

Michigan Swimming, Inc.
RESOLUTION OF THE BOARD OF DIRECTORS
B.Res. 2021-08-002

WHEREAS, Michigan Swimming, Inc. is a domestic non-profit corporation incorporated in the state of Michigan (“the Corporation”);

WHEREAS, the Corporation is subject to the NONPROFIT CORPORATION ACT (PA 162 of 1982; MCL 450.2101 – MCL 450.3192), a Michigan statute (“the Statute”);

WHEREAS, the Corporation is principally governed by its bylaws (“the Corporate Bylaws”) and articles of incorporation (“Articles of Incorporation”);

WHEREAS, the Corporation’s Board of Directors (“the Board of Directors”) is responsible for the general day-to-day management of the Corporation in the interim of meetings of the Corporation’s House of Delegates;

WHEREAS, the Corporate Bylaws provide that “the annual meeting of the House of Delegates of MISI shall be held in the Fall”;

WHEREAS, the Board of Directors is explicitly authorized by the Corporate Bylaws to “call regular or special meetings of the Board of Directors or House of Delegates”;

WHEREAS, the Corporate Bylaws require “twenty (20) days’ notice be given to each member of the House of Delegates for any annual, regular or special meeting of the House of Delegates” (“the Notice”);

WHEREAS, the Corporate Bylaws require the Notice “shall contain the time, date, and site [of the meeting]”;

WHEREAS, the Corporate Bylaws provide that notice may be provided via electronic message to a member’s last-known e-mail address on file with the Corporation;

WHEREAS, the Board of Directors wishes to propose a change to the Articles of Incorporation for the purpose of filing Form 1023 with the United States Department of the Treasury - Internal Revenue Service;

WHEREAS, the Statute (MCL 450.2611(3) and MCL 450.2611(4)) requires that all members entitled to vote be notified in writing of the meeting that the amendment to the Articles of Incorporation will be considered at least ten (10) days prior to the meeting and that those members entitled to vote must be provided a copy of the amendment to the Articles of Incorporation with the notice;

WHEREAS, the Board of Directors wishes to call the 2021 annual meeting of the Corporation's House of Delegates in accordance with the Corporate Bylaws and the Statute;

NOW, THEREFORE, BE IT RESOLVED, the annual meeting of the Corporation's House of Delegates be held on Sunday, October 3, 2021 at 1:00pm Eastern Time at the Detroit Marriott Livonia located at 17100 N Laurel Park Drive North, Livonia, Michigan 48152 ("the Annual Meeting");

RESOLVED, the Annual Meeting may be conducted virtually via teleconference software should COVID-19 protocols require it in the sole discretion of the Board of Directors or its designee;

RESOLVED, should the Annual Meeting be required to be conducted virtually via teleconference software, there shall be no new notice required so long as the date and time of the Annual Meeting remain the same and the notice includes a provision that explicitly states that the meeting may be moved remote if so required;

RESOLVED, the draft notice of the Annual Meeting as tabled before the Board of Directors, for convening the meeting, be and is hereby approved;

RESOLVED, the Secretary of the Board of Directors be and is hereby authorized to sign the same and send to all members of the Corporation's House of Delegates entitled to vote via e-mail to the member's last known address as is on file with the Corporation via the SWIMS database;

RESOLVED, the Secretary of the Board of Directors be and is hereby authorized to sign the same and publish to the Corporation's website;

RESOLVED, the Secretary of the Board of Directors must include the proposed amendment to the Articles of Incorporation with the notice of the Annual Meeting in any place where it is distributed or posted.