

BYLAWS
OF
Communities In Schools of Northwest Michigan
A Michigan Non Profit Corporation

ARTICLE I

OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal office of Communities In Schools of Northwest Michigan (hereinafter CISNWMI) shall be at the Mancelona Family Resource Center.

ARTICLE II

PURPOSE: ORGANIZATIONAL STRUCTURE: POWERS

SECTION 1. PURPOSES. CISNWMI is organized to act as the connector between existing and newly created community based county, regional, state and national resources and the needs and assets of students within School Districts in Antrim, Kalkaska, Grand Traverse, Leelanau, Benzie, Charlevoix and Emmet Counties, or attends School Districts in said Counties, or lives within School District geographic boundaries.

SECTION 3. DIRECTORSHIP BASIS. CISNWMI shall be organized on a directorship basis, pursuant to MCL 450.2305 and any amendments thereto.

SECTION 4. NO MEMBERS. There shall be no members.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The business, property, and affairs of CISNWMI shall be managed by the board of directors.

SECTION 2. NUMBER. There shall be not less than five or more than thirteen directors on the board as shall be fixed from time to time by the board of directors.

SECTION 3. TENURE. Each CISNWMI Advisory Board member shall hold office for a term of three years, or until he or she resigns, is unable to serve, or is removed. A board member may be re-appointed upon completion of their three year term.

SECTION 4. RESIGNATION. Any board member may resign at any time by providing written notice to CISNWMI. The resignation will be effective on receipt of the notice or at a later time designated by the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.

SECTION 5. REMOVAL. Any board member may be removed with cause by the remaining board members including the failure to attend less than sixty (60%) of the board meetings.

SECTION 6. BOARD VACANCIES. A vacancy on the board may be filled with a person selected by the remaining board members.

SECTION 7. ANNUAL MEETING. An annual meeting shall be held each year in July. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

SECTION 8. REGULAR MEETINGS. Regular meetings of the board may be held at the time and place determined by resolution of the board without notice other than the resolution.

SECTION 9. SPECIAL MEETINGS. Special meetings of the board may be called by the President or any three board members at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each board member in any manner at least three days before the meeting.

SECTION 10. STATEMENT OF PURPOSE. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need to be specified in the notice of that meeting.

SECTION 11. MEETING BY TELEPHONE OR SIMILAR EQUIPMENT. A board member may participate in a meeting by conference telephone or any similar communication equipment 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 12. QUORUM. A majority of the board members then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of board members present at a meeting where a quorum is present shall constitute authorized actions of the board.

SECTION 13. CONSENT TO ORGANIZATIONAL ACTIONS. Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before the action, all directors consent to the action in writing. Written consent shall be filed with the minutes of the board's proceedings.

ARTICLE IV

COMMITTEES

SECTION 1. GENERAL POWERS.

- (a) EXECUTIVE COMMITTEE. The Executive Committee shall meet periodically to carry out the directives of the board. The Executive Committee shall consist of the Executive Director the chairperson, vice chairperson, and three other members of the board as elected annually by the advisory board of directors.
- (b) The board, by resolution adopted by a vote of a majority of its directors, may designate one or more additional committees, each committee consist of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at the meeting that are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.
- (c) A committee designated by the board may exercise any powers of the board in managing CISNWMI business and affairs, to the extent provided by resolution of the board.

SECTION 2. MEETINGS. Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in Article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

SECTION 3. CONSENT TO COMMITTEE ACTIONS. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before the action, all members of the committee consent to the action in writing. Written consent shall be filed with the minutes of the committee's proceedings.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS. The Executive Director of CISNWMI shall be appointed by the board as an officer of the board and member of all committees. There may also be a chairperson, vice chair, and such other officers, as the board deems appropriate.

SECTION 2. TERM OF OFFICE. The Executive Director shall hold office at the will of the board. The Executive Director may resign at any time by providing written notice to CISNWMI. Notice of resignation is effective on receipt or at a later time designated in the notice.

SECTION 3. REMOVAL. The Executive Director may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

SECTION 4. VACANCIES. A vacancy in any office for any reason may be filled by the board.

SECTION 5. EXECUTIVE DIRECTOR. The Executive Director shall be the chief executive officer of CISNWMI and shall have authority over the general control and management of the business and affairs of CISNWMI. The Executive Director shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation provided such decisions and actions remain compliant with CISNWMI policies and procedures. The Executive Director shall sign all organizational documents and agreements on behalf of CISNWMI, unless the Executive Director or the board instructs that signing be done with or by some other officer, agent or employee. The Executive Director shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the Executive Director's right and the right of the board to delegate any specific power to any other officer of CISNWMI.

SECTION 6. CHAIRPERSON. The chairperson, if elected, shall preside at all board meetings. The chairperson shall have the power to perform duties as may be assigned by the board. If the Executive Director is absent or unable to perform his or her duties, the chairperson shall perform the Executive Director's

duties until the board directs otherwise. The chairperson shall perform all duties incident to the office.

SECTION 7. VICE CHAIRPERSON. The vice-chairperson, if elected shall preside at all board meetings if the chairperson is unavailable. The vice-chairperson shall have the power to perform duties as may be assigned by the board.

SECTION 8. SECRETARY. The secretary shall cause minutes to be kept of the meetings of the Board of directors in appropriate books. He or she shall give all notice of meetings of the Board of Directors. He or she shall be the custodian of the records of the Corporation. He or she shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors and of the Executive Committee.

ARTICLE VI

ORGANIZATIONAL DOCUMENT PROCEDURE

SECTION 1. ORGANIZATIONAL DOCUMENTS. All Organizational documents shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VII

INDEMNIFICATION

SECTION 1. INSURANCE. The board of directors will endeavor to have all volunteers covered through insurance provided by the provider or lead agency, and is not required to independently obtain such coverage if available elsewhere.

SECTION 2. DETERMINATION THAT INDEMNIFICATION IS PROPER. The board of directors may, in its sole discretion and by a two-thirds vote, indemnify any employee or volunteer – only if volunteers and staff are performing their duties in keeping with the bylaws, rules and regulations (as established) for conduct.

ARTICLE VIII

COMPENSATION

SECTION 1. COMPENSATION OF DIRECTORS. No member of the board of directors shall receive any compensation for their services rendered to CISNWMI.

SECTION 2. COMPENSATION OF EXECUTIVE DIRECTOR. The compensation of the Executive Director and staff shall be determined from time to time by the CISNWMI Board of Directors.

ARTICLE IX

FISCAL YEAR

SECTION 1. FISCAL YEAR OF ORGANIZATION. The fiscal of CISNWMI shall end on September 30th of each year.

ARTICLE X

AMENDMENTS

SECTION 1. AMENDMENT OF BYLAWS. The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board. Amendments will be effective upon approval of the CISNWMI Board.

These Bylaws were duly adopted by the Board of Directors of CISNWMI on May 16, 2006.

Shelly Meeder
Chairman of the Board

5/16/2006
Date

Amended: 9/15/2010

Amended: 9/18/2014

Amended: 7/21/2016

Amended: 5/24/2018