



BYLAWS

Article I

The purpose for which the organization is formed and the powers which it may exercise are set forth in its Articles of Incorporation

The mission of the organization is to strengthen nonprofit governance and management.

Article II

Board of Trustees

Section 1: Description of the Board of Trustees

Board composition shall reflect the community and the members it serves, including members at large.

Section 2: Governance Responsibilities

The Board of Trustees shall be responsible for the development and maintenance of governing policies for all aspects of organizational operations and ensure compliance with the industry's best practices. In addition, it shall be responsible for executive director evaluation, financial stewardship, fund development, strategic direction, self-governance, and program evaluation.

Section 3: Number of Trustees

The number of Trustees which shall constitute the whole Board shall not be less than seven (7) and no more than seventeen (17) the number of Trustees within said limits will be determined by the Board.

Section 4: Term of Office

Trustees will serve three-year terms on a staggered basis. Trustees shall be eligible to serve three (3) consecutive three (3) year terms. Terms begin at appointment.

A former Trustee may be eligible to serve two (2) more three (3) year terms after a minimum one year absence.

Section 5: Board Appointment

New Trustees are appointment by a majority vote of the Trustees. Active Trustee service begins as soon as possible.

Section 6: Resignation

A Trustee may resign by written notice to the organization. Resignation is effective immediately without regard to approval by the Trustee.

Section 7: Removal

The Board may remove a Trustee at any time by a super majority vote, with or without cause.

Section 8: Attendance

It is the expectation for Trustees to physically attend all Board and respective committee meetings.

A Trustee may, with advance notice, participate in a meeting by conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in such a meeting will constitute presence in person as long as the Board secretary can determine the Trustee is making the communication.

When a super majority vote is necessary, Trustees must be physically present at the meeting.

A leave of absence from either Board or committee meetings may be granted at the discretion of the Board.

Section 9: Compensation

Board Trustees shall receive no compensation for their services ~~as such~~.

Article III

Meetings of the Board of Trustees

Section 1: Times and Places of Meetings

Meetings of the Board of Trustees will be held monthly at the organization's principal executive office or such other place and at such time as the Board determines.

Section 2: Annual Meeting

An annual meeting of the Board of Trustees shall be held in December and will include ratifying the coming year budget, election of Trustees and review of Trustee terms, and election of officers. An officer term is one year.

Section 3: Special Meeting

The Board President or a quorum of Trustees may call a special meeting of Trustees at any time.

Section 4: Notice of Meeting

Notice of the time, place and purpose of a meeting of Trustees must be given to each Trustee in writing, by mail or electronic transmission, not less than seven (7) or more than sixty (60) days before the date of the meeting. The executive committee may call a Trustee meeting other than the regularly scheduled meeting as long as all Trustees can be contacted ahead of time about the time, place and purpose of the meeting.

Section 5: Quorum

A quorum of any meeting of the Board of Trustees shall consist of a majority of the Board of Trustees. When a quorum is present, action by a majority of those present shall be action by the Board of Trustees, unless otherwise described in section 7: Board Action.

Section 6: Voting Rights

- A) Each Trustee present at a Board meeting is entitled to one vote. (The executive director is considered a non-voting Board member.)
- B) When discussing a matter where a Trustee has potential conflict of interest the Trustee will be excluded from voting. The Board chair or vice chair may exclude the Trustee from discussion. The quorum needed to vote on the matter will exclude the Trustee.
- C) Voting by proxy will not be allowed.
- D) Trustees may authorize conducting an electronic vote on a specific topic that has been discussed during a Board meeting. Results of the vote will be on the agenda and documented in minutes of the next Board meeting.

Section 7: Board Action

Any action taken by the Board of Trustees must be authorized by a majority of votes cast. Unless otherwise stated, action by the Board will require a majority vote of those present at a quorum.

