

**BOARD OF TRUSTEES
BYLAWS**

**Northern Michigan University
Marquette, Michigan 49855**

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INTRODUCTION

The Constitution adopted in 1963 by Michigan citizens granted constitutional autonomy to Northern Michigan University. Originally established, in 1899, as a normal school to prepare teachers in the Upper Peninsula, the University continues to meet this objective. As a university since 1963, it has developed programs of instruction, research, and service commensurate with such status.

Northern Michigan University shares with other colleges and universities of the State of Michigan responsibility to provide educational opportunities for young men and women, as well as adults.

The Board of Control¹ of Northern Michigan University reaffirms its obligation to the people of the State of Michigan to provide high quality education to people from all walks of life. It pledges itself to the wisest use and distribution of resources at its disposal to meet this major objective.

The Constitution confers upon the Board the power, the responsibility, and the freedom to develop the University's diversified program of instruction, research, and public service in keeping with the constitutionally declared public policy to encourage, forever, schools and the means of education.

The Board reserves exclusively unto itself any and all powers of deliberation toward and rendering decision on or in connection with public policy. Nothing in these Bylaws is intended to derogate the full, complete, and absolute power of the Board to make public policy.

The Board of Northern Michigan University, in order to implement the commitments and principles cited above, and to assure that its own affairs will be conducted in accordance with the highest standards of educational administration, hereby adopts these Bylaws.

ARTICLE I

The Corporation

The Board of Control (hereinafter referred to as the "Board of Trustees") of Northern Michigan University is created by the people of Michigan through the Constitution and enabling legislation as a body politic and corporate to govern Northern Michigan University. It has general supervision of the institution and the control and direction of all expenditures from the institution's funds.

The Board of Trustees shall consist of eight voting members who shall hold office for terms of eight years, not more than two of which shall expire in the same year, and who shall be appointed by the Governor by and with the advice and consent of the Senate. Vacancies shall be filled in like manner. Members of the Board of Trustees shall receive their necessary traveling and other expenses.

ARTICLE II

Sessions of the Board of Trustees

2.1 The Board of Trustees shall meet on a regular basis at times determined by the Board of Trustees unless canceled in advance by consent of the Board of Trustees. Sessions will ordinarily be held in the Scott L. Holman Executive Conference Room located on the second floor of The Northern Center, Northern Michigan University, Marquette, Michigan, but may be held at such other times and places in Michigan as the Board of Trustees may determine, including through the use of a pre-determined site where Board of Trustees members may be linked live via two-way interactive video or telephone, provided that interested members of the public can at that site interact with all Board of Trustees members who may be physically present or linked by video or telephone.

2.1.1 Notice of the dates, times, and places of all of the regularly scheduled formal sessions of the Board of Trustees during the upcoming calendar year shall be posted within ten (10) days after the first formal session of the Board of Trustees in each calendar year. This notice shall indicate that the formal sessions are to be of the Board of Trustees of Northern Michigan University, and shall state the address (Scott L. Holman Executive Conference Room, located on the second floor of The Northern Center, Northern Michigan University, Marquette, Michigan 49855), and telephone number (906-227-2232) of the Board of Trustees, unless the Board of Trustees designates a different location. The notice of formal session schedule and any changes to that schedule shall be posted at four (4) Board of Trustees posting areas: 1) Cohodas Hall outside the Office of the President on the sixth floor; 2) Cohodas Hall in the first-floor lobby; 3) Services Building in the main entrance; and 4) NMU website. If a formal session is to be held which includes use of interactive video or telephone, notice of such formal session shall specify the site at which interested members of the public may interact by video or telephone with members of the Board of Trustees.

- 2.1.2** If there is a change in the schedule of regular formal session(s) of the Board of Trustees, there shall be posted within three (3) calendar days after the session at which the change is made, a public notice stating the new dates, times, and places of its regular formal sessions.
- 2.1.3** If there is a rescheduled regular formal session or a special formal session of the Board of Trustees, a public notice stating the date, time, and place of the formal session shall be posted at least eighteen (18) hours before the formal session.
- 2.1.4** If a formal session of the Board of Trustees is recessed for more than 36 hours, it can be reconvened only after public notice has been posted, which is equivalent to that required for a rescheduled regular or special formal session.
- 2.1.5** Any person, organization, firm, or corporation may sign up to receive notice of regular or special formal sessions by electronic mail. To receive this notice, please complete the webform on the Board of Trustees website and follow the instructions to opt-in to this service, which is free of charge.

