



Bylaws of Bagley Community Council, Inc.

Article I Members

Section 1. Voting Privileges

A member shall be entitled to one vote on each matter submitted to a vote of members and shall have other privileges, if qualified under these Bylaws, as the membership committee may provide.

Section 2. Other Powers

In addition to doing all things required or allowed by law, the members shall have the following rights and responsibilities.

- (a) Approve any change in the purpose of the Corporation;
- (b) Approve changes in the Corporation's Restated Articles of Incorporation (Articles) or Bylaws;
- (c) Approve the purchase, sale, lease, mortgage, or disposition of any real property owned, held or leased by or to the Corporation with a purchase price or value in excess of an amount determined from time to time by the Member
- (d) Approve plans of merger, consolidation or dissolution of the Corporation or the creation by the Corporation of any controlled corporation or entity;
- (e) Approve the participation by the Corporation in any corporation, partnership or joint venture;
- (f) Approve the Corporation's budget and any capital expenditures of the Corporation in excess of any amount designated from time to time by the Members except that, until the Members act to alter the capital expenditures of up to \$5,000 so long as such expenditures are part of a capital budget with the Members have approved;
- (g) Approve the guarantee by the Corporation of the debt of others; and
- (h) Approve the insurance by the Corporation of any debt in an amount in excess of the amount designated from time to time by the Members.

Section 3. Membership

- (a) Membership in the Corporation shall be open to families, single residents, block clubs, businesses, and professional persons within the area bounded on the North by West Outer Drive, on the South by West McNichols, on the East by Livernois, and on the West by Wyoming Avenue (the "Service Area").
- (b) A "Member" is defined a person who meets the requirements of Section 3 (a) and Section 4, and has paid the requisite fees and dues under Section 7 of these Bylaws.

Section 4. Duration of Membership

A membership will have duration of one year from January to December of each calendar year.

Section 5. Transfer of Membership

A membership will not be transferable and will be terminated by death, resignation, expulsion, expiration of a term of membership, or move from the boundaries of the Service Area.

Section 6. Associate Member

Any member, who is not eligible to be a Member of the Corporation, may become an associate member by payment of any joining fee and annual membership dues. However, an associate member is not eligible to participate in the deliberation of Corporation business or vote as a Member of the Corporation.

Section 7. Fees and Dues

- (a) **Joining Fee.** There shall be no joining fee for membership in the organization. However, the Board of Directors may impose such fees as deemed appropriate through a Board resolution.
- (b) **Annual Membership Dues.** The dues required for subscribing membership in the Corporation shall be determined by the vote of the majority of the Board of Directors, on recommendation of the Membership Committee. Dues may vary from year to year and can be tiered for subscribing members based on type of membership. Membership shall be effective from January to December of the same calendar year.

Section 8. Meetings

- (a) **General Membership Meetings.** Meetings will be held on the third (3rd) Saturday of each month, except January and February, at such place(s) and time(s) as designated by the Membership Committee and/or Board of Directors. Notice will be communicated to all members by the Corresponding Secretary, will be communicated to all Members at least fourteen (14) days before the time appointed for the meeting.
- (b) **Annual Meeting.** There will be an Annual Meeting of the Corporation on the 3rd Saturday of March, each year, unless otherwise ordered by the Board of Directors, for receiving reports from Officers and Committees, proposing the budget for the following fiscal year and the transaction of other business. Meetings will be open to all Members and will be held at such place and time as designated by the Board of Directors. Notice of such meeting, issued by the Corresponding Secretary, will be communicated to all Members at least fourteen (14) days before the time appointed for the meeting.
- (c) **Special General Meetings.** Special meetings of the Members may be called at any time by a majority resolution [of the Board of Directors], or at the call of the President or at the written request of ten percent (10%) of the Members, stating the reason for the meeting and giving at least five (5) days' notice to all Members, except in cases of extreme emergency. The corresponding Secretary will communicate to all Members notice of such meeting, stating the purpose, time, date and place of the meeting.
- (d) **Special Member Meetings:**
 - a. The Membership Committee will have a regular meeting at the time and place of the Annual Meeting, and will report to the membership on its activities.

