

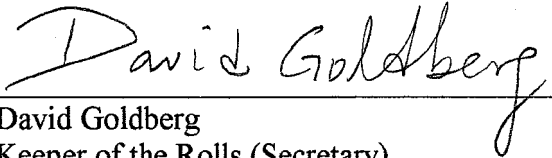
FRIENDS OF THE UNIVERSITY OF MICHIGAN GILBERT AND SULLIVAN SOCIETY
(FUMGASS)

BOARD OF DIRECTORS

ADOPTION OF BYLAWS

By unanimous consent of the Directors of the Corporation, being Don Devine, John Alexander, David Keosaian, David Goldberg, Daniel Florip, Margie Warrick, and Mitchell Gillett, as signified in person or by written communication, the attached Bylaws are adopted for the Corporation this 10th day of April, 2009, the same having immediate effect.

DATED: April 10, 2009



David Goldberg
Keeper of the Rolls (Secretary)

FRIENDS OF THE UNIVERSITY OF MICHIGAN GILBERT AND SULLIVAN SOCIETY
(FUMGASS)

BYLAWS

Adopted by the Board of Directors April 10, 2009

Section 1 – Purpose

In addition to those purposes described in the FUMGASS Articles of Incorporation, the purposes of the Corporation are as follows:

1.1 – Community Interest. To engender and maintain community interest in the University of Michigan Gilbert and Sullivan Society (UMGASS) and the Gilbert & Sullivan operas.

1.2 – Support of UMGASS. To provide such financial support to UMGASS as the Board of Directors may deem proper, including providing opportunities for scholarships to deserving members of UMGASS.

1.3 – Assistance to UMGASS. To provide advice and assistance to the UMGASS Executive Board when requested. UMGASS has shown itself able to manage its own affairs and FUMGASS should in no way become involved with UMGASS management unless specifically requested to do so by the president of UMGASS.

1.4 – Publication of GASBAG. To ensure the publication of *GASBAG* on a more-or-less regular basis, and to serve as an international medium of exchange for news and opinions pertaining to the Gilbert & Sullivan operas.

1.5 – Fellowship. To provide a chance for Geeandessophiles to meet other kindred souls (including members of UMGASS) in social or working environments.

Section 2 – Membership

2.1 – Requirements. Membership in FUMGASS is open to anyone who pays at least the minimum annual dues as established from time to time by the Board of Directors. In the case of couples, payment of single annual dues entitles both to membership status. Active members of

UMGASS may also concurrently be members of FUMGASS upon payment of dues. Men and women are equally welcome to join as members or to serve FUMGASS in any way; all further references herein to the masculine shall be interpreted to include the feminine as the case may require.

2.2 – Privileges. All members of FUMGASS who do not specifically decline shall receive subscriptions to *GASBAG*, be entitled to attend FUMGASS parties and events, and be entitled to such other perks and privileges as the Board of Directors may from time to time establish. Couples paying single annual membership dues shall not be entitled to double membership privileges in regards to *GASBAG* subscriptions, complimentary tickets, and other privileges bestowed on a per-member basis.

2.3 – Membership Levels. The Board of Directors may from time to time establish membership levels based on the amount of a member's paid annual dues, and may create additional privileges for higher membership levels.

2.4 – Honorary and Complimentary Memberships. The Board of Directors may create honorary or complimentary memberships at any membership level for such individuals or organizations as it may select in its sole and absolute discretion, and the Board may at any time revoke such honorary or complimentary memberships.

Section 3 – Board of Directors

3.1 – Number and Term. FUMGASS is organized on a directorship basis under the maxim of “despotism tempered by dynamite.” The business and affairs of FUMGASS shall be managed by a Board of Directors consisting of not fewer than five Directors, from which the Officers of FUMGASS shall be elected. Temporary vacancies in Director positions resulting in fewer than five Directors shall not bar the remaining Directors from voting or transacting the business of FUMGASS. Directors shall be chosen by the Board and shall serve terms of three years commencing on the date of their selection by a majority of the Board. Directors may be selected to consecutive terms without limitation. The current three-year terms of the Directors serving on the date of adoption of these Bylaws shall be deemed to commence upon adoption. These Directors are:

Don Devine
John Alexander
David Keosaian
David Goldberg
Daniel Florip
Margie Warrick
Mitchell Gillett

3.2 – Vote. Each Director shall have one vote.

3.3 – Procedures. The Board may make such rules and regulations governing its meetings as it may in its sole discretion deem necessary.

3.4 – Powers. The Board shall have the sole power to control and manage the affairs and business of FUMGASS. The Board shall only act in the name of the Corporation when it shall be duly convened by its Chairman or when it acts through its Executive Committee.

3.5 – Vacancies. Vacancies in the Board shall be filled by the remaining Directors, though they may be less than a quorum, as if selecting or adding a new Director.