If you do not have access to electronic mail, please contact the Secretary of the Board of Trustees at (906) 227-2232 to inquire about formal sessions, or visit the public posting locations listed in Section 2.1.1 of these Bylaws.

- 2.2** A majority of the members of the Board of Trustees, present physically or by interactive video or telephone, shall constitute a quorum to do business, but a smaller number may meet and adjourn to some other time or until a quorum is obtained. A quorum is defined as the majority of the current appointed and active Board of Trustees members, excluding the President.
- 2.3** At all regular formal sessions and special formal sessions it shall be valid to act on any subject within the power of the corporation, unless the call of a special session is limited. Any member of the Executive Committee of the Board of Trustees may call a special formal session and define the agenda. The Board of Trustees shall conduct its business according to a prepared agenda, or as amended by the Board of Trustees.
- 2.4** Nothing in this Article shall bar the Board of Trustees from convening in emergency formal or informal session in the event of a severe and imminent threat to the health, safety, or welfare of the public, when the majority of the members serving on the Board of Trustees decide the delay would be detrimental to efforts to lessen or respond to the threat. The Board of Trustees may also take action in such an emergency situation, when the majority of the members serving on the Board of Trustees that are available to attend decide the delay could be detrimental to efforts to lessen or respond to the threat, by an affirmative vote by telephone, facsimile, e-mail, interactive video, or the majority of the Board of Trustees, subject to ratification and confirmation at the next regular session of the Board of Trustees. A report of such telephone, facsimile, e-mail, or interactive video action by individual vote shall be contained in the official minutes of the Board of Trustees and shall also be forwarded by the Secretary to all members of the Board of Trustees within ten (10) days following such telephonic, facsimile, e-mail, or interactive video vote.

- 2.5** All formal sessions of the Board of Trustees shall be open to the public and shall be held in a place available to the general public. All persons shall be permitted to attend any formal session of the Board of Trustees except as otherwise provided in this Article. All decisions of the Board of Trustees shall be made at a formal session open to the public. No person shall be required as a condition to attendance at a formal session of the Board of Trustees to register or otherwise provide his/her name or other information or otherwise be required to fulfill a condition precedent to attendance at a formal session of the Board of Trustees.
- 2.6** Any person in attendance at a formal session of the Board of Trustees shall be permitted to address the formal session subject to the following rules:
- 2.6.1** Any person who desires to address a regular formal session of the Board of Trustees shall deliver to the Secretary of the Board of Trustees, personally by email (board@nmu.edu); U.S. mail (Northern Michigan University, 1401 Presque Isle Avenue, Marquette, MI 49855); or at his/her office (Room 603 Cohodas Hall, Northern Michigan University, 1401 Presque Isle Avenue, Marquette, Michigan 49855), at least five (5) business days prior to the date of such formal session, a written notice which shall identify the formal session, and the person who desires to address the formal session, and shall include a brief description of the subject matter concerning which the person desires to address the Board of Trustees. Subject to the provisions of 2.6.4 below, the Secretary shall schedule the person on the agenda, and inform the person of the date and the approximate time schedule on the agenda for the person's address to the formal session.
- 2.6.2** Any person who desires to address a formal session of the Board of Trustees but due to an emergency or other extenuating circumstances is unable to notify the Secretary at least five (5) business days prior to such formal session as provided in 2.6.1 above, may nevertheless deliver to the Secretary at any time prior to such formal session a written application to address such formal session, which application shall include a brief description of such emergency or other extenuating circumstances in addition to the subject matter required for a written notice under 2.6.1 above. The Secretary shall promptly inform the Chair of the Board of Trustees, or his or her designee, and the President of the University, or his or her designee, of any such application; and the Chair, after consultation with the President, shall, at his/her discretion, decide whether or not the application shall be granted. If the application is granted, the Secretary shall schedule the applicant on the agenda for such formal session and shall promptly inform the applicant of the date and approximate time scheduled on the agenda for the applicant's address. If the application is not granted, the Secretary shall schedule the applicant on the agenda for the next succeeding regular formal session of the Board of Trustees and shall inform the applicant of the Chair's decision and the date and approximate time scheduled for the applicant's address at such next succeeding regular formal session.
- 2.6.3** A person who has been authorized to address the Board of Trustees shall be permitted three (3) minutes for his/her presentation unless the person includes an application for a specific amount of additional time in the written notice or application delivered to the Secretary pursuant to 2.6.1 or 2.6.2 above. The