- b. In February of each year, the Membership Committee shall have a Membership Drive Meeting. The Corresponding Secretary will communicate to all Members notice of such meeting at least fourteen (14) days before the time appointed for the meeting, stating the purpose, time, date and place of the meeting,
- c. Every second year, unless required earlier due to a vacancy on the Board, there shall be a special meeting called by the Nominating Committee in November for the purpose of nominating new Directors for the upcoming fiscal year. There shall be a meeting called by Nominating Committee on the second Saturday of December following the nominations to vote for the Nominees for the Board of Directors. Notice of each such meeting, issued by the Corresponding Secretary, will be communicated to all Members at least fourteen (14) days before the time appointed for the meeting.

Section 9. Elections and Voting

- (a) Voting. All voting shall be by closed ballot. The Nominating Committee will prepare the official ballot.
- (b) Nominating Committee.
 - a. A committee on nominating, consisting of at least three (but not more than five) Members, shall formulate rules and regulations, and supervise the election of Directors.
 - b. The President will appoint the chairperson and other members of the Nominating Committee.
 - c. The report of the Nominating Committee will be included in the notice of the last meeting preceding the Annual Meeting occurring in December. Additional nominations may be made or received from the floor following the Nominating Committee's report and before the votes are cast.
 - d. Mail Votes. When, in the judgment of the Board of Directors, any question shall arise that should be put to a vote of the membership, and when it deems it, inexpedient to call a Special General Meeting for that purpose, it may, unless otherwise required by these Bylaws, submit the matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within five weeks after such submission to the membership, provided that, in each case, votes of at least ten percent of the eligible Members shall be received. Action taken in this manner shall be effective as action taken at a duly called meeting.

**Article II
Board of Directors**

Section 1. General Powers

The Board of Directors will manage the business and affairs of the Corporation. The Board of Directors will have the authority to perform all acts and functions not inconsistent with these Bylaws or the Articles. The Board may establish policies and procedures, not inconsistent with these Bylaws, for the conduct of the business of the Corporation.

Section 2. Number

Every two years at the December General Meeting, there will be elected by vote the Members a maximum of fifteen (15) and no less than ten (10) members of the Board of Directors. The number of Directors constituting the whole Board will be determined from time to time by resolution of the Board

so long as the number is not more than fifteen (15), provided, however, that the minimum and maximum numbers of Directors may be increased or decreased from time to time by vote of a majority of the whole Board; and further provided that no change in the number of Directors will serve to shorten the term of office of any incumbent Director.

Section 3. Election

Candidates receiving the majority of votes cast by Members will be elected to the Board. In case of a tie, the Members will decide the election by a second ballot. The elected members of the Board of Directors will enter the performance of their duties in January at the General Membership Meeting and will continue in office until their successors are duly elected.

Section 4. Qualifications

Each Director must be at least 18 years of age and a Member.

Section 5. Ex-Officio

All past Presidents of the Corporation will be ex-officio members of the Board of Directors so long as they are Members in good standing of the Corporation.

Section 6. Tenure

Each Director of the Corporation will hold office for a term of two years.

Section 7. Re-election

Any Director whose term is expiring at the time of the Annual General Meeting will be eligible for re-election.

Section 8. Resignation

Any Director may resign at any time by providing written notice to the Recording Secretary of the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. Acceptance of the resignation will not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 9. Removal

Any Director may be removed at the General Membership Meeting, Annual Meeting or Special General Meeting of the Members called for that purpose, with or without cause, by a majority of votes cast by the Council Members present at the meeting. Any Director who fails to attend two (2) consecutive meetings without prior notice shall be cause for removal of the Director without a vote of the Members. Failure to attend a third consecutive meeting shall result in automatic removal with vote of the Members.

Section 10. Board Vacancies

Any vacancy occurring on the Board of Directors will be filled through a vote of the majority of Directors. The new Directors will serve the balance of the term of the Directors being replaced. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of one of the following:

- (a) The death, resignation or removal of any Director,
- (b) An increase in the authorized number of Directors by resolution of the Board, or

- (c) The failure of the Members, at any Annual Meeting or other meeting of Members at which any one or more Directors are elected, to elect the full authorized number of Directors to be voted for at the meeting.

Section 11. Meetings

Regular meetings of the Board of Directors will be held monthly at such time and place as may from time to time be fixed by the Board. The first regular meeting of the Board of Directors will be held in January of each year after the Annual General Meeting of the Members in a reasonable place fixed by the Board.

Section 12. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors by giving reasonable notice of the time and place of such meetings (which notice shall be accompanied with a written agenda setting forth all matters upon which action is proposed to be taken) or by obtaining written waivers of notice, before or after the meeting, from each absent Director. All such meetings shall be held in the City of Detroit unless some other place is specified in the notice, and notice will be mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business.

