

SELF-STORAGE ASSOCIATION OF MICHIGAN BYLAWS

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE 1 PURPOSES AND DEFINITIONS	1
SECTION 1.1 Purposes	1
SECTION 1.2 Definitions.....	1
ARTICLE 2 OFFICES.....	1
SECTION 2.1 Principal Office	1
SECTION 2.2 Registered Office	1
SECTION 2.3 Other Business Offices.....	1
ARTICLE 3 MEMBERS	1
SECTION 3.1 Membership Corporation	1
SECTION 3.2 Qualification for Membership.....	1
SECTION 3.3 Classes of Membership	2
SECTION 3.4 Owner/Operator Members	2
SECTION 3.5 Vendor Members.....	2
SECTION 3.6 Voting Members	2
SECTION 3.7 Member Admission.....	2
SECTION 3.8 Fees and Dues	2
SECTION 3.9 Membership Book.....	2
SECTION 3.10 Non-Transferability of Membership	3
SECTION 3.11 Termination of Membership	3
SECTION 3.12 Non-Liability of Members	3
SECTION 3.13 Annual Member Meeting	3
SECTION 3.14 Special Member Meeting.....	3
SECTION 3.15 Place of Member Meeting.....	3
SECTION 3.16 Notice of Member Meeting.....	3
SECTION 3.17 Waiver of Notice by Members.....	4
SECTION 3.18 Quorum for Member Meetings	4
SECTION 3.19 Proxies for Member Meetings.....	4
SECTION 3.20 Voting of Members	4
SECTION 3.21 Member Meeting Participation By Teleconference	4
ARTICLE 4 DIRECTORS	5
SECTION 4.1 General Powers	5
SECTION 4.2 Number of Directors	5
SECTION 4.3 Qualifications of Directors.....	5
SECTION 4.4 Election of Directors	5
SECTION 4.5 Term of Office	5
SECTION 4.6 Initial Directors	5
SECTION 4.7 Removal of Directors	5
SECTION 4.8 Resignation of Directors	6
SECTION 4.9 Board Vacancies	6
SECTION 4.10 Compensation.....	6
SECTION 4.11 Regular Meeting of Directors	7

SECTION 4.12 Special Meetings of Directors.....	7
SECTION 4.13 Conduct of Board Meetings	7
SECTION 4.14 Notice and Waiver	7
SECTION 4.15 Quorum of Directors	8
SECTION 4.16 Manner of Board Action	8
SECTION 4.17 Meeting by Teleconference or Similar Method	8
SECTION 4.18 Board Action without Meeting	8
ARTICLE 5 COMMITTEES OF THE BOARD OF DIRECTORS	8
SECTION 5.1 Executive Committee.....	8
SECTION 5.2 Other Committees	8
SECTION 5.3 Meetings and Action of Committees	8
ARTICLE 6 OFFICERS	9
SECTION 6.1 Designation of Officers.....	9
SECTION 6.2 Election of Officers and Term of Office.....	9
SECTION 6.3 Removal and Resignation of Officers.....	9
SECTION 6.4 Vacancies	9
SECTION 6.5 President.....	9
SECTION 6.6 Vice-President.....	10
SECTION 6.7 Secretary.....	10
SECTION 6.8 Treasurer	10
SECTION 6.9 Assistants and Acting Officers.....	11
SECTION 6.10 Compensation.....	11
SECTION 6.11 Filling More Than One Office	11
SECTION 6.12 Honorary Officers	11
ARTICLE 7 CONTRACTS, LOANS, CHECKS AND DEPOSITS	12
SECTION 7.1 Contracts and Execution of Instruments	12
SECTION 7.2 Contracts Between Corporation and Related Persons.....	12
SECTION 7.3 Loans.....	12
SECTION 7.4 Checks and Negotiable Instruments.....	12
SECTION 7.5 Deposits.....	12
SECTION 7.6 Gifts.....	13
ARTICLE 8 CORPORATE RECORDS AND REPORTS	13
SECTION 8.1 Maintenance of Corporate Records.....	13
SECTION 8.2 Record Inspection Rights of Directors.....	13
SECTION 8.3 Right to Copy and Make Extracts	13
SECTION 8.4 Periodic Report	13
ARTICLE 9 INDEMNIFICATION.....	13
SECTION 9.1 Non-Derivative Actions	13
SECTION 9.2 Derivative Actions	14
SECTION 9.3 Expenses of Successful Defense	14
SECTION 9.4 Definition of Other Enterprises.....	14
SECTION 9.5 Contract Right; Limitation on Indemnity.....	15