Secretary shall promptly inform the Chair of the Board of Trustees, or his or her designee, and the President of the University, or his or her designee, of any such application for additional time; and the Chair, after consultation with the President, shall, in his/her discretion, decide whether the applicant shall be granted additional time for his/her presentation and, if so, how much additional time shall be granted. The Secretary shall promptly inform the applicant of the Chair's decision.

- 2.6.4** No more than one (1) hour shall be allocated on the agenda of each regular formal session of the Board of Trustees for all of the presentations scheduled pursuant to the provisions of 2.6.1 and 2.6.2 above. Persons who shall notify the Secretary of their desire to address a regular formal session of the Board of Trustees shall be scheduled on the agenda in the same order in which the Secretary receives their respective written notices pursuant to 2.6.1 and 2.6.2 above. In the event the aggregate amount of time required for presentations scheduled for any regular formal session of the Board of Trustees shall approach one (1) hour, the Secretary shall promptly inform the Chair of the Board of Trustees, or his or her designee, and the President of the University, or his or her designee, and the Chair, after consultation with the President, may, at his/her discretion, extend the time allocated on the agenda for such presentations from one (1) hour to a maximum of two (2) hours. Any person whose notice pursuant to 2.6.1 above shall be received by the Secretary after the time allocated on the agenda (including any extension thereof made by the Chair) for all such presentations shall have been filled, shall be scheduled by the Secretary on the agenda for the next succeeding regular formal session of the Board of Trustees; and the Secretary shall inform the person of the date and approximate time scheduled for the person's address to the Board of Trustees.
- 2.6.5** Any person may submit written material, regardless of length, to the Board of Trustees for consideration, whether or not in connection with an address by the person to the Board of Trustees. Such written material may be delivered to the Secretary of the Board of Trustees personally by email (board@nmu.edu) or by U.S. mail (Northern Michigan University, 1401 Presque Isle Avenue, Marquette, MI 49855), or at his/her office (Room 603 Cohodas Hall, Northern Michigan University, Marquette, Michigan 49855).
- 2.7** No person shall be excluded from a formal session of the Board of Trustees except for a breach of the peace actually committed at the formal session, unless excluded by an order of a court of competent jurisdiction.
- 2.8** Votes on all matters coming before the Board of Trustees or any of its committees shall be taken by the Chair and recorded by the Secretary.
- 2.9** The business at each regular or special formal session shall be conducted under general parliamentary rules set forth in Robert's Rules of Order, as may be modified or suspended by the Board of Trustees.

- 2.10** The Board of Trustees may meet in informal session at its discretion. The public may be permitted to attend informal sessions at the Board of Trustees' discretion and under conditions prescribed by the Board of Trustees.
- 2.11** Minutes of formal sessions shall be public records open to public inspection and shall be available in the Secretary's office (603 Cohodas Hall). Copies of such minutes shall be available to the public at the reasonable estimated cost for printing and copying.
- 2.12** Communications to the Board of Trustees shall be made in the manner prescribed by the Board of Trustees.
- 2.13** It is the policy of the Board of Trustees that all Board of Trustees members and the Officers (President, Secretary, Chief Financial Officer and Treasurer) comply with the Constitution and laws of the State of Michigan pertaining to conflicts of interest. Board of Trustees members and the Officers are subject to the provisions of Section 10, Article IV of the Michigan Constitution of 1963 and Act 317 and/or Act 318 of the Michigan Public Acts of 1968 as amended (MCL 15.301 et seq), as applicable. The constitutional and statutory provisions provide in pertinent part that no Board of Trustees member or Officer shall be interested either directly or indirectly in any contract with the University, the State, or any political subdivision of the State, which shall cause a substantial conflict of interest. "Interested" as used herein shall mean a pecuniary interest.