Section 13. Quorum

Two-thirds (2/3) of the Directors in office at the time of a meeting will constitute a quorum (exclusive of ex-officio members) for the transaction of business at any meeting of the Board. Less than a quorum of the Directors may adjourn a meeting to such time and place, as those present shall determine.

Section 14. Manner of acting

The act of the majority of the Directors present at meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law, these Bylaws or the Articles.

Section 15 Informal Action by Directors

Any action required by law to be taken at the meeting of Directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

Section 16. Participation in Meetings

One or more members of the Board of Directors may participate in any meeting of such Board by means of a conference telephone or similar communications equipment that enables all persons participating in such a meeting to hear each other at the same time. Participation in the manner so described shall constitute presence in person at such meetings.

Article III Officers

Section 1. *Officers*

The officers of the Corporation will be a President, a Vice President, a Recording Secretary, Corresponding Secretary, a Financial Secretary, a Treasurer, and such other officers, if any, as the Board of Directors may from time to time appoint. The Board of Directors will elect such officers from the Board of Directors. One person may hold more than one office in the Corporation, except that no one person may hold the office of President and any other office. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. *Election and Term of Office*

The Board of Directors will elect the officers of the Corporation annually at the first regular meeting of the Board of Directors after the Annual General Meeting. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his successor will have been duly elected and will have qualified, or until his or her death, resignation or removal.

Section 3. *Removal*

Any officer elected by the Board of Directors may be removed by the Board of Directors at any time, with or without cause, by two thirds, (2/3), vote of the Directors.

Section 4. *Vacancies*

A vacancy in any office because of death, resignation, removal or disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

Section 5. *President*

The president will preside at all meetings of the Board of Directors and the Corporation, and subject to the control of the Board of Directors, will have, upon prior approval by the Board, power to authorize employment of such subordinate employees as may, in the President's judgment, be advisable for the operations of the corporation, and will perform all other acts incident to the President's office or prescribed by the Board of Directors or authorized or required by law. The President shall have the general supervision of the affairs of the Corporation and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she has the power to execute alone in the name of the Corporation all contracts authorized generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 6. *Vice President*

The Vice President shall receive reports from all the Committees. The Vice President will have any such other powers that the Board of Directors may assign duties as to him or her. In the absence of the President, the Vice President, in the order designated by the Board of Directors, will perform the duties of the President.

Section 7. *Recording Secretary*

The Recording Secretary may execute in the name of the Corporation any authorized corporate obligation or other instrument. The Recording Secretary will also keep the minutes of the Annual

Meeting, General Membership Meetings and all meetings of the Board of Directors in books provided for that purpose.

Section 8. Corresponding Secretary

The Corresponding Secretary shall be responsible for all correspondences between the Board of Directors and the Corporation. The Corresponding Secretary shall issue announcements and notices relating to the affairs of the Corporation. The Corresponding Secretary is also responsible for presenting a report to the Members of the Corporation at the Annual General Meeting. The Corresponding Secretary will perform all the duties customarily incident to the office of the Secretary. The Corresponding Secretary will also perform all the other duties incident to the office or prescribed by the Board of Directors, such as, mail pick up and distribution.

Section 9. Treasurer

The Treasurer will receive and keep account of all receipts and disbursements of the Corporation, deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation, and shall prepare an annual budget for the Corporation. At the Annual Reports Meeting, the Treasurer will render a detailed report of the Corporation's accounts showing: (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during the fiscal period; (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal year; and (d) the expenses and disbursements of the Corporation, for both general and restricted purposes during said fiscal period. Such report will be filed with the minutes of the Annual Meeting of the Membership. The Treasurer will, at all reasonable times, exhibit the Corporation's book and accounts to any officer or Director of the Corporation whenever required by the Board, render a statement of the Corporation's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors, and will when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 10. Financial Secretary

The Financial Secretary will be responsible for collecting dues, issuing membership cards, maintaining membership records. The Financial Secretary will have all powers and perform all duties of the Treasurer in the absence or disability of the Treasurer and will receive a copy and review the Treasurer's report

Section 11. Other Officers

The other officers, agents, and employees of the Corporation will each have such powers and perform such duties in the management of the property and affairs of the Corporation, subject to the control of the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as from time to time may be prescribed by the Board of Directors.

