

Bylaws of the Michigan Network for Youth and Families
A Michigan Non-Profit Corporation
Approved by the Board 10-25-2004

ARTICLE I: PURPOSE

Section 1. Mission

The purposes of the Corporation (hereafter called The Network) shall be exclusively nonprofit and charitable within the meaning of Section 501 (c)(3) of the United States Internal Revenue Code as the same may be amended. Subject to that limitation, The Network is organized and shall be operated to advance the following purpose:

“The Michigan Network for Youth and Families strengthens Michigan’s youth in need, their families, and communities, by providing quality support, information, training and advocacy for its members.”

Section 2. Restrictions on Activities

- a. The Network shall not participate in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- b. Notwithstanding any other provision of the articles of incorporation and these bylaws, The Network shall not carry on any activity not permitted to be carried on (a) by a Network exempt for Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provision of any subsequent Federal tax laws, or (b) by a Network contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE II: OFFICES

Section 1. Registered Offices

The registered office of the Network shall be in the City of Lansing, Ingham County, Michigan or such other place as the Board of Directors shall from time to time determine.

Section 2. Other Offices

The network may also maintain offices at such other places within or outside the State of Michigan as the Board of Directors may from time to time establish.

ARTICLE III: MEMBERSHIP

Section 1. Organizational Membership

Membership in the Network shall be opened to organizations registered with the State of Michigan as governmental, non-profit, or private proprietary entities which meet the following criteria.

- Non-profit organizations must have a separate and distinct Board of Directors;

- Organizations must operate at least one separate and distinct program for youth and/or families for the purpose of improving the lives of youth, their families, and their communities.
- Organizations must have a mission which demonstrates support of the purposes of the Network as set forth in Article I, Section 1 of these bylaws;
- Organizations must pay Membership fees according to a schedule determined by the Board of Directors of The Network;
- Organizations must complete an application demonstrating compliance with the above criteria for Membership.

Section 2. Individual Membership

Membership in the Network shall be open to individuals including youth under age eighteen (18). Individual Members must:

- Pay membership fees according to a schedule determined by the Board of Directors of The Network;
- Complete an application demonstrating compliance with the criteria for membership;
- Agree to support the purposes of The Network as described in Article I, Section 1.

Section 3. Membership List

A list of all Network Members ,shall be kept current by the Board of Directors or appropriate committee chair.

Section 4. Application for Membership

An organization or individual, as defined in Article III, sections 1 and 2, interested in becoming a Member of The Network shall submit an application to the Board of Directors or appropriate committee chair. The Board of Directors will make recommendations to The Network Membership, who will accept or deny such applications by a simple majority of Members present and voting at any regular or special meeting thereof.

Section 5. Responsibilities of Members

All Members are encouraged to attend meetings of the Membership and actively participate on committees described in Article IV, below. Members are eligible for one (1) vote on any issues coming before Membership.

Section 6. Designated Representative and Alternate

Each Member organization shall designate a Representative and an Alternate Representative to Membership and shall notify the President or Vice President of the Board of Directors of any changes in its designation within thirty (30) days of such change. The Alternate Representative shall have the same powers as the Representative in the Representative's absence. Only the organization's designated Representative shall be able to run for a position on the Board of Directors. Individual Members cannot have alternatives.

Section 7. Resignation

Any organization or individual Member may cease to be a Member by submitting a notice of resignation to the Network office, which will notify Membership and Board of Directors. An

organization which has resigned may reapply for Membership at any time in accordance with Article III, Section 4. Resignation will result in forfeiture of dues.

Section 8. Removal

The Membership of any organization or individual may be revoked by the board of Directors at a regular or special meeting if it is determined that the organization is not in compliance with Article III, Section 1, provided that thirty (30) days notice is given to the Member. The removed organization or individual may appeal their removal to the Membership of the whole.

Reinstatement or continuation of the removal must be approved by a two-thirds (2/3) vote of the Membership. Any Membership fees paid for a period beyond the date of the action to remove the organization shall be refunded.