SECTION 9.6 Determination That Indemnification is Proper	15
SECTION 9.7 Proportionate Indemnity	15
SECTION 9.8 Expense Advance	15
SECTION 9.9 Non-Exclusivity of Rights	15
SECTION 9.10 Indemnification of Employees and Agents of the Corporation	15
SECTION 9.11 Indemnification of Former Directors and Officers	16
SECTION 9.12 Insurance	16
SECTION 9.13 Changes in Michigan Law	16
ARTICLE 10 AMENDMENT OF BYLAWS.....	16
SECTION 10.1 Amendment of Bylaws by Board of Directors.....	16
SECTION 10.2 Implied Amendments.....	16
ARTICLE 11	16
ARTICLE 12 CONSTRUCTION AND TERMS.....	16
SECTION 12.1 Construction and Terms.....	16

BYLAWS
OF
SELF-STORAGE ASSOCIATION OF MICHIGAN

ARTICLE 1
PURPOSES AND DEFINITIONS

SECTION 1.1 **Purposes.** The Self-Storage Association of Michigan (the “Corporation”) is organized pursuant to the Michigan Nonprofit Corporation Act, 1982 PA 162, as amended, MCL 450.2101 to 450.3192 (the “Nonprofit Corporation Act”) and shall be operated within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and for the purposes set forth in the Corporation’s Articles of Incorporation.

SECTION 1.2 **Definitions.** Unless otherwise stated in these Bylaws, all of the terms used in these Bylaws have the meaning set forth in the Nonprofit Corporation Act.

ARTICLE 2
OFFICES

SECTION 2.1 **Principal Office.** The Principal Office of the Corporation is located in Ingham County, Michigan at 2222 Association Drive, Okemos, Michigan 48864.

SECTION 2.2 **Registered Office.** The Registered Office of the Corporation may be the same as the Principal Office of the Corporation, but in any event must be located in the State of Michigan and be the business office of the resident agent, as required by the Nonprofit Corporation Act.

SECTION 2.3 **Other Business Offices.** The Corporation may have other business offices at such other places, either within or without the State of Michigan, as the Board of Directors may designate, and as the business and activities of the Corporation may necessitate.

ARTICLE 3
MEMBERS

SECTION 3.1 **Membership Corporation.** The Corporation is a membership corporation. There is no limit on the number of Members the Corporation may admit. The business, property, and affairs of the Corporation shall be managed by a Board of Directors.

SECTION 3.2 **Qualification for Membership.** Any profit corporation, nonprofit corporation, governmental organization, community organization, educational institution, or other enterprise or individual supportive of the Corporation’s goals, policies and procedures is qualified to become a Member of the Corporation. The Corporation’s Board of Directors shall determine whether support for the Corporation’s goals, policies, and procedures exists.

SECTION 3.3 **Classes of Membership.** The Members shall consist of the following classes of membership: owner/operator members (primary and secondary) and vendors. The Board of Directors may provide for other classes of membership.

SECTION 3.4 **Owner/Operator Members.** Any person, or any entity, that either (a) engages directly in the operation of a self-storage facility within the State of Michigan, and/or (b) owns, either directly or indirectly, an interest in a self-storage facility, which is thereby actively and legitimately engaged in the business of self-storage, shall be eligible for owner/operator membership in the Corporation.

SECTION 3.5 **Vendor Members.** Any person, or entity, that does not qualify for membership in the Corporation as an owner/operator member but who is in a business which directly serves or is otherwise interested in the self-storage industry may be an vendor member.

SECTION 3.6 **Voting Members.** All members have the following rights and privileges:

- (a) eligibility to vote in all elections of the Board of Directors and other matters which may come before the membership;
- (b) eligibility for nomination to and service on the Board of Directors;
- (c) eligibility for nomination to and service as an Officer of the Corporation;
- (d) eligibility to fully participate in Committees, and to be appointed or elected to their Chairs;
- (e) eligibility to attend all Member meetings; and
- (g) such other privileges and benefits as may be established by the Board of Directors.

Except for election of Directors at the annual meeting, Members shall otherwise have no vote in the affairs of the Corporation.

SECTION 3.7 **UUUUUUUUMember Admission.** Qualified applicants shall be admitted to membership upon completion of a Registration Form and payment of fees and dues.