**Article IV
Compensation**

The officers and Directors of the Corporation will not receive any compensation for the services rendered as such; however, an officer, Director or Member may designated by the President, Vice-

President, or Board of Directors may be reimbursed for expenses incurred in the performance of those services after justification and approval by the Board of Directors.

Article V Committees

Section 1. Committees

The Board of Directors may, by resolution, create a Committee or Committees of three or more Members. Such Committee will consider and report upon or to carry out such matters as may be entrusted to them by the Board of Directors.

Section 2. Committee Members

The President will appoint all Committee Members. The Board of Directors will designate the chairperson of any Committee who will be responsible for directing and coordinating the affairs of the Committee.

Section 3. Term

Committee members will serve a term(s) to be set by the Board of Directors.

Section 4. Reports of Committees

The studies, recommendations and other reports of all Committees will be reported to the Vice President for presentation to the Board for consideration and action. Committees may adopt rules for the conduct of business not inconsistent with these Bylaws, the Articles or state law.

Section 5. Standing Committees

The Corporation will have standing Committees to carry out such duties as determined by these Bylaws or resolution of the Board of Directors:

- a) Newsletter
- b) Membership-Hospitality
- c) Police-Community Relations / Citizens Patrol
- d) Publicity/Speaker's Bureau
- e) Scholarship Award Finance/Budget
- f) Environment / Zoning
- g) Fundraising

Article VI Contracts, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the Recording Secretary, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, will be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the President and Financial Secretary.

Section 3. Deposits

All funds of the Corporation will be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 5. Investments

The funds of the Corporation may be retained in whole or in part in cash or be invested from time to time in such property, real, personal, or otherwise, including stocks, bonds and other securities, as the Board of Directors may deem desirable.

**Article VII
Books and Records**

The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Members, Board of Directors and Committees having any of the authority of the Board of Directors, and will keep at its registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

**Article VIII
Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

**Article IX
Waiver of Notice**

Whenever any notice is required to be given under the provision of the Michigan Nonprofit Corporation Act or under the provisions of the Articles of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

**Article X
Amendments to Bylaws**

The members may, by majority of votes cast by the Members, amend these Bylaws at any General Membership Meeting, Annual General Meeting or Special General Meeting. All amendments

will be published in writing to the membership by the most effective means at least thirty (30) days before becoming effective.

Article XI

Conflicts of Interest, Contracts and Services of the Directors and Officers

Section 1. Disclosure:

- (a) Immediately upon election or appointment to the Board, all Directors shall disclose any relevant interest, which may pose a conflict of interest. Disclosure shall include any interest, financial or otherwise, in any corporation, organization, or partnership which provides professional or other services to the Corporation.
- (b) When any matter comes before the Board or any committee of the Board in which a Director has an interest, that interest shall be immediately disclosed to the Board or Committee.

Section 2. Definition of "Interest"

Whether a Director has an interest in a matter shall be determined by whether that person would derive an individual economic benefit, either directly or indirectly, from the decision on the matter by the Board or the committee. An "interest" is not intended to include positions on legislative matters of general impact.

Section 3. Voting

No Director shall vote on any matter in which he or she has an interest.

Section 4. Non-Participation

The Board may, by majority vote, ask any Director who has an interest in a matter not to participate, or leave the room in which discussion is carried on; provided, however, that the interested Director may participate in any other discussion regarding his or her exclusion.

Section 5. Attempts to Influence

Directors shall not attempt to influence other Directors regarding matters in which they are interested, without disclosing that interest.

Section 6. Contract Review Committee

If a contract is proposed in which a Director or an organization which employs a Director is a potential contractor, regardless of amount (an "Interested Party Contract"), a Contracts Review Committee (comprised as set forth below) or the Board shall review the contract and shall recommend that the Chairperson execute or not execute the contract. Ad hoc Contract Review Committees shall be appointed by the Directors as needed and shall consist of (3) Directors disinterested in the Interested Party Contract and recommends that the Chairperson not execute the Interested Party Contract, the Board subsequently may review the Interested Party Contract and may recommend that the Chairperson execute or not execute the Interested Party Contract.

Article XII

Non-Discrimination

In all dealings, neither the Corporation nor its duly authorized agents shall discriminate against an individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preferences or mental or physical handicap.

The preceding is true and correct copy of the By-Laws for the Bagley Community Council, as adopted by the Board of Directors, this _____ day of _____.

Recording Secretary for Bagley Community Council.