Action that requires a supermajority vote requires two-thirds vote of all Trustees. A supermajority vote shall be required for the following actions:

- A) Amendment to the organization's articles of incorporation or bylaws;
- B) Appointment or removal of the executive director;
- C) Removal of Board officers;
- D) Approve the merger, consolidation or dissolution of the organization;
- E) Authorize participation by the organization in any corporation, partnership or joint venture;
- F) Authorize the purchase, sale, lease, or mortgage or disposal of any real property owned, held or leased by or to the organization;
- G) Authorize the guarantee by the organization of the debt of others;
- H) Approval of the organization's annual budget and amendments;
- I) Authorize the incurrence of debt by the organization above a limit set by the Board; and
- J) Authorize the lease, sale or encumbering of all, or substantially all, of the assets of the organization.

Section 8: Minutes

Minutes will be taken at all meetings for the purpose of documenting good governance and due diligence.

Article IV

Duties of Officers

Section 1: Chairperson of the Board

The chairperson of the Board presides over meetings of the Trustees and the annual meeting. The chairperson shall have such other duties and powers as the Board specifies. The chairperson is an ex-officio member of all committees and may preside over committee meetings in the absence of the committee chair.

Section 2: Vice-Chairperson of the Board

The vice-chairperson shall preside when present at all meetings of the Board of Trustees in the chairperson's absence. The vice-chairperson will perform such other duties as assigned by the chairperson. The vice-chairperson shall serve as chair of the Governance Committee.

Section 3: Secretary

The secretary shall approve the minutes of all Board and committee meetings with assistance from the center staff and shall perform other such duties as the Board prescribes. The secretary oversees adherence to governing documents and ensures organization documents are properly managed.

Section 4: Treasurer

The treasurer shall serve as chair of the finance committee and oversee fiduciary responsibilities of the organization.

Section 6: Officer and Leadership Succession Plan

Title: Board Chair

Prerequisites:

- At least one year service as Board vice chair. In the event the vice chair cannot serve as chair, another executive committee member who has served at least one year on the executive committee may be elected.

Title: Vice Chair

Prerequisites:

- Must have served minimum one year as nonprofit network Trustee.
- Experience serving on at least one nonprofit network committee, task force, or work group.

Title: Immediate Past Board Chair

Prerequisites: Served as Board Chair

Term of Service: 1 year

Leadership Succession Plan

The Leadership Succession Plan is as follows:

- 1-3 year(s) as Vice Chair
- 1-3 year(s) as Board Chair

- 1-year as Immediate Past Chair

Article V

Committees

Quorum and Voting:

A committee meeting quorum will consist of a majority of Trustee members present. Unless otherwise stated, action by the committee will require a majority vote of those Trustees present at a quorum.

Term of Service and Frequency of Meeting:

A minimum term of committee service is one (1) year. The committee shall meet as needed.

The organization's executive director is an ex-officio nonvoting member of all committees.

Non Trustee Participation on Committees

Non Trustee members may be recruited based on their expertise in a specific area to serve on committees when bylaws permit. These members will be approved by the governance committee. They may not serve as chair and have no voting rights. They will not be counted toward quorum.

Section 1: Executive Committee

The executive committee shall consist of the Board chair, vice chair, secretary, treasurer, and past Board chair.

Authority and Purpose

The chair of the Board of Trustees shall serve as chair of the executive committee. The executive committee shall report to the Board. It shall appoint Trustees to all standing committees.

The executive committee will exercise all the powers and responsibilities of the Board of Trustees when a matter requires the Board's immediate attention and due to the nature of the situation the full Board is unable to meet.

Actions of the executive committee will be reported at the next regularly scheduled Board meeting.

The executive committee will conduct the executive director evaluation at least annually. The chairperson will report evaluation results to the Board for approval.

Section 2: Finance Committee

Members shall be appointed by the executive committee and shall consist of the treasurer and two or more Trustees. The treasurer shall serve as committee chair. Non-Trustees may be invited to serve on this committee.

Authority and Purpose

The finance committee shall report to the Board. It is responsible for planning and maintaining the sound financial management of the organization. It shall review and monitor financial records and make recommendations as needed with regard to the organization's financial

position and plans. It shall compare fiscal performance to budget and goals, and forecast issues and concerns. It shall also advise and make recommendations to the Board regarding the condition of and improvements necessary to the physical assets of the organization. The finance committee is responsible for creating or reviewing the financial policies of the organization and presenting them to the Trustees for approval.