If there is a conflict of interest on the part of a Board of Trustees member or Officer in respect to a contract within the University, and if the personal interest of the Board of Trustees member or the Officer is of such substance to induce action on his or her part in promoting the contract for his or her personal benefit, then the conflict of interest shall be deemed to be substantial. A substantial conflict of interest of a Board of Trustees member or Officer shall also be deemed to exist as to any contract between the University and 1) any firm, partnership, or other unincorporated association, in which the Board of Trustees member or Officer is a partner, member, or employee; 2) any corporation in which the Board of Trustees member or Officer is a stockholder owning more than 1% of the total stock outstanding in any class if the stock is not listed on a stock exchange or the stock has a present market value in excess of \$25,000 if the stock is listed on a stock exchange; 3) any corporation where the Board of Trustees member or Officer is a director, officer, or employee; or 4) any trust of which the Board of Trustees member or Officer is a beneficiary or trustee, or a corporation in whose stock the trust funds are invested, if the investment exceeds the amounts specified in subparagraph 2 above.

Notwithstanding the above, there shall be deemed to be no conflict of interest which is substantial with respect to a University contract in which a Board of Trustees member or Officer has an interest, which is awarded to the lowest qualified bidder upon receipt of sealed bids pursuant to published notice for bids provided the notice does not bar, except as authorized by law, any qualified person, firm, corporation, or trust from bidding. This subparagraph does not apply to amendments or renegotiations of a contract or to additional payments under the contract which were not authorized at the time of the award. Further, there shall be deemed no conflict of interest which is substantial with respect to a University contract with a professional limited liability company organized under Michigan

law, if a Board of Trustees member or Officer is an employee but not a member of the company.

Prior to the award of any University contract in which a Board of Trustees member or Officer has an interest, full disclosure of the contract shall be made to the Board of Trustees. Further, the interested Board of Trustees member or the interested Officer shall not solicit the contract and shall take no part in the negotiations for or in the approval of the contract or any amendment to the contract, and shall not represent either party in the transaction.

In addition to the above, no Board of Trustees member shall accept any payment, remuneration, gratuity, or other money or property of any kind from a corporation, individual, or entity which is engaged in one or more business transactions with the University where there is any relationship, direct or indirect, between the payment to the individual and the transaction with the University.

The Secretary shall consult with the President and General Counsel regarding all conflict questions of which the Secretary is informed and shall report regularly to the Board of Trustees regarding any unresolved conflict questions. This policy statement is to be interpreted and applied in a manner that will best serve the interests of the University. In some cases, it may be determined that, after full disclosure to those concerned, the University's interests are best served by participation by the Board of Trustees member or Officer despite the conflict. The University will assist the Board of Trustees in determining if such proposed participation violates the state conflict of interest laws. The General Counsel will provide a Board of Trustees member or Officer, upon his or her request, a written opinion as to whether a conflict of interest situation exists.

It is the individual responsibility of each Board of Trustees member and the Officers to disclose conflicts of interest or potential conflicts of interest to the University.

The Secretary shall distribute annually a copy of this provision to each Board of Trustees member and Officer for their signature.

ARTICLE III

Officers and Organization of the Board of Trustees

Chair and Vice Chair. At a formal session preceding January 1 of each year, the Board of Trustees shall elect one of its own members to be its Chair, and shall elect another of its own members to be its Vice Chair, with both terms beginning on January 1. The Chair and Vice Chair shall hold office for either a one-calendar year term or a two-calendar year term, renewable for either one or two years; provided, however, that the cumulative consecutive term limit in either office shall be three years. "Cumulative" means the sum of the years in the initial term plus the years in a renewal term, if any. "Consecutive" means that after a member has served the term limit in either office, nothing herein shall prevent the Board of Trustees from electing a member Chair or Vice Chair again after there has been an intervening term served by another member. Succession from Vice Chair to Chair is neither automatic nor presumed. Interim elections to fill

vacancies in the office of Chair or Vice Chair shall be for the unexpired term. The Chair shall preside at sessions of the Board of Trustees and shall have the authority and shall perform the duties usually attached to his/her office as presiding officer of the Board of Trustees. The Chair shall perform such duties as may be prescribed by law or by the regulations and Bylaws of the Board of Trustees. The Vice Chair shall perform the duties of the Chair in his/her absence.

