# BYLAWS

# OF

# MICHIGAN STATEWIDE INDEPENDENT LIVING CORPORATION

# a Michigan Non-Profit Corporation

## ARTICLE I

## TYPE AND PURPOSE OF CORPORATION

* 1. Type of Corporation: The Corporation is a non-profit, non-stock Corporation organized and incorporated on a directorship basis under the laws of the State of Michigan.
	2. Purpose: This Corporation is organized exclusively for charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Within these limitations, the specific purposes of the Corporation are to provide administrative and fiduciary services and supports to the Michigan Statewide Independent Living Council, an independent state council established by Executive Order No. 1994-23 of the Governor of the State of Michigan, as revised, pursuant to Title VII of the Rehabilitation Act of 1973, as amended (29 U.S.C. 701 et. seq); to empower individuals with disabilities to maximize employment, economic self-sufficiency, independence, inclusion, and integration into society and to develop and support a state-wide network of Centers for Independent Living. Other specific purposes for the Corporation shall be to provide administrative and fiduciary services for other non-profit charitable organizations, and to engage in other charitable activities related to the independent living needs of disabled persons.
	3. Limitations: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
		1. Upon the dissolution of the Corporation, after paying or providing for payment of all of the liabilities of the Corporation, the Corporation’s assets shall be distributed for one or more exempt purposes within the meaning of 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be distributed by the circuit court of the county in which the principal office of the Corporation is then located exclusively for such purposes, or to such other organization or organizations as said court shall determine to be organized and operated exclusively for such purposes.

## ARTICLE II

## MEMBERS

2.01 Members: There are no members of the Corporation.

## ARTICLE III

## OFFICES

3.01 Principal Office: The principal office of the Corporation shall be at such place within the State of Michigan as the Board of Directors may determine from time to time.

3.02 Other Offices: The Board of Directors may establish other offices in or outside of the State of Michigan.

## ARTICLE IV

## BOARD OF DIRECTORS

4.01 General Powers: The business, property and affairs of the Corporation shall be managed by a Board of Directors.

4.02 Composition of Directors: The Board of Directors shall consist of the appointed voting members of the Michigan Statewide Independent Living Council and the Executive Director of the Statewide Independent Living Council as an ex-officio, non-voting member. The members of the Michigan Statewide Independent Living Council who serve as ex-officio members are not members of the Board of Directors. This composition shall be as outlined in the active Governor’s Executive Order outlining the appointments to the Michigan Statewide Independent Living Council.

4.03 Terms of Office: All Directors shall serve a term consistent with their appointed term on the Michigan Statewide Independent Living Council.

4.04 Removal: Any Director who is removed from their position on the Michigan Statewide Independent Living Council is also removed from the Corporation’s Board of Directors.

4.06 Resignation: A director may resign in a manner consistent with the laws of the State of Michigan and the policies of the Governor’s Office. A director may not resign from the Board without also having resigned from their position on the Michigan Statewide Independent Living Council. The resignation will be effective on receipt of the notice or at a later time designated in the notice.

4.07 Vacancies: Any vacancy on the Board of Directors shall be filled through the Governor’s appointment of the replacement member of the Michigan Statewide Independent Living Council. If because of death, resignation, or other cause, the Corporation has no Directors in office, the Executive Director of the Michigan Statewide Independent Living Council or other surviving staff may appoint one (1) Director for the Corporation who will serve until such time as the Michigan Statewide Independent Living Council has been re-appointed by the Governor.

4.08 Annual Meeting: An annual meeting of the Corporation shall be held within each fiscal year of the Corporation, at a time and place determined by the Board. This meeting shall generally take place no later than the February quarterly meeting of the Board. If the annual meeting is not held at that date and time, the Board shall cause the meeting to be held as soon thereafter as is convenient. If no specific time or place for the annual meeting of the Board of Directors has been determined by the Board, such time and place may be determined by the Chair of the Corporation. At this meeting, the Directors shall approve the annual report for the Corporation for the preceding fiscal year and shall transact such other business as has properly been brought before the meeting. The annual report of the Corporation shall include information as may be required by law.

4.09 Special Meetings: Special meetings of the Board of Directors of the Corporation shall be held whenever called by the Chair or any three (3) Directors, at such time and place as may be specified in the notice of meeting.