3.6 – Resignation and Removal. A Director may resign at any time, and the resignation shall take effect on receipt of written notice by the Board or at a subsequent time set forth in the notice of resignation. A Director may be removed by majority vote of the other Directors when sufficient cause exists for such removal in the sole and absolute discretion of the other Directors. The Board may entertain charges against any Director. Any Director who is a party to such charges may choose to be represented by legal counsel at the Director's private expense. The Board may adopt any such rules governing a removal hearing as it may in its sole discretion deem necessary and in the best interests of FUMGASS.

3.7 – Officers. From time to time at the Board's sole discretion, the Board shall elect from its member Directors its Officers, including a President, Vice President, Treasurer, Keeper of the Rolls, and *GASBAG* Editor. The President shall be Chairman of the Board of Directors. The Officers serving on the date of adoption of these Bylaws shall be deemed re-elected upon adoption. These Officers are:

Don Devine, President
John Alexander, Vice President
David Keosaian, Treasurer
David Goldberg, Keeper of the Rolls
Daniel Florip, *GASBAG* Editor

3.8 – Compensation. No Officer or Director shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving compensation from FUMGASS for services performed other than as an Officer or Director, or to prevent an Officer or Director from receiving reimbursement for expenses paid on behalf of FUMGASS.

3.9 – Employees. The Board shall hire, determine the duties, and fix the compensation of any and all employees which the Board in its sole discretion may deem necessary for the conduct of the business of FUMGASS, subject to applicable employment laws.

3.10 – UMGASS Liaison. The Board shall appoint an Officer, Director, employee, or volunteer to act as liaison to the UMGASS Executive Board. The UMGASS Liaison shall regularly communicate with the President of FUMGASS, remain abreast of issues pertaining to the management and cooperation of both FUMGASS and UMGASS, and otherwise act as the UMGASS Executive Board's method of communicating with FUMGASS.

Section 4 – Duties and Powers of Officers

4.1 – The President. The President shall:

- A. Preside at all meetings of the Board and of the membership as Chairman.
- B. Provide overall leadership, including, without limitation, planning future actions, appointing members and chairs of committees which the Board may create, communicating with the UMGASS Liaison, and determining allocation of resources.
- C. Provide an annual report to the membership to be mailed with an appeal for continued financial support.
- D. Ensure that all books, reports, and certificates required by law are properly kept and filed.
- E. Be entitled to execute and sign the checks or drafts of FUMGASS.
- F. Act as the sole official spokesman for FUMGASS in all matters, except such matters as may require action by the Board, and except in such instances when this power is delegated.
- G. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

4.2 – The Vice President. The Vice President shall:

- A. In the event of the resignation or inability of the President to exercise his office, become President of FUMGASS with all the rights, privileges, and powers thereto as if he had been duly elected President.
- B. Preside at all meetings of the Board and of the membership as Chairman in the absence of the President.
- C. Make arrangements for meetings, parties, and Cozy Corner workers, and undertake such other specific responsibilities as may be requested by the President.

4.3 – The Treasurer. The Treasurer shall:

- A. Preside at all meetings of the Board as Chairman in the absence of the President and Vice President.
- B. Have the care and custody of all monies belonging to FUMGASS, and keep an accounting of all monies.

- C. Cause to be deposited in a regular bank or credit union, or in such other financial accounts held by FUMGASS, all monies belonging to FUMGASS.
- D. Tender financial statements to the Board at all meetings of the Board.
- E. Act as the initial receiver of all bills and invoices, and pay all such bills and invoices as the Board may direct.
- F. Be entitled to execute and sign the checks or drafts of FUMGASS.
- G. With assistance from the Keeper of the Rolls, provide receipts and other necessary tax documents to members for annual dues.
- H. Have such powers as may be reasonably construed as belonging to the treasurer of an organization.

4.4 – The Keeper of the Rolls. The Keeper of the Rolls shall:

- A. Act as the initial receiver of all income, and keep a financial record independent from that of the Treasurer.
- B. Maintain an accurate and current mailing list of all members and complimentary *GASBAG* subscriptions.
- C. Assist the President in mailing out the annual report, and assist the *GASBAG* Editor in mailing out issues of *GASBAG*.
- D. Be the official custodian of the minutes and records of FUMGASS.
- E. Cause to be served all notices required in these Bylaws, the Articles of Incorporation, or applicable statute.
- F. Attend to all correspondence or communications of FUMGASS.
- G. Attend to the publication of recognition of contributors in the UMGASS program or as appropriate, and notify UMGASS or its designee of those FUMGASS members who are eligible to receive complimentary tickets.
- H. Have such powers as may be reasonably construed as belonging to the secretary of an organization.

4.5 – The *GASBAG* Editor. The *GASBAG* Editor shall:

- A. Be responsible for all aspects of *GASBAG* publication except as otherwise specified.
- B. Maintain full responsibility for the content of *GASBAG*.

C. Maintain full responsibility for times of *GASBAG* publication and *GASBAG* expenses, within the parameters set by the Board.

