

MiSILC Corporate Bylaws

Amended on September 26, 2020



MICHIGAN STATEWIDE INDEPENDENT LIVING CORPORATION

a Michigan Non-Profit Corporation

BYLAWS

ARTICLE I

TYPE AND PURPOSE OF CORPORATION

- 1.01 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.
- 1.02 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.
- 1.03 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.
- 1.04 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, including virtual/remote work options, within the State of Michigan as the Board of Directors may determine from time to time.

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.

4.01.1 All employees conducting business on behalf of the Corporation or the Michigan Statewide Independent Living Council are employees of the Corporation.

4.02 Composition of Directors: The Board of Directors shall consist of the appointed voting members of the Michigan Statewide Independent Living Council. 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 and consistent with federal law.

4.03.1 Officers of the Corporation shall be the officers of the Michigan Statewide Independent Living Council elected by the Council annually.

4.03.2 Directors shall be the members of the Michigan Statewide Independent Living Council.

4.04 Removal: Any Director who is removed in a manner consistent with the laws of the State of Michigan and the policies of the Governor's Office from their position on the Michigan

Statewide Independent Living Council is also removed from the Corporation's Board of Directors.

- 4.05 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.
- 4.06 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 Director for the Corporation who will serve until such time as the Michigan Statewide Independent Living Council has been re-appointed by the Governor.
- 4.07 Conflict of Interest: Board members, staff, and volunteers shall avoid any actual or potential conflicts of interest when participating in meetings of the executive committee, Board of directors or duly authorized committees or when acting on behalf of the organization.
- 4.07.1 Board members, staff, and volunteers shall disclose any actual, potential, or perceived conflicts of interest as soon as actual, potential, or perceived conflict is known or reasonably should be known.
- 4.07.2 Individuals who are eligible to vote and whom have disclosed an actual or potential conflict of interest on a specific action being taken by the Board, may not participate in any discussion, or vote on the action of said conflict. The individual may however answer specific questions put to him or her by the Board.
- 4.08 Compensation of Directors: Directors shall not be compensated for his/her service as a Director of the Corporation.
- 4.09 Conduct of Meetings: The Board of Directors will follow Robert's Rules of Order in conducting the business of the Board. The Board of Directors may make such rules of order governing the conduct of its meetings at its discretion and determined to be necessary. These adopted rules of order take precedence over Robert's Rules of Order.
- 4.10 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. If a quorum is not 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, these Bylaws, or Robert's Rules of Order, 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.

- 4.11 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 September 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.
- 4.12 Regular Meetings: The Board of Directors shall meet a minimum of one time during the fiscal year for its annual meeting. The Board may meet as frequently as needed to conduct the business of the Corporation.
- 4.13 Special Meetings: Special meetings of the Board of Directors of the Corporation shall be held whenever called by the Chair or any three Directors, at such time and place as may be specified in the notice of meeting.
- 4.14 Notice of Meetings: Notice of annual, special, and regular meetings shall comply with the Open Meetings Act. The Open Meetings Act (OMA) is 1976 PA 267, MCL 15.261 through 15.275.
- 4.15 Electronic Meetings of the Board: Directors may participate in a meeting of the Board of Directors through the use of telephone, video conferencing 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 Directors in the conference are disclosed. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting of the Board.
- 4.16 Committees: Any committee of the Board of Directors serves in an advisory capacity to provide information and recommendations for the Board to act upon. No committee, shall have the power or authority to act on behalf of or make final decisions for the Corporation, unless otherwise specified in these bylaws.

ARTICLE V **OFFICERS**

- 5.01 Officers 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,

Treasurer, and Immediate Past Chair 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 annually.

- 5.02 Chair: The Chair shall (a) see that all orders and resolutions of the Council are carried out and (b) have oversight over the general control and management of the business and affairs of the Council as carried out by the staff of the Council. The Chair, or his or her designee, shall preside at all meetings of the Council and the Executive Committee at which he or she is present. The Chair will not vote on actions, except in the case of a tie. The Chair shall have the authority to create subgroups and/or advisory subgroups, appoint, remove, and replace chairs and subgroup Members otherwise specified. The Chair shall be an ex-officio member of all standing and ad hoc committees and task forces. The Chairperson shall also possess other authorities and responsibilities as established by the Council.
- 5.03 Vice Chair: The Vice Chairperson shall perform the duties of the Chairperson if the Chairperson is unavailable. The Vice Chairperson shall also possess other authorities and responsibilities as established by the Council.
- 5.04 Secretary: The Secretary shall (a) ensure there is a record of all meetings of the Council (b) present proposed minutes of the previous meeting to the next meeting of the Council and (c) have oversight for all notices required to be given to Council Members., The Secretary shall also possess other authorities and responsibilities as established by the Council.
- 5.05 Treasurer: The Treasurer shall (a) have oversight of the funds and other financial assets of the Council, (b) be responsible for ensuring that accurate books and records of Council receipts, disbursements, assets and liabilities are kept, (c) provide oversight for all accounts of the Council 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 Council Members. The Treasurer shall also possess other authorities and responsibilities as established by the Council.
- 5.06 Immediate Past Chair: The Immediate Past Chair is a voting member of the Executive Committee. The Immediate Past Chairperson shall also possess other authorities and responsibilities as established by the Council. If the Immediate Past Chair is no longer an appointed Council Member, their position as Immediate Past Chair of the Board of Directors is nullified.
- 5.07 Executive Committee: The officers of the Corporation shall form the Executive Committee.
- 5.08 Duties 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:

- 5.08.1 Set the proposed agenda for upcoming meetings of the Board of Directors
 - 5.08.2 Review and recommend any contracts of the corporation to the Board of Directors
 - 5.08.3 Develop an annual operating budget with staff to be presented to the Board for approval.
 - 5.08.4 Review the annual operating budget and related financial reports and make recommendations to the Board as needed.
 - 5.08.5 Present long-range strategic and financial goals to the Board of Directors.
 - 5.08.6 Responsible for ensuring the Hiring, Supervision/Termination, and Evaluation of the executive director. They will also recommend salary adjustments and/or other compensation consistent with the approved organizational budget to the full Board.
- 5.09 Quorum of the Executive Committee: A quorum of the Executive Committee shall be no less than seventy-five percent of the members of the Executive Committee currently in their position.
- 5.10 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 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 shall perform all duties as may from time to time be assigned by the Chair or Board of Directors.

ARTICLE VI
MULTIPLE OFFICES

- 6.01 A person may serve simultaneously in any of the following capacities:
- 6.01.1 Member of the Board of Directors;
 - 6.01.2 Officer of the Corporation;
 - 6.01.3 Member of any committee established by the Corporation of the Board of Directors;
 - 6.01.4 Officer of any committee established by the Corporation or the Board of Directors.
- 6.02 An officer may not hold more than one office simultaneously.
- 6.03 An officer may execute, acknowledge, and/or verify any corporate document or instrument in more than one 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 policies and procedures 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 in 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:
- 9.04.1 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
- 9.04.2 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
- 9.04.3 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
- 9.07.1 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.
- 9.07.2 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 from time to time, by a two-thirds vote of the total number of directors then in office, amend these bylaws.
- 11.01.1 All amendments to these bylaws shall be effective on the date of approval by the Board of Directors.
- 11.01.2 Notice of any amendment or amendments or repeal of these bylaws by the Board of Directors shall be made available.

Approved by the Board of Directors on _____

Signed By: _____
Secretary, Board of Directors Date: _____