 4.10 Notice of Meetings: Notice will be provided 10 days prior to meeting.

4.11 Electronic Meetings of the Board: Directors may participate in a meeting of the Board of Directors through the use of a conference telephone call or similar communications equipment by which all persons participating in the meeting can communicate with each other, provided that all participants in the meeting are knowledgeable about, or are advised of, the use of such equipment and that the names of all participants in the conference are disclosed to all the participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting of the Board.

4.12 Quorum of Directors: Voting: Adjournment: A majority of the total number of directors then in office, who are present, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Voting will occur via roll call. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the vote of a majority of the Directors present at a meeting where a quorum is present shall be the act of the Board of Directors.

4.13 Compensation of Directors: Each Director shall not be compensated for his/her service as a Director of the Corporation.

4.14 Conduct of Meetings: The Board of Directors may make such rules and regulations governing the conduct of its meetings as it may, in its discretion, determine to be necessary.

4.15 Committees: The Board of Directors may designate one (1) or more committees, with each committee to consist of one (1) or more Directors of the Corporation. The Board of Directors may also designate one (1) or more Directors as alternative members of any committee who may replace an absent or disqualified committee member at any meeting of the committee. Any committee so designated, and any member or alternate member thereof, shall serve at the pleasure of the Board of Directors of the Corporation. Any committee so designated may exercise such powers and authority of the Board of Directors as has been delegated to that committee by the Board, provided, however, that no committee, including the Executive Committee in Article V, shall have the power or authority to:

 4.151 Amend the Articles of Incorporation;

 4.152 Adopt an agreement of merger or consolidation;

4.153 Recommend the sale, lease, or exchange of all or substantially all of the Corporation's property and assets

4.154 Recommend to the Board of Directors a dissolution of the Corporation or a revocation of a dissolution;

4.155 Amend the Bylaws of the Corporation;

4.156 Create or fill vacancies in the Board of Directors; or

4.157 Fix compensation of the Directors for serving on the Board or on a committee.

4.158: Act outside of an advisory capacity to the full board of directors.

## ARTICLE V

## OFFICERS

5.01 Offices and Term: The officers of the Corporation are consistent with the officers of the Statewide Independent Living Council, and shall include a Chair, a Vice-Chair, a Secretary, and a Treasurer, as outlined below. The term of all officers shall be concurrent with their service in the same position to the Michigan Statewide Independent Living Council. The officers shall be elected by the Board of Directors at the annual meeting

5.02 Chair: The Chair shall be the Director elected to the position of Chair of the Michigan Statewide Independent Living Council. The Chair shall (a) see that all orders and resolutions of the Board of Directors are carried into effect, (b) have oversight over the general control and management of the business and affairs of the Corporation as carried out by the staff of the Corporation, and (c) any other power or authority granted to the Chair by the Board of Directors. The Chair shall preside at all meetings of the members and the Board of Directors at which he or she is present.

5.03 Vice Chair: The Vice Chair shall be the Director elected to the position of Vice Chair of the Michigan Statewide Independent Living Council. The Vice Chair, if any, shall have the power to perform all duties that may be assigned by the Chair or the Board of Directors. If the Chair is absent or unable to perform his or her duties the Vice Chair shall perform the Chair’s duties until the Board of Directors directs otherwise.

5.04 Secretary: The Secretary shall be the Director elected to the position of Secretary of the Michigan Statewide Independent Living Council. The Secretary shall (a) approve records of all meetings of the Board of Directors of the Corporation, (b) have oversight for all notices required to be given to Directors, (c) be responsible for the custody (but need not personally keep custody) of the Articles of Incorporation, these Bylaws, and all other Corporate records, and (d) in general, shall perform all duties as may from time to time be assigned by the Chair or the Board of Directors.

5.05 Treasurer: The Treasurer shall be the Director elected to the position of Treasurer of the Michigan Statewide Independent Living Council. The Treasurer shall (a) have charge of the funds and other financial assets of the Corporation, (b) be responsible for seeing that accurate books and records of Corporate receipts, disbursements, assets and liabilities are kept, (c) be responsible for all accounts of the Corporation at banks and other financial institutions, (d) be responsible for the preparation and filing of all financial information which is required by law or otherwise, (e) shall present such information to the officers and Board of Directors of the Corporation as is required by law or requested by the Board of Directors, and perform such other duties as may from time to time be assigned by the Chair or the Board of Directors.