SECTION 3.8 **Fees and Dues.** The dues for membership shall be determined annually and may be changed from time to time by the Board of Directors. Additionally, the Board of Directors may provide for other fees related to membership. The Board of Directors may use any reasonable method for determining the amount of dues or fees. Billing and collecting of dues and fees shall be determined by the Board of Directors. Nothing in this section shall prohibit the Board of Directors from setting various dues amounts based upon class of membership. If any Member is delinquent in the payment of dues or fees, such Member's rights, including all voting rights, shall be deemed revoked upon written notice from the Corporation until all delinquent dues are paid.

SECTION 3.9 **Membership Book.** The Corporation shall keep at its business office a membership book containing the name and address of each Member and the date upon which the

applicant became a Member. Termination of the membership of any Member shall be recorded in the book, together with the date of termination of such membership. The membership book may be stored electronically.

SECTION 3.10 **Non-Transferability of Membership.** No Member may transfer a membership or any right arising therefrom. All rights of membership cease upon the Member's dissolution.

SECTION 3.11 **Termination of Membership.** Membership in the Corporation shall automatically terminate upon the occurrence of any of the following events:

(1) Upon a failure to renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the Secretary of the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within a ninety (90) day period following the Member's receipt of the written notification delinquency;

(2) After providing the Member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. Any person expelled from the Corporation shall receive a pro-rated refund of dues already paid for the current dues period.

All rights of a Member in the Corporation shall cease on termination of membership as provided by this section.

SECTION 3.12 **Non-Liability of Members.** No Member of this Corporation is, as such, individually liable for the debts, liabilities, or obligations of the Corporation.

SECTION 3.13 **Annual Member Meeting.** The annual meeting of the Members shall be held at a date and time determined by the Board of Directors. The date of the annual meeting may not be changed within thirty (30) days preceding the date on which the annual meeting is to be held unless consented to in writing or by resolution adopted at a meeting by all Voting Members at the annual meeting.

SECTION 3.14 **Special Member Meeting.** Special meetings of the Members for any purpose or purposes may be called by the Board of Directors or by ¼ of the Members.

SECTION 3.15 **Place of Member Meeting.** The Board may designate any place, as the place for any annual meeting of the Members or special meeting of the Members called by the Board. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the Principal Office of the Corporation in the State of Michigan.

SECTION 3.16 **Notice of Member Meeting.**

A. **Annual Meetings.** At least ten (10) days, but not more than sixty (60) days, prior to the date fixed under this Article for the holding of the annual meeting of Members, written or

printed notice stating the place, day and hour of the meeting shall be delivered, either personally or by mail, to each Member Representative of record entitled to vote at such meeting.

B. Special Meetings. At least ten (10) days, but not more than sixty (60) days, prior to the date fixed for the holding of any special meeting of Members, written notice of the time, place and purpose of the meeting shall be delivered, either personally or by mail, to each Member of record entitled to vote at the meeting. Business not mentioned in the notice shall not be transacted at the meeting.

C. Mailing. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, addressed to the Member at the Member's address as it appears in the records of the Corporation.

D. Waiver. Attendance of a Member Representative at a meeting of Members, in person or by proxy, constitutes a waiver of notice, except when attendance is for the express purpose of objecting to the transaction of any business, at the commencement of the meeting, because the meeting was not lawfully called or convened.

SECTION 3.17 Waiver of Notice by Members. Whenever any notice is required to be given to any Member of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under any provision of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by electronic message sent by them, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of notice.

SECTION 3.18 Quorum for Member Meetings. A majority of the Voting Members, represented in person or by proxy, constitutes a quorum at a meeting of Members. If less than a quorum of the Voting Members are represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice. At the adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

SECTION 3.19 Proxies for Member Meetings. At all meetings of Members, a Member may vote by proxy executed in writing by the Member or by the Member's duly authorized attorney in fact. The proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting.

SECTION 3.20 Voting of Members. Each Member of the Corporation is entitled to one vote upon each matter submitted to a vote at a meeting of Members except as the Articles of Incorporation otherwise provide.

SECTION 3.21 Member Meeting Participation By Teleconference. If available, Members may participate in meetings by teleconference or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are

divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE 4 DIRECTORS

SECTION 4.1 **General Powers.** Subject to the Nonprofit Corporation Act, and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4.2 **Number of Directors.** The Corporation shall have seven (7) Directors and collectively they shall be known as the Board of Directors. The directors shall consist of five (5) owner/operator members and two (2) vendor members. The number of Directors of the Corporation, up to the maximum number permitted in the Articles of Incorporation and the category of directors may be changed by a bylaw duly adopted amending this section.