4.6 – Delegation of Duties. The duties and powers enumerated for each Officer may be duly delegated to another Officer, Director, employee, or volunteer of FUMGASS as the Board may deem necessary, except in the case of executing and signing the checks or drafts of FUMGASS. In all cases, each Officer shall be ultimately responsible for the proper exercise of his duties and powers, whether or not delegated. In the event of an Officer position being vacant, the remaining Officers or Directors shall be empowered to perform the powers and duties of the vacant position.

Section 5 – Meetings and Quorum

5.1 – Meetings of the Board. The Board of Directors shall meet in regular session annually, generally in the winter of each year. Special meetings of the Board may be called by the President when he deems necessary, or at the request of any other Director. Notice of meetings and the purpose thereof shall be delivered to Directors by hand or other method at least 10 days before such meeting.

5.2 – Waiver of Notice. Notice of the time, place, and purpose of any meeting may be waived orally or in writing before or after the meeting is held. Attendance at any meeting constitutes a waiver of notice, except when a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.3 – Quorum. The presence of greater than 50% of the serving Directors shall constitute a quorum and shall be necessary to conduct the business of FUMGASS and all votes of the Board. A lesser number may adjourn meetings from time to time, and notice of a rescheduled meeting shall be given to all absent Directors.

5.4 – Voting. The Board may enact such voting procedures as it may deem necessary, and may resolve to hold meetings, conduct votes, and transact business via telephone, e-mail, or otherwise.

5.5 – Meetings of the Membership. The Board of Directors shall cause to be scheduled an annual meeting of the entire membership to coincide with the traditional FUMGASS Afterglow party for the UMGASS spring production, or to occur at such other time as the Board may direct. The purposes of the annual meeting of the membership will be to encourage fellowship, allow the Board an opportunity to casually report to the membership and hear concerns, encourage members to volunteer to help carry on the work of FUMGASS, and otherwise to have a really fun time. Every effort shall be made to encourage attendance (and perhaps entertainment) by the members and by currently active members of UMGASS. In the absence of the President and the Vice President from a meeting of the membership, any Officer or Director may preside.

Section 6 – Committees

6.1 – Creation and Term. From time to time the Board of Directors may in its discretion create committees to further the goals and interests of FUMGASS, or appoint persons to serve on joint committees with UMGASS appointees. A term of office shall be assigned to each committee at the time of its creation. The Board may also create any number of standing committees.

6.2 – Executive Committee. Except in the case of amending the FUMGASS Articles of Incorporation or Bylaws, or removal of a Director, notwithstanding anything else herein to the contrary, policy decisions for FUMGASS may be made at any time by the President with the concurrence of at least two other members of the Executive Committee, and shall be deemed proper and valid actions of the Board of Directors. The Executive Committee shall consist solely of the aforementioned Officers: the President, Vice President, Treasurer, Keeper of the Rolls, and GASBAG Editor.

Section 7 – Miscellaneous Provisions

7.1 – Fidelity Insurance. The Board of Directors may require that all Officers, Directors, employees, and others who are responsible for handling FUMGASS funds obtain adequate fidelity coverage to protect against dishonest acts, the cost of which shall be an expense of FUMGASS.

7.2 – Signing of Documents. All checks, drafts, and orders for payment of money shall be signed in the name of FUMGASS by a duly authorized Officer or Officers. When the signing of any contract, conveyance, or other document of title has been authorized without specification of the signing Officers, the President may undertake the signing in the name or on behalf of FUMGASS without attestation, acknowledgement, or seal.

7.3 – Seal. Any seal of FUMGASS shall be kept by the Keeper of the Rolls and shall have inscribed the name of the Corporation and the words “Corporate Seal, Michigan.” The seal may be used by causing it to be impressed or affixed on a document.

7.4 – Fiscal Year. The fiscal year of FUMGASS shall be fixed by resolution of the Board of Directors.

7.5 – Tax-Exempt Status. FUMGASS is a tax-exempt nonprofit corporation pursuant to the United States Internal Revenue Code, 26 U.S.C. § 501(c)(3). Any provision herein the operation of which would result in depriving FUMGASS of its tax-exempt status shall be deemed void and ineffective.

7.6 – Conflicting Provisions. In the event of a conflict between the laws of the State of Michigan and any of the Corporation’s documents, the laws of the State of Michigan shall govern. In the event of a conflict between the provisions of any two or more of the

Corporation's documents, the following order of priority shall be applied, and the provisions of the document having the highest priority shall govern:

1. Articles of Incorporation.
2. These Bylaws.
3. Procedural rules and regulations enacted by the Board of Directors.
4. Resolutions and other actions of the Board of Directors.

7.7 – Repealer. All previously enacted Bylaws of FUMGASS are hereby repealed and replaced by these Bylaws.

7.8 – Amendment. These Bylaws may be altered, amended, augmented, or repealed by affirmative vote of not less than two thirds of the entire serving Board of Directors.