President. The Board of Trustees shall elect a President of the University who shall serve at the pleasure of the Board of Trustees. He/she shall be, *ex officio*, a member of the Board of Trustees without the right to vote, and be its sole administrative officer.

As the chief executive officer of the University, the President shall exercise such powers as are inherent in the position in promoting, supporting, and protecting the interests of the University and in managing and directing all of its affairs. He/she may issue directives and executive orders not in contravention of existing Board of Trustees' policies. He/she shall be responsible for all business policies, and he/she shall direct and supervise the preparation of an annual budget which, upon his/her approval, shall be recommended by him/her to the Board of Trustees. The President shall be responsible for the preparation of the annual reports of the University. He/she shall exercise such other powers, duties, and responsibilities as are delegated to or required of him/her by the Board of Trustees.

In the event of a vacancy or the inability of the President to perform his/her duties, the Provost/Vice President for Academic Affairs shall serve as acting President to assure continuity in the affairs of the University. In the event the Provost/Vice President of Academic Affairs is unwilling or unable to perform these duties, the Vice President for Finance and Administration shall assume the role of acting President. The acting President shall serve only until such time as the Chair of the Board of Trustees has convened the Board of Trustees and the Board of Trustees takes action to appoint an interim President.

Secretary of the Board of Trustees. The Secretary of the Board of Trustees shall be appointed by the Board of Trustees upon the recommendation of the President, and shall serve at the pleasure of the Board of Trustees. He/she shall give bond satisfactory to said Board of Trustees to secure the faithful performance of the duties of the office.

The Secretary or his/her designee shall give all notices required under Article II of these Bylaws. Subject to the President and the Board of Trustees, he/she shall keep minutes of each formal session showing the date, time, place, members present, members absent, and any decisions made at a formal session open to the public. The minutes shall include all roll call votes taken at the formal session.

He/she shall have custody of such books, papers, documents, records, and other property deposited in his/her office.

The Secretary shall perform such other duties as may be required of him/her by the President and the Board of Trustees.

Chief Financial Officer and Treasurer. The Chief Financial Officer and Treasurer shall be appointed by the Board of Trustees upon the recommendation of the President of the University and shall serve at the pleasure of the Board of Trustees. Subject to the President and the Board of Trustees, the Chief Financial Officer and Treasurer:

- Shall be responsible for the custody of and the account for University assets;
- Shall be responsible for the payment of University obligations in accordance with the budgets, contracts, grants, and policies established by the Board of Trustees;
- Shall prepare an annual financial report at the close of each fiscal year and such other reports as the President and the Board of Trustees may request;
- Shall act to execute contracts as authorized by the Board of Trustees, and be custodian of all deeds, contracts, agreements, trust indentures, etc., of which the University is a part; and
- Shall give bond satisfactory to the Board of Trustees for the faithful performance of his/her duties.

Board of Trustees Legal Counsel. The Board of Trustees may at its discretion appoint a General Counsel and/or a law firm for the purpose of providing legal counsel. Any such legal counsel shall be approved by, shall serve at the pleasure of, report to, and represent the Board of Trustees. The General Counsel or law firm representative shall attend sessions at the direction of the Board of Trustees and shall render such professional services required by it and the officers of the University.

Ineligibility. No member of the Board of Trustees shall be eligible for appointment as Secretary or Chief Financial Officer and Treasurer or for any paid employment at the University.