SECTION 4.3 **Qualifications of Directors.** Directors need not be residents of the State of Michigan.

SECTION 4.4 **Election of Directors.** The Members of the Corporation shall elect all of the Directors. A candidate for Director must be either an employee or a duly-appointed representative of a Member. A candidacy shall be official upon written nomination by the directors or by written nomination signed by two (2) of the Members and submitted to the Secretary of the Corporation at least thirty (30) days prior to the date of the election. The Secretary shall provide each Member with a written or electronic ballot containing the names of all nominees.

Voting for the election of Directors shall be by written or electronic ballot and shall occur at the Annual Meeting of Members or by mail ballot, as determined by the Board of Directors. Each member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

SECTION 4.5 **Term of Office.** At the first annual meeting of Directors, three (3) of the Directors to be elected by the Members shall be elected for a one year term; two (2) of the Directors to be elected by the Members shall be elected for a two year term; and two (2) of the Directors to be elected by the Members shall be elected for a three year term. Thereafter, all Directors shall be elected for three year terms.

SECTION 4.6 **Initial Directors.** The Directors appointed by the Incorporator on June 18, 2007 shall serve as the Board of Directors until the election of the Directors at the first annual meeting of the Members.

SECTION 4.7 **Removal of Directors.** Any Director may be removed with or without cause by a two-thirds vote of the total number of Directors. Any Director may be also be removed with or without cause by a majority vote of the Members. Directors no longer meeting

the qualifications for Director, or no longer in good standing, as determined by the Board, shall be removed.

SECTION 4.8 **Resignation of Directors.** Any Director of the Corporation may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective upon receipt or at a subsequent time designated in the notice. A successor may be appointed as provided in Section 4.9 of this Article.

SECTION 4.9 **Board Vacancies.** Any vacancy occurring in the Board of Directors may be filled by a person selected by a majority of the Directors. If the number of directors is increased by bylaw amendment, the members shall elect individuals to fill the new positions.

SECTION 4.10- Duties of Directors

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;

(c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their mailing addresses, e-mail addresses, telephone numbers, and facsimile numbers with the Secretary of the Corporation;

(f) Establish and disband other committees as appropriate to conduct the work of the Corporation by majority vote;

(g) Establish and/or recommend policies to the membership relating to confidentiality, ownership rights, license grants, warranties, public relations, and other criteria which shall apply to all Members of the Corporation;

(h) Approve the Corporation's annual budget. If the annual budget is not approved at the start of each calendar year, the Corporation shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;

(i) Establish annual dues, privileges, and benefits for all Member classes;

(j) Communicate actions related to the duties specified in this Section to the membership.

SECTION 4.10 **Compensation.** Directors shall serve without compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of

attendance at each meeting of the Board of Directors. A Director is not precluded from serving the Corporation in another compensated capacity.

SECTION 4.11 **Regular Meeting of Directors.** A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately, following the Annual Meeting of the Members.

SECTION 4.12 **Special Meetings of Directors.** Special meetings of the Board of Directors may be called by or at the request of the Chairman or the President. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of meeting shall be the principal business office of the Corporation in the State of Michigan.

SECTION 4.13 **Conduct of Board Meetings.** The Directors may select from among the Directors a Chairman or Chairwoman of the Board of Directors to conduct the meetings of the Board. If the Board of Directors does not select a Chairman or Chairwoman of the Board, meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

To the extent permitted by applicable law, a Director may designate an alternate representative from the same organization to attend a Board of Directors meeting as an observer when that Director is unable to attend a meeting. A Director must be present in person at any meeting to vote.

Meetings shall be governed by such procedures as may be approved from time to time by the Board, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Directors may participate in a regular or special meeting through use of conference telephone or similar communications, so long as all people participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

SECTION 4.14 **Notice and Waiver.** Notice of any special meeting of the Board of Directors shall be given at least three days prior to the special meeting by written notice, stating the time and place of the meeting delivered personally or mailed or sent by facsimile to each Director at the Director's business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by electronic transmission, such notice shall be deemed to be delivered when the transmission is sent. Any Director may waive notice of any meeting by written statement, facsimile, or electronic transmission sent by the Director. The attendance of a Director at a meeting constitutes 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.