5.06 Executive Committee: The officers of the Corporation shall form the Executive Committee, along with the following:

5.061 The past Chair of the Board of Directors

5.07 Powers of the Executive Committee: The Executive Committee shall be responsible for the oversight of the activities of the Corporation in between the meetings of the Board of Directors. Such oversight shall include, but not be limited to:

 5.071 Approval of the monthly financial statements of the Corporation

 5.072 Setting the agenda for upcoming meetings of the Board of Directors

 5.073 Approval of any contracts of the corporation

 5.074 Initiate annual evaluation of the SILC Executive Director

5.08 Quorum of the Executive Committee: A quorum of the Executive Committee shall be no less than fifty percent (50%) of the members of the Executive Committee currently in their position.

5.09 Finance Committee: The Treasure of the Corporation shall form the Finance Committee, along with the following:

 5.091: Two members at-large elected by the Michigan Statewide Independent Living Council.

5.10 Powers of the Finance Committee: The Finance Committee shall be responsible for providing financial and governance oversight for the Michigan Statewide Independent Living Corporation. Such oversight shall include, but not be limited to:

 5.101: Development of an annual operating budget with staff.

 5.102: Monitor adherence to budget

 5.103: Set long-range financial goals along with funding strategies to achieve.

 5.104: Present all financial goals and proposals to board of directors

 5.105: Create and update policies that help ensure the assets of the organization are protected.

5.11 State Plan for Independent (SPIL) Committee: The elected representative to the Michigan Statewide Independent Living Corporation of the Centers for Independent Living shall form the SPIL Committee, along with the following:

 5.111: Co-Chair Selected by SPIL Committee who is an individual who has received, currently receiving or benefited from services by a Center for Independent Living.

5.112: Three Member at large elected by the Michigan Statewide Independent Living Council

 5.113: Members determined by the Michigan Statewide Independent Living Council. These members can be individuals who are not board of directors of the Statewide Independent Living Corporation.

5.12 Powers of the SPIL Committee: The SPIL Committee shall be responsible for providing oversight to the Michigan Statewide Independent Living Corporation on the current status of the SPIL. Such oversight shall include, but not be limited to:

 5.121: Development of a semi-annual report with staff to the board of directors on the status of the SPIL

 5.122: Evaluation of information received by the council for SPIL inclusion.

 5.123: Create a list of SPIL related information and recommendations for consideration by the board of directors.

 5.124: Development of a SPIL writing team.

5.13 Resident Agent: The SILC Executive Director is a non-voting officer of the Corporation. The Executive Director shall serve as the Corporation Resident Agent and is responsible for the day-to-day operations of the Corporation; including (a) implementing and monitoring of operational budgets in accordance with individual operational agreements (b) ensuring compliance with Corporation and operational financial policies (c) management of all MiSILC/SILC staff (d) execute checks, drafts and orders for payment on behalf of the Corporation agreements (e) execute contracts, conveyances etc. on behalf of the Corporation (f) and in general shall perform all duties as may from time to time be assigned by the Chair or Board of Directors.

5.14 Compensation: The officers shall not be compensated for their services in their position.

## ARTICLE VI

## MULTIPLE OFFICES

6.01 A person may serve simultaneously in any of the following capacities:

 6.011 Member of the Board of Directors;

 6.012 Officer of the Corporation;

6.013 Member of any committee established by the Corporation of the Board of Directors;

6.014 Officer of any committee established by the Corporation or the Board of Directors.

6.02 An officer may not hold more than one (1) office simultaneously.

6.03 An officer may execute, acknowledge, and/or verify any corporate document or instrument in more than one (1) capacity in a manner consistent with Michigan law.

## ARTICLE VII

## EXECUTION OF INSTRUMENTS

7.01 Checks, Drafts, etc: All checks, drafts and orders for payment of money shall be signed in the name of the Corporation, by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

7.02 Contracts, Conveyances, etc: The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation. When the execution of any contract, conveyance or other instrument has been authorized without specification of the execution officers, any one of the following: the Chair, Vice Chair, Secretary, Treasurer or Resident Agent may execute the same on behalf of the Corporation.

7.03 Policies and Procedures: The conduct of the Board of Directors, the authorizations made under this Article, the responsibilities of any Committees authorized by the Board in Article IV, Section 4.18, the authorizations of staff of the Corporation, and any other necessary documentation to be able to conduct business for the Corporation shall be contained in a corporate Policies and Procedures Manual maintained in the registered office of the Corporation.