Section 9 Reapplication of Removed Organization

A removed organization or individual may reapply for Membership one year from the effective date of removal. A removed organization may be readmitted if it is determined that it is in compliance with Article II, Section 1, and approved by a two-thirds (2/3) vote of the Membership.

ARTICLE IV: COMMITTEES

Section 1. Standing and Ad Hoc Committees

The President of the Board of Directors may designate committees and appoint Members and chair persons with such duties and powers as they may deem appropriate in order to carry out the purposes of The Network.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Functions

Except as otherwise provided by law, the Articles of Incorporation of The Network or these bylaws, all rights, powers and responsibilities relating to the management and control of The Network's property, business and affairs shall be vested in, and exercised by or under the authority of the Board of Directors.

Section 2. Number and Quorum

- a. The Board of Directors shall consist of not less than ten (10) elected Directors and no more than five (5) appointed Directors and two (2) appointed Youth Directors. One-third of the actual Board of Directors shall constitute a quorum.
- b. The Board of Directors shall consist of the minimum number required by Michigan State Law.

Section 3. Selection

- a. At the Annual Meeting, the Membership shall elect Directors to fill open Board positions, for two-year terms, from the Membership. There shall be no limitation on the number of terms to be served. The board shall be comprised of, at a minimum, ten (10) Directors.

The Directors shall elect officers for the positions of President, Vice President, and Finance Chair, by simple majority of the total number of Directors, annually.

- b. Voting for elected Directors may be by proxy. Each Member organization may submit a proxy signed by the designated representative or alternate. Proxy votes must be in had at the time the vote is taken to be valid.
- c. All current members of the Board of Directors may vote in the selection of new Directors.
- d. Youth, ages 16-24, in accordance with established law, may be nominated by Members or Directors to serve as Directors of The Network. No more than one youth may be nominated by any Member agency. Nominated youth will be confirmed as appointed Directors by a simple majority vote of the Board of Directors of those present at that meeting. Member agencies who have nominated youth Directors are strongly urged to provide resources to assist in supporting the youth's participation on the board. Youth Directors may serve as officers of the Board, chairpersons, and/or committee Members of the Network.
- e. Nominations for appointed Directors may be made by The Network Members or Directors from individuals in the community whose participation on the Board may advance the mission and purpose of The Network. Nominees must be confirmed as appointed Directors by a simple majority vote of the Board of those present at that meeting. Appointed Directors must become members of The Network. Appointed Directors shall serve for a two-year term or the remainder of a two-year tem and may be reappointed without limitation on the number of terms. Appointed Directors may serve as officers of the board, committee Members or chairpersons.

Section 4. Resignation

A Director may resign by giving written notice to the President, which notice shall immediately be forwarded to the Board of Directors. The resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Removal

- a. Any Director may be removed after three (3) unexcused absences from Board meeting by vote of a simple majority of the Directors of the Network present at that meeting. Motion for the removal will be included in Board meeting minutes and such notice will be sent to the Director by the Board President.
- b. Any Director may be removed at any time, with or without cause, by a vote of two-thirds (2/3) majority of the Board of Directors.

Section 6. Vacancies

All vacancies on the Board of Directors shall be filled, from The Network Membership, by an affirmative vote of a majority of the Directors. Any Director so elected shall serve for the remainder of the term she or he was elected to fill

ARTICLE VI: DUTIES OF THE OFFICERS

Section 1. President

The President shall be the chief executive officer of The Network, shall preside at meetings of the Membership and the Board of Directors, and shall have and may exercise such powers and perform such other duties as may be assigned by these bylaws and the Board of Directors. The President will provide supervision of the Executive Director.

Section 2. Vice President

The Vice President shall have such powers and shall perform such duties as may be assigned by the Board of Directors, and he or she shall, in the event of absence, inability to act or death of the president, have and shall exercise all the powers and duties of the President's office.