SECTION 4.15 **Quorum of Directors.** A majority of the Directors of the Board constitutes a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 4.16 **Manner of Board Action.** Except as otherwise provided, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 4.17 **Meeting by Teleconference or Similar Method.** Meetings shall be held at mutually agreed place and times to encourage maximum participation. Meetings may be held in person or by any combination of audio, document, or video conferencing techniques. A Director may participate in a meeting by teleconference or any similar method through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

SECTION 4.18 **Board Action without Meeting.** Any Action that the Board of Directors is required or permitted to take may be taken without a meeting if all Directors consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE 5 COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 5.1 **Executive Committee.** The Board of Directors may, by a majority vote of Directors, designate an Executive Committee consisting of three (3) Directors and may delegate to such committee the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided by law. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the Board of Directors may require.

SECTION 5.2 **Other Committees.** The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also Members of the board and shall act in an advisory capacity to the board.

SECTION 5.3 **Meetings and Action of Committees.** Meetings and action of the committees shall be governed by, noticed, and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of

Directors, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 OFFICERS

SECTION 6.1 **Designation of Officers.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be selected by the Board of Directors. The Board of Directors may select one or more Assistant to the Secretary and/or Treasurer, and may also appoint such other officers and agents as the Directors deem necessary for the transaction of the business of the Corporation.

SECTION 6.2 **Election of Officers and Term of Office.** The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers is not held at that meeting, the election shall be held as soon thereafter as may be convenient. Each officer shall hold office while qualified or until the officer resigned or is removed in the manner provided in Section 6.3. It shall not be required for officers to maintain any membership in the Corporation.

SECTION 6.3 **Removal and Resignation of Officers.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the judgment of the Board the best interests of the Corporation would be served by removal of the officer or agent. Any officer or agent elected or appointed by the Board of Directors may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

SECTION 6.4 **Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the appointment of the Board of Directors for the unexpired portion of the term.

SECTION 6.5 **President.** (a) The President need not be a Director of the Corporation. If the Board of Directors has not selected a Chairman or Chairwoman, the President shall preside at meetings of the Board of Directors. If there is not a President, or if the President is absent, then the Vice-President shall preside. If the Vice-President is absent, then a Temporary President, chosen by the Board shall preside. The President shall be an ex officio Member of all standing committees and shall be President of those committees designated by the Board of Directors. (b) Subject to the control of the Board of Directors, the President shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as the President shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. The President shall have

authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6.6 **Vice-President.** In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Directors.

SECTION 6.7 **Secretary.** The Secretary shall:

(a) Certify and keep at the Principal Office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;

(b) Keep at the Principal Office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including all ballots and proxies;

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Advise the Members in writing of all results of any election of Directors;

(d) Be custodian of the records of the Corporation;

(e) Keep at the Principal Office of the Corporation a membership book containing the name and address of each and any Members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased;

(f) Exhibit at all reasonable time to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation; and

(g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 6.8 **Treasurer.** The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

(b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;

(c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor;

(f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 6.9 **Assistants and Acting Officers.** The Assistants to the Secretary and Treasurer, if any, selected by the Board of Directors, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or Treasurer or by the President or the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an officer whenever for any reason it is impracticable for such officer to act personally. Such acting officer so appointed shall have the powers of and be subject to all the restrictions upon the officer to whose office the acting officer is so appointed except as the Board of Directors may by resolution otherwise determine.

SECTION 6.10 **Compensation.** The officers shall serve without compensation, unless compensation is authorized by the Board of Directors. Nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity as an agent, employee, or otherwise, and receiving compensation therefore as long as such compensation is approved by a majority of disinterested Directors.

SECTION 6.11 **Filling More Than One Office.** Any two offices of the Corporation except those of President and Vice-President may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

SECTION 6.12 **Honorary Officers.** In addition to the officers of the Corporation, the Board of Directors may name any person as an Honorary Chairperson, an Honorary Member, or as a Member of an Advisory Council. Any person serving in such capacity shall have no vote in the affairs of the Corporation, or otherwise control the Corporation.

ARTICLE 7
CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 7.1 **Contracts and Execution of Instruments.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Corporation, without specifying the executing officers, the Executive Director, President, Vice-President, Secretary, or Treasurer may execute the same.

