

**NOTICE OF A SPECIAL MEETING  
OF THE MEMBERS OF  
FEDERAL BAR ASSOCIATION- EASTERN DISTRICT OF MICHIGAN CHAPTER**

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A special meeting of the Members of Federal Bar Association-Eastern District of Michigan Chapter ("FBA-ED") has been scheduled for September 15, 2023 as set forth below:

Members Meeting:	Registration Begins:	11:00 am EDT
	Meeting Begins:	11:15 am EDT
	Location:	Theodore Levin U.S. Courthouse Detroit Room 231 West Lafayette, Detroit, Michigan 48226

The purpose of the Members' meeting will be for the Members to vote on an amendment to FBA-ED's Articles of Incorporation to change its structure from a membership structure to a directorship structure. Accompanying this Notice is a Summary that describes the changes that will occur if the Amendment is approved.

FBA-ED's Officers have discussed the Amendment and recommend that the Members approve it. The Amendment will not be effective unless it is approved by FBA-ED's Members.

**You are strongly encouraged to attend this member meeting and cast your vote. If you will be attending, please call FBA-ED's office at 248-231-7887 no later than September 12, 2023 to assist us in our planning.**

***MEMBERS: If you are not able to attend the meeting in person, you can vote by proxy. Please complete and return the attached Proxy and Absentee Ballot to Federal Bar Association-Eastern District of Michigan Chapter, Atten: Mindy Herrmann, P.O. Box 5249, Northville, MI 48167.***

Please make every effort to attend this meeting so your vote can be counted and your views can be heard and considered.

Dated: August 2, 2023

George Donnini  
FBA-ED President

**PROXY AND ABSENTEE BALLOT**

KNOW ALL PERSONS BY THESE PRESENTS, that I, \_\_\_\_\_,  
of \_\_\_\_\_ **[insert your name and address]** do hereby constitute  
and appoint George Donnini or in his absence any officer of Federal Bar Association-Eastern District  
of Michigan Chapter (“FBA-ED”) (each with full power of substitution), Attorney and Agent for me,  
and in my name, place and stead, to vote as my proxy, my entire Membership interest in FBA-ED, that  
I would be entitled to vote if personally present at the meeting of the members of FBA-ED to be held  
on the 15th day of September, 2023 in Detroit, Michigan, or at any adjournments thereof and at any  
new location. All proxies previously made or given by me regarding my membership interest in the  
FBA-ED are hereby revoked.

The person acting as my proxy will vote my membership interest in the following manner:  
**(PLEASE VOTE FOR ONLY ONE OF THE FOLLOWING)**

\_\_\_\_\_ In favor of the Amendment to FBA-ED’s Articles of Incorporation to change its corporate  
structure from a membership corporation to a directorship corporation, as described in a Summary that  
accompanied the Notice for the Member meeting.

\_\_\_\_\_ Against the Amendment to FBA-ED’s Articles of Incorporation to change its corporate  
structure from a membership corporation to a directorship corporation.

This Proxy is coupled with an interest and is irrevocable.

IN WITNESS WHEREOF, I have signed this Proxy on the \_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
(Please sign and print name under signature)

**This Proxy must be signed by you to be valid. This Proxy must be received by FBA-ED before  
11:00 am on September 15, 2023.**

**After signing, return to:**  
Federal Bar Association-Eastern District of Michigan Chapter  
Atten: Mindy Herrmann  
P.O. Box 5249  
Northville Michigan 48167

Or send by e-mail to: [fbamich@fbamich.org](mailto:fbamich@fbamich.org)

## SUMMARY

It is proposed that the Articles of Incorporation of Federal Bar Association-Eastern District of Michigan Chapter ("FBA-ED") be amended to change its structure from a membership corporation to a directorship corporation.

As a membership corporation, FBA-ED currently has voting members who are entitled to vote on certain matters, including amendments to the Articles of Incorporation, election of Directors, merger, dissolution and other matters allowed by FBA-ED's Bylaws. FBA-ED also has Officers and an Executive Board of Directors who manage the business of FBA-ED and who have the right to vote on other matters, including business decisions regarding FBA-ED.

If FBA-ED converts to a directorship corporation, those persons who are the voting members of FBA-ED will cease to have any voting rights on future matters concerning FBA-ED and will become non-voting members. This change will result in FBA-ED's Officers and Executive Board of Directors having all voting rights, including the right to vote on those matters that members previously could vote on, including voting to amend the Articles of Incorporation, to merge, dissolve and all other decisions regarding the business and affairs of FBA-ED.

FBA-ED's Officers recommend that the members approve the amendment. Generally, it is more difficult and time-consuming to call a meeting of the approximately 1,000 members; however, the Executive Board and Officers can usually act more quickly. By changing to a directorship structure, the Executive Board and Officers will be able to take quick action on issues that require prompt action. Except for the change involving member voting, the benefits of FBA-ED members and membership will not change with this amendment; if anything, the amendment will improve the ability of the FBA-ED to provide current and future benefits to its members.