Section 3. Treasurer

The Treasurer shall have such powers and shall perform such duties as may be assigned by the Board of Directors. He or she will be Chairperson for the Finance Committee. If neither the President nor the Vice President is available to preside at meetings of The Network or the Board of Directors, the Treasurer shall preside.

Section 4. Secretary

The Secretary shall have such powers and shall perform such duties as may be assigned by the Board of Directors. If the President, Vice President, and Treasurer are not available to preside at meetings of The Network or the Board of Directors, the Secretary shall preside.

ARTICLE VII: MEETINGS AND PROCEDURES

Section 1. Regular Meetings

- a. Regular meetings of Members of The Network shall be held no less than four (4) times a year in the state of Michigan.
- b. Regular meetings of the Board of Directors shall be held no less than four (4) times a year in the state of Michigan. Board meetings are open to all interested Members and invited guests.

Section 2. Special Meetings

- a. Special meetings of The Network may be called by the President or not less than on third (1/3) of the Members of The Network.
- b. Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors.

Section 3. Notice of Regular and Special Meetings

- a. Notice of the time, place and purpose thereof of all regular meetings of The Network or Board of Directors shall be sent to each Member's /Director's address, by fax or e-mail address as it appears on the records of The Network at least seven (7) days prior to the scheduled meeting date. A yearly schedule of all board and Membership meetings will be sent to all Network Member designees.

- b. Notice of the time, place and purpose thereof at any special meetings of the Membership or Board of Directors shall be provided by telephone, fax, mail, or e-mail to each Member/Director not less than thirty-six (36) hours prior to the scheduled meeting date.

Section 4. Annual Meeting

The Annual Meeting of The Network shall be held within ninety (90) days of the close of the fiscal year at a time and place designated by the Board of Directors. At this meeting, reports shall be presented by the chairpersons of all standing committees and New Directors and officers shall be elected. Notice of the Annual Meeting, stating the time, place, and purposes of the meeting, shall be mailed not less than ten (10) days prior to the scheduled meeting date.

Section 5. Waiver of Notice

Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting or who attends a meeting without protesting any lack of notice.

Section 6. Quorum

One-third of the number of actual Members or Directors shall constitute a quorum. Each Member shall have the right at every Membership Meeting to one (1) vote. Each Director shall have the right at every Board Meeting to one (1) vote. Voting rights may be exercised in person or taken by telephone, fax, or e-mail, if so requested by those Board Members in attendance.

Section 7. Voting

- a. The vote of the majority of the Members/Directors present and voting at a meeting at which a quorum is present shall be the act of the Membership/Board of Directors, unless a greater vote is required by law, by the Articles of Incorporation, or by these bylaws. Each Member present shall have one (1) vote at meetings of the Membership. Each Director shall have one (1) vote at meetings of the Board of Directors.
- b. Any Member or Director may participate in a meeting by means of a conference call or similar communications system whereby each person can hear, and speak to, all other persons participating in the meeting and such participation shall constitute presences at the meeting, including the right to vote.

Section 8. Executive Committee

The Officers of the Board shall constitute the Executive Committee, which has authority to act on behalf of the Board when insufficient Directors are present to constitute a quorum. The Board President shall act as Chairperson of the Executive Committee.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. Action in the Best Interest of The Network

The Network 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 (other than an action by or in the right of The Network) by reason

of the fact that he or she is or was a Director, Officer, Employee or Agent of The Network, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of The Network, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or plea or 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 he or she reasonably believed to be in or not opposed to the best interest of The Network, and with respect to any criminal action or proceeding, have reasonable cause to believe that his or her conduct was unlawful.

Section 2. Actions by or in Right of The Network

The Network shall indemnify any person who was or is party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of The Network to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, Employee or Agent of The Network, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith in a manner he or she reasonably believe to be in or not opposed to the best interest of The Network, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to The Network unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the Court shall deem proper.