SECTION 7.2 **Contracts Between Corporation and Related Persons.** Any contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of this corporation's Directors are Members or employees, or in which one or more of this corporation's Directors are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director or Directors participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

SECTION 7.3 **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its directors or officers. The directors of the Corporation who vote for or assent to the making of a loan to a director or officer of the Corporation, and any officer or officers participating in the making of such a loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment hereof.

SECTION 7.4 **Checks and Negotiable Instruments.** All checks, drafts, negotiable instruments evidence 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.

SECTION 7.5 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 7.6 **Gifts.** The Board of Directors may accept on behalf, and for the benefit, of the Corporation any contribution, gift, bequest, due, or other fee for the nonprofit purposes of this Corporation.

ARTICLE 8 CORPORATE RECORDS AND REPORTS

SECTION 8.1 **Maintenance of Corporate Records.** The Corporation shall keep at its Principal Office:

(a) Minutes of all meetings of Directors, committees of the board and, if this Corporation has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof including all proxies;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its Members, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership;

(d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

SECTION 8.2 **Record Inspection Rights of Directors.** Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 8.3 **Right to Copy and Make Extracts.** Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 8.4 **Periodic Report.** The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 9 INDEMNIFICATION

SECTION 9.1 **Non-Derivative Actions.** Subject to all of the other provisions of this article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by

or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding 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, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 9.2 **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 by reason of the fact that the person is or was director or officer of the Corporation, or is or was 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 for profit or not, against expenses (including actual and reasonable attorneys' 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 such 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 upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

SECTION 9.3 **Expenses of Successful Defense.** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 or 9.2 of this article, or in defense of any claim, issue or matter in the action, suit or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by such person in connection with the action, suit or proceeding and in any action, suit or proceeding brought to enforce the mandatory indemnification provided by this article.

SECTION 9.4 **Definition of Other Enterprises.** For the purposes of Sections 9.1 and 9.2, "other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the Corporation" shall include any service as a director, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, the director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and

beneficiaries of an employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in Sections 1 and 2.

SECTION 9.5 **Contract Right; Limitation on Indemnity.** The right to indemnification conferred in this article shall be a contract right, and shall apply to services of a director or officer as an employee or agent of the Corporation as well as in such person’s capacity as a director or officer. Except as provided in Section 3 of this article, the Corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board of Directors.

SECTION 9.6 **Determination That Indemnification is Proper.** Any indemnification under Section 9.1 or 9.2 of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 9.1 or 9.2, whichever is applicable. Such determination shall be made in any of the following ways:

- (i) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit or proceeding.
- (ii) If the quorum described in clause (i) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (iii) By independent legal counsel in a written opinion.

SECTION 9.7 **Proportionate Indemnity.** If a person is entitled to indemnification under Section 9.1 or 9.2 of this article for a portion of expenses, including attorneys’ fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 9.8 **Expense Advance.** Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 9.1 or 9.2 of this article may be paid by the Corporation in advance behalf of the person involved to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

SECTION 9.9 **Non-Exclusivity of Rights.** The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

SECTION 9.10 **Indemnification of Employees and Agents of the Corporation.** The Corporation may, to the extent authorized from time to time by the Board of Directors, grant

rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

SECTION 9.11 Indemnification of Former Directors and Officers. The indemnification provided in this article continues as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 9.12 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability under this article or the laws of the State of Michigan.

SECTION 9.13 Changes in Michigan Law. In the event of any change of the Michigan statutory provisions applicable to the Corporation relating to the subject matter of this article, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide prior to any such change.

ARTICLE 10 AMENDMENT OF BYLAWS

SECTION 10.1 Amendment of Bylaws by Board of Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board of Directors, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements for special meetings.

SECTION 10.2 Implied Amendments. Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect, but is taken or authorized by the affirmative vote of not less than the number of directors that would be required to amend these Bylaws so that the Bylaws would be consistent with such action shall be given the same effect as if these Bylaws had been temporarily amended or suspended to the extent necessary to permit the specific action taken or authorized.

ARTICLE 11 ARTICLE 12 CONSTRUCTION AND TERMS

SECTION 12.1 Construction and Terms. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holdings.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the Corporation filed with an office of this state and used to establish the legal existence of the Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended, or to corresponding provision of any future federal tax law.

These Bylaws were adopted as and for the Bylaws of the Self-Storage Association of Michigan, a Michigan Nonprofit corporation, by written consent of the Incorporator on the 18th day of June, 2007.

_____, Incorporator
Dan Morris

LAN01\173262.1
ID\JCJ