Section 3: Membership, Programs and Services Committee

Committee members shall be appointed by the executive committee. The chair of this committee shall be appointed by the executive committee. Non- Trustees may be invited to serve on this committee.

Authority and Process

The committee shall report to the Board. It shall review and oversee ongoing evaluation of all programs of the organization to ensure quality services. It shall make recommendations to the Board regarding programming, and assist the staff in obtaining resources to maintain and expand programming. It shall also create and recommend to the Board strategies for recruitment and retention of members of the organization to review annually. The committee shall also make recommendations about member benefits and quality of service to the Board. The committee shall review the responsibilities of members annually.

Section 4: Board Governance Committee

Members shall be appointed by the executive committee and shall consist of Trustees. The Board vice chair shall serve as committee chair.

Authority and Process

The committee shall report to the Board and is responsible for developing Board leadership and oversight of board policies. It shall create and recommend to the Board a desirable and appropriate Board profile to be reviewed annually; identify how current Trustees each fit the overall Trustee profile; nominate individuals for appointment to the Board; nominate Trustee officers; orient new Trustees; review the service of each Trustee annually; and will regularly review board policies and procedures.

Section 5: Other Committees

At its discretion, the Board of Trustees or Board chair shall appoint committees to address special needs of the organization, as they arise. The composition of the committee and length of terms shall also be at the discretion of the appointing body.

Section 6: Committee Minutes

Each committee will appoint someone to record committee meeting notes of discussion for the purpose of documenting good governance and due diligence. Committee minutes will be archived by nonprofit network staff and available to Trustee members.

Committees may conduct business electronically to all committee members. Documentation of electronic votes will be kept with committee minutes.

Article VI

Amendments

The Board of Trustees may amend or repeal these Bylaws by vote of two-thirds of the Trustees then serving with 30 days notice of all changes prior to voting.

Article VII

Fiscal Year

The fiscal year shall be January 1 to December 31.

Article VIII

Dedication of Assets

Section 1: Dissolution And Liquidation

If the organization's purposes fail or if the organization ceases to be approved as a tax-exempt organization under the federal internal revenue code, and such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the organization's assets and accumulated income shall be distributed at the discretion of the Board of Trustees best accomplishing the purposes for which this organization was formed. An organization receiving such distribution must be qualified as tax-exempt under section 501(c)(3) of the internal revenue code of the corresponding provisions of any subsequent federal tax laws. The organization shall be dissolved after all its property has been distributed.

Article IX

Indemnification

Directors and officers insurance and commercial general liability insurance shall be maintained with limits to be determined by the Board of Trustees.

The organization shall indemnify any Trustee or officer of the organization who was or is a party or is threatened to be made a party to any threatened, pending, or completion action suit, or proceeding by reason of the fact that he or she is or was a Trustee or officer, or is or was serving at the request of the organization in another capacity, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The organization may further indemnify Trustees and officer, and may indemnify persons who are not Trustees or officers, to the extent authorized by resolution of the Board of Trustees. A change in the Michigan nonprofit corporation act, the Articles of Incorporation, or these bylaws that reduce the scope of indemnification shall not apply to any action or omission that occurs before the change.

Except as otherwise provide by law, a volunteer Trustee or officer of the organization is not personally liable to the organization for monetary damages for a breach of the Trustee's or officer's fiduciary duty.

The organization assumes all liability to any person other than the organization for all acts or omission of a volunteer Trustee incurred in the good faith performance of his or her duties as a Trustee.

The organization assumes the liability for all acts or omissions of a volunteer Trustee or volunteer officer, provided that:

- A. the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- B. The volunteer was acting in good faith;
- C. The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- D. The volunteer's conduct was not an intentional tort, and
- E. The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in section 209 (e)(v) of the act.

Any repeal or modification of this article shall not adversely affect any right or protection of any volunteer, Trustee or officer of the organization existing at the time of, or with respect to, any acts of omissions occurring such repeal or modification.

Bylaw updates approved by Nonprofit Network Board of Trustees on _____.