Section 3. Expenses

To the extent that a Director, Officer, Employee or Agent of The Network has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 and 2 of this article or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually or reasonably incurred by him or her in connection therewith.

Section 4. Determination of Indemnification

Any indemnification under Section 1 and 2 of this Article (unless ordered by a court) shall be made by The Network only as authorized in the specific case upon a determination that indemnification of the Director, Officer, Employee, or Agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in these bylaws) consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, by independent legal counsel in a written opinion. Notwithstanding the failure or refusal of the Directors or Counsel of The Network to make provision therefore, such indemnification shall be made if a court of competent jurisdiction makes a determination that the Director, Officer, Employee or Agent has a right to

indemnification hereunder in any specific case upon the application of such Director, Officer, Employee or Agent.

Section 5. Repayment of Expenses

Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by The Network in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, Employee or Agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the The Network.

Section 6. Insurance

The Network shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or Agent of The Network, against any liability asserted against him or her of The Network and incurred by him or her or The Network in any such capacity, or arising out of his or her status as such, whether or not The Network would have the power to indemnify him or her against such liability under the provision of this Article.

ARTICLE IX: MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of The Network shall be the twelve month period beginning October 1 and ending September 30 of the following year, or such other fiscal year as maybe determined by the Board of Directors from time to time.

Section 2. Executive Director

The Board of Directors shall appoint an Executive Director to act as the administrative agent for The Network.

Section 3. Contracts, Conveyances, etc.

All conveyances, contracts and instruments of transfer and assignment shall be approved by the Board of Directors and shall be executed on behalf of The Network by the President or such officer or agency as may be authorized by the Board of Directors.

Section 4. Contracts with Members or Directors

No Member of The Network or of the Board of Directors shall be interested directly or indirectly in any contract relating to the operations conducted by The Network, not in any contract furnishing services or supplies to it, unless such contract is authorized by the Board of Directors. The fact and nature of such interest shall be fully disclosed to the Director present at the meeting at which the contract shall be voted upon. A Director/Member with such an interest must abstain from voting on the issue.

Section 5. Execution of Instruments

All checks, drafts, bills of exchange, acceptances, notes or other obligations or orders fro the payment of money shall be signed by such officers of The Network and/or other persons as the

Board of Directors shall from time to time by resolution designate. The President, Treasurer, Secretary, and Executive Director may sign checks.

Section 6. Loans

No loans or advances shall be granted by The Network, or shall be contracted on behalf of The Network without authorization of the Board. Any such agreement, specifying the terms of the loan and including repayment terms, must be in writing. Such authority may be general or confined to specific instances.

Section 7. Action by Written Consent

Action required or permitted to be taken pursuant to authorized vote at any meeting of the Board of Directors may be taken without a meeting if the action is authorized in writing by all of the Directors, and such action shall be as valid as though it had been authorized at a meeting. Written consent shall be file with the minutes of the preceding meeting of the Board.

Section 8. Robert's Rules

Points of order raised at any meeting shall be resolved in accordance with the most current edition of Robert's Rules of Order unless otherwise prescribed by law or these bylaws.

ARTICLE XI: AMENDMENT OF THE BYLAWS

The bylaws of The Network shall be altered or amended by a simple majority of the Members present at a duly constituted meeting of the Membership, provided: 1) the changes are recommended by a quorum vote of the Board of Directors; and 2) the Membership shall receive drafts of proposed changes of the bylaws in writing, ten (10) days or more in advance of the meeting at which they are considered.

ARTICLE XII: STATEMENT OF NONDISCRIMINATION

The Network is an equal opportunity employer that supports and subscribes to a policy of nondiscrimination in all aspects of employment, Membership and service provision.. The Network will not discriminate on the basis of race, color, religion, national origin, gender, pregnancy status, sexual orientation, sexual identity, age, height, weight, veteran's status, marital status, economic status, non-disqualifying disability or any reason prohibited by applicable laws.