## ARTICLE VIII

## FISCAL YEAR

8.01 The fiscal year of the Corporation shall be October 1-September 30th.

## ARTICLE IX

## INDEMNIFICATION

9.01 Indemnification: Third Party Actions: The Corporation 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, and whether formal or informal, (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, business Corporation, partnership, joint venture, trust or other enterprise whether for profit or not for profit, against expenses (including attorneys’ fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the 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 interest of the Corporation, (and with respect to any criminal action or proceeding if he or she did not have reasonable cause to believe his or her conduct was unlawful). The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, by itself, shall not 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 Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.

9.02 Indemnification: Actions in the Right of the Corporation: The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to a threatened, pending or completed action or suit by or in the right of the Corporation 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 Corporation, or is or was serving at the request of the Corporation as a director, partner, trustee, employee or agent of another foreign or domestic Corporation, business Corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys’ fees) and amounts paid in settlement incurred by him or her in connection with the action or suit 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 Corporation. However, indemnification shall not be made for a claim, issue or matter in which such person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

9.03 Indemnification: Successful Defense: To the extent that a Director, officer, employee or agent of a Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in the above Article IX, Section 9.01 or 9.02, or n defense of a claim, issue, or matter in the suit, action, or proceeding, he or she shall be indemnified against expense (including actual and reasonable attorneys’ fees) incurred by him or her in connection with said action, suit, or proceeding and in connection with any action, suit, or proceeding brought to enforce the indemnification required by this Section.

9.04 Individual Determination: An indemnification under the above Article IX, Sections 9.01 or 9.02 (unless ordered by a court) shall be made by the Corporation 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 or conduct set forth in said Article IX, Sections 9.01 or 9.02. This determination shall be made in any of the following ways:

9.041 By a majority vote of a quorum or the Board of Directors consisting of Directors who were not parties to the action, suit or proceeding; or

9.042 If such a quorum is not obtainable, then by a majority vote of committee or Directors who are not parties to the action, suit, or proceeding; or

9.043 By independent legal counsel in a written opinion.

9.05 Partial Indemnification: If a person is entitled to indemnification under the above Article IX, Sections 9.01 or 9.02 for a portion of expenses (including attorneys’ fees, judgments, penalties, fines, and amounts paid in settlement), but not for the total amount thereof, the Corporation shall indemnify the person for the portion of expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

9.06 Method of Payment: Expenses incurred in defending a civil or criminal action, suit or proceeding described in the above Article IX, Sections 9.01 or 9.02 may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay the expenses if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

9.07 Non-Exclusive

9.071 The indemnification and advancement of expenses provided by this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Article of Incorporation, these Bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

9.072 The indemnification provided by this section shall continue as to a person who has ceased to be Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

9.08 Insurance: The Corporation shall purchase and maintain Directors and Officers insurance on behalf of any person who is or was a Director, Officer, Employee or Agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

9.09 Definition of “Corporation”: For the purposes of this Article, the word “Corporation” includes all constituent Corporations absorbed in a consolidation or merger and the resulting surviving Corporation or business Corporation, so that a person who is or was a Director, officer, employee, or agent of the constituent Corporation or is or was serving at the request of the constituent Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, business Corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving Corporation or business Corporation as the person would if the person had served the resulting or surviving Corporation or business Corporation in the same capacity.

## ARTICLE X

## SEVERABILITY

10.01 Severability: Each of the provisions of these Bylaws shall be considered a separate and severable provision so that if any provision is deemed or declared to be invalid or unenforceable, such determination shall have no effect on the validity or enforceability of any of the other provisions.

10.02 Preemption of Law: If a state or federal law makes invalid any of the provisions of these Bylaws, or requires more notice than provided, or creates rights or procedures not provided or inconsistent with these Bylaws, that law or laws shall be applied and shall pre-empt these Bylaws to that extent, but all other provisions of these Bylaws shall continue in full force and effect.

## ARTICLE XI

## AMENDMENTS

11.01 The Board of Directors may, at any meeting, propose to amend, alter, or repeal any of these Bylaws. Such proposal will then by default be placed on the agenda for the annual meeting for approval by the Board of Directors, unless the Board calls a special meeting for this purpose in a manner consistent with Article IV. The Board may, at its discretion, call for the special meeting for the purposes of voting on a change to these bylaws to be the same meeting as the next quarterly meeting of the Board of Directors.

Signed By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Corporation Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Adopted: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Updated: 30 September 2016