1. Annual Meeting

The Board shall hold an annual meeting for the transaction of such other business as may come before the meeting. The meeting shall be called by the board of directors.

Section 2. Special Meeting

Special meetings of the members may be called either by the president, the board of directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting

The board of directors may designate any place 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 be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Michigan.

Section 4. Notice of Meetings

Written notice stating the place, date, and hour of any meetings of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than forty days before the date of such meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the corporation, with postage thereon applied.

Section 5. Informal Action by Members

Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum

The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 7. Proxies

Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for them by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provided for a longer period.

Article IV

Board of Directors

Section 1. General Powers

The affairs of the corporation shall be managed by its board of directors.

Section 2. Number, Tenure, and Qualifications

Originally, the number of directors was limited to six (6) individuals. As per a Board vote on July 18, 2021, the number of directors was expanded to a maximum of twelve (12) individuals. Each director shall hold office for three years, until the annual meeting of members (on that third year) and until their successors shall have been elected and qualified. Directors need not be residents of Michigan or members of the corporation, but must be members in good standing for at least one year. The number of directors may be decreased to not fewer than three (3) or increased to any number from time to time by amendment of this section, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation.

Section 3. Regular Meetings

A regular annual meeting of the board of directors shall be held without other notice than these by-laws, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meeting

Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

Section 5. Notice

Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice to each director at their address as shown by the records of the corporation. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the corporation, with postage thereon applied. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by pony express, such notice shall be deemed to be delivered when stuffed in the backpack of the pony express rider and the proper amount of oats have been fed to the delivering pony.

Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the 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 6. Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 7. Manner of Acting

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 statute, these by-laws, or the articles of incorporation.

Section 8. Vacancies

Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors unless the articles of incorporation, a statute, or these by-laws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 9. Compensation

Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

Article V

Officers

Section 1. Officers

The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary, and such assistant treasurers, assistant secretaries, or other officers as may be elected by the board of directors. Officers whose authority and duties are not prescribed in these by-laws shall 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, except the offices of president and secretary.

Section 2. Election and Terms of Office

The officers of the corporation shall be elected every three years by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies

may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

To prevent a turnover of the entire Board of Directors and the Officers happening at the same time, at the discretion of the Board of Directors, the three year terms that Officers serve can be staggered by either adding one or two years to their term or removing one or two years from their term. A majority vote by the Board of Directors shall be required to approve the staggering of an Officer's term of service.

Section 3. 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 interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. President

The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, they shall be in charge of the business and affairs of the corporation; they shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, they shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. They shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, they may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and they may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. They may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

Section 5. Vice President

The vice-president (or in the event there be more than one vice-president, each of the vice-presidents) shall assist the president in the discharge of their duties as the president may direct and shall perform such other duties as from time to time may be assigned to them by the president or by the board of directors. In such absence of the president or in the event of their inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents, in the order designated by the board of directors, or by the president if the board of directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to

another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, the vice-president (or any of them if there are more than one) may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed, and they may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

Section 6. Treasurer

The treasurer shall be the principal accounting and financial officer of the corporation. They shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to them by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 7. Secretary

The secretary shall record 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 fully 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 corporation; keep a register of the post office address of each member which shall be furnished to the secretary by each member; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to them by the president or by the board of directors.

Section 8. Assistant Treasurers and Assistant Secretaries

The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors. 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.

Article VI:

Committees

Section 1. Committees of Directors

The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or by individual director, of any responsibility imposed upon it or them by law.

Section 2. Other Committees

Other committees not having and exercising the authority of the board of directors in the corporation 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 such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairperson

One member of each committee shall be appointed chairperson.

Section 5. 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 6. 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. Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

Article VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts

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 or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or 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. 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 or a vice president of the corporation.

Section 3. 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.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest or, devise for the general purposes or for any special purpose of the corporation.

Article VIII

Certificates of Membership

Section 1. Certificates of Membership

The board of directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary and shall bear the corporation's seal which may be in facsimile. The name and address of each member shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the board of directors may determine.

Section 2. Issuance of Certificates

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in their name and delivered to them by the secretary, or the secretary's designated assistant, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

Article IX

Books and Records

The corporation shall keep correct and complete books and records of 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 the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time.

Article X

Fiscal Year

The fiscal year of the corporation shall be fixed by resolution by the board of directors.

Article XI

Dues

Section 1. Annual Dues

The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 2. Payment of Dues

Dues shall either be payable in advance on the first day of July in each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

Or, dues shall be payable every year based upon the prior year's date when the member last paid their dues.

Section 3. Default and Termination of Membership

When any member of any class shall be in default in the payment of dues for a period of 12 months from the beginning of the period for which such dues became payable, their membership may thereupon be terminated by the board of directors in a manner provided in Article II of these by-laws.

Article XII

Seal

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Michigan."

Article XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Michigan or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV

Amendments

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the by-laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.