ARTICLE IV

Committees

The Board of Trustees may from time to time establish such ad hoc or standing committees as the Board of Trustees may deem desirable and in the best interests of the University. The President or his/her designee shall be a member of each committee established by the Board of Trustees, unless determined otherwise by the Board of Trustees. The President or his designee shall not be counted to determine if a quorum of a committee is present. In addition to the President, each committee shall be comprised of at least two (2) members of the Board of Trustees who shall be appointed by the Chair, with the consent of the Board of Trustees. Each committee established by the Board of Trustees will meet in formal or informal session at its discretion unless otherwise directed by the Board of Trustees, perform the duties and functions as prescribed by the Board of Trustees, shall keep a record of committee proceedings, and shall report its findings, activities, and recommendations to the Board of Trustees. Each committee established by the Board of Trustees shall act as an advisory body only for the purpose of recommending action to the Board of Trustees, and no activity of such committee shall commit the Board of Trustees to any policy declaration or action unless and until duly approved by the Board of Trustees at a formal session. Any Board of Trustees member who is not a member of a committee may attend any committee session but may not vote or participate in deliberations.

ARTICLE V

University Organization

Such educational and administrative units as are deemed essential within the University may be established, modified, or abolished upon recommendation of the President and approval of the Board of Trustees. The President is authorized to determine the organizational pattern of the several educational and administrative units subject to a report of the Board of Trustees.

ARTICLE VI

Personnel Actions

Recommendations of the President on all tenure-track faculty and executive level staff appointments, on faculty promotions, and tenure actions, require the formal approval of the Board of Trustees. All terminations of tenure-track and tenured faculty, and executive-level staff shall be reported to the Board of Trustees. The Provost is authorized to provide final approval of all other faculty appointments. The Board of Trustees will approve an annual report of other non-faculty appointments.

ARTICLE VII

Admissions, Fees, and Degrees

Upon the recommendation of the President, the Board of Trustees will determine and establish the qualifications of students for admission and re-admission and retention, and fix the amount of tuition and fees to be charged for attendance at the University. The Board of Trustees will grant appropriate degrees and diplomas to students who have completed the prescribed courses of study. Honorary degrees may be awarded by the Board of Trustees in recognition of distinguished accomplishment.

ARTICLE VIII

Financial Responsibility

The Board of Trustees is held legally accountable for the funds which are appropriated to it or become available to it from state, federal, and private sources. In the interest of financial integrity, the Board of Trustees will provide for a regular review and periodic report on the status of its financial obligations. The Board of Trustees is committed to the fulfillment of any pledges with reference to loans and bonded indebtedness. No intrusion upon this commitment, from any source or for any reason, will be tolerated.

ARTICLE IX

Property and Facilities

The Board of Trustees shall be responsible for the approval of all purchase, sale, transfer, or other disposition of real estate and other property of the University. Upon recommendation of the President, the Board of Trustees shall prescribe rules governing the use of all University property by the faculty, staff, students, and the general public and their conduct upon entering said property or in attendance at the University.

ARTICLE X

Collective Authority and Action

The authority of the Board of Trustees is conferred upon its members as a Board of Trustees, and they can bind the corporation and the University only by acting together as a Board of Trustees. No individual members shall commit the Board of Trustees to any policy, declaration, or action without prior approval of the Board of Trustees.

ARTICLE XI

Name and Seal

Without the prior authorization of either the Board of Trustees or the President, neither the words **Northern Michigan University** nor the combination of initials **NMU** may be used as part of a title, designation, or for any purpose or in any manner whatsoever by any person, firm, or organization, whether or not directly or indirectly associated with the University.

The seal of the Board of Trustees and the University shall contain in its center a block N embossed on a torch of knowledge with an outline of the Upper Peninsula of Michigan in the background, a double circle linking the four stars which represent the University's four-dimension program of instruction, research, service, and advanced study, and around the outer circle the words, Northern Michigan University, and the date, 1899.

ARTICLE XII

Amendments

These Bylaws may be amended or repealed at any formal session, regular or special, of the Board of Trustees by an affirmative vote of a majority of the Board of Trustees, provided that copies of such amendments or notices of repeal are submitted in writing to each member in advance of such session. The amendments to the Bylaws take effect at the conclusion of the formal session at which the amendments were adopted.

ARTICLE XIII

Repeal

All Bylaws, policies, or resolutions, or any parts thereof, which are inconsistent with these Bylaws are hereby repealed.

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