



**AFFIRMATIONS COMMUNITY CENTER**  
**BY-LAWS**  
**AMENDED AND RESTATED MAY 22, 2013**

**TABLE OF CONTENTS**

	<u>Page</u>
Article I.....	1
<b>1.1. Name.....</b>	<b>1</b>
<b>1.2. Purpose.....</b>	<b>1</b>
<b>1.3. Registered Office.....</b>	<b>1</b>
<b>1.4. Other Offices .....</b>	<b>1</b>
Article II.....	1
<b>2.1. Qualifications.....</b>	<b>1</b>
<b>2.2. Membership Dues .....</b>	<b>1</b>
<b>2.3. Annual Meeting.....</b>	<b>1</b>
<b>2.4. Special Meetings.....</b>	<b>1</b>
<b>2.5. Quorum.....</b>	<b>2</b>
<b>2.6. Adjournment .....</b>	<b>2</b>
Article III.....	2
<b>3.1. General Powers .....</b>	<b>2</b>
<b>3.2. Number and Qualifications of Directors.....</b>	<b>3</b>
<b>3.3. Term of Office .....</b>	<b>3</b>
<b>3.4. Resignation .....</b>	<b>3</b>
<b>3.5. Removal .....</b>	<b>3</b>
<b>3.6. Election of Board.....</b>	<b>3</b>
Article IV.....	3
<b>4.1. Roberts Rules of Order .....</b>	<b>3</b>
<b>4.2. Regular Meetings .....</b>	<b>3</b>
<b>4.3. Special Meetings of the Board of Directors .....</b>	<b>4</b>
<b>4.4. Quorum.....</b>	<b>4</b>
<b>4.5. Meeting by Conference Telephone.....</b>	<b>4</b>
<b>4.6. Chairperson.....</b>	<b>4</b>
<b>4.7. Compensation.....</b>	<b>4</b>
<b>4.8. Concurrence and Absence of Dissent. Presumption of Directors.....</b>	<b>4</b>
<b>4.9. Open Meetings.....</b>	<b>5</b>
<b>4.10. Voting in Absentia.....</b>	<b>5</b>
<b>4.11. Written Consent .....</b>	<b>5</b>
Article V.....	5
<b>5.1. Officers, Election and Term.....</b>	<b>5</b>
<b>5.2. President .....</b>	<b>5</b>
<b>5.3. Vice President.....</b>	<b>6</b>
<b>5.4. Secretary .....</b>	<b>6</b>
<b>5.5. Treasurer .....</b>	<b>6</b>

Article VI .....	6
<b>6.1. Standing Committees</b> .....	<b>6</b>
<b>6.2. Executive Committee</b> .....	<b>6</b>
<b>6.3. Board Governance Committee</b> .....	<b>7</b>
<b>6.4. Ad Hoc Committees</b> .....	<b>7</b>
Article VII.....	7
<b>7.1. Powers of the Board</b> .....	<b>7</b>
Article VIII.....	7
<b>8.1. Proceedings Against Corporate Agents</b> .....	<b>7</b>
<b>8.2. Proceedings by or in the Right of the Corporation</b> .....	<b>8</b>
<b>8.3. Corporate Agent Successful in Proceeding</b> .....	<b>8</b>
<b>8.4. Expenses Payable in Advance</b> .....	<b>8</b>
<b>8.5. Rights Not Exclusive</b> .....	<b>8</b>
<b>8.6. Directors and Officers Liability Insurance</b> .....	<b>9</b>
Article IX .....	9
<b>9.1. Financial and Minutes</b> .....	<b>9</b>
Article X.....	9
<b>10.1. Accounts</b> .....	<b>9</b>
<b>10.2. Bonding</b> .....	<b>9</b>
<b>10.3. Contracts</b> .....	<b>9</b>
Article XI .....	10
<b>11.1. Corporate Earnings</b> .....	<b>10</b>
Article XII.....	10
<b>12.1. Exempt Activities</b> .....	<b>10</b>
Article XIII.....	10
<b>13.1. Powers of the Board</b> .....	<b>10</b>

## **BYLAWS OF AFFIRMATIONS**

### **ARTICLE I**

#### **Name, Purpose and Offices**

##### **1.1. Name**

The name of the corporation shall be Affirmations.

##### **1.2. Purpose**

The corporation is organized to support and assist members of the Michigan lesbian, gay, bisexual and transgender community and its allies in developing and maintaining positive identities, and to promote awareness, tolerance, understanding and acceptance of lesbian, gay, bisexual and transgender persons in the broader community.

##### **1.3. Registered Office**

The corporation shall have and continuously maintain in the State of Michigan a registered office located at 290 West Nine Mile Road, Ferndale, Michigan. The corporation may, by resolution of the Board of Directors (the "Board"), change the location to any other place in Michigan.

##### **1.4. Other Offices**

The corporation may also maintain offices at such other places in or outside the State of Michigan, as the Board may, from time to time establish.

### **ARTICLE II**

#### **Members**

##### **2.1. Qualifications**

Membership is available to any individual who supports the purpose of the organization and pays any required membership dues.

##### **2.2. Membership Dues**

The amount of membership dues shall be set from time to time by the Board.

##### **2.3. Annual Meeting**

An annual meeting of members shall be held annually, notice of which shall be given at least 20 but not more than 90 days before the date of the annual meeting. The notice shall include the stated purpose.

##### **2.4. Special Meetings**

Upon notice, a special meeting of the members may be called by the Board or on petition of 25 members submitted to the Board and specifying the purpose of such special meeting. In either case, the Board shall set the time and place of the special meeting. When the special meeting is requested by member petition, the Board shall cause the special meeting to occur within 60 days from its receipt of the member petition.

#### **2.5. Quorum**

Quorum at any meeting of members is 15 members, or a majority of current members, whichever is less.

#### **2.6. Adjournment**

When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting provided the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and that at the adjourned meeting only such business is transacted as might have been transacted at the original meeting.

### **ARTICLE III**

#### **Board of Directors**

#### **3.1. General Powers**

Except as otherwise provided in the Michigan Non-Profit Act or the articles of the corporation, the business and affairs of the corporation shall be managed by its Board. The Board shall have general management and control of the business and affairs of the corporation and shall exercise all of the powers that may be exercised or performed by the corporation under statutes of the State of Michigan, the articles of incorporation or the corporate bylaws. These powers include, but are not limited to, the powers to control and manage the affairs and property of the organization, including responsibility for ensuring adequate funding and for approving any operating budget, including the establishment or release of any designated funds, the adoption of any rules and regulations governing the operation of the Board and the organization, and hiring and discharging any advisor or consultant hired by the Board as the Board deems necessary.

### **3.2. Number and Qualifications of Directors**

The number of members of the Board (the “Directors”) shall be determined from time to time by resolution of the Board, provided that the Board shall consist of at least 9 Directors and not more than 21 Directors. A paid staff member may not serve on the Board. An elected Director shall become a member within 30 days of election to the Board. The Board shall strive to reflect the diverse community it serves. All Directors shall have attained the age of majority (age 18 under current Michigan law). The Board shall have sole discretion to allow youth participation on the Board in whatever form the Board deems appropriate, but any youth who is under the age of 18 shall serve only as a non-voting participant.

### **3.3. Term of Office**

Each Director shall serve for a term of three years. Each Director shall hold office for the term elected, unless the Director resigns or is removed. No Director shall serve for more than twelve years total in their lifetime. All current Directors shall continue as Directors through the conclusion of each Director’s existing term or December 31, 2013, whichever is later.

### **3.4. Resignation**

A Director may resign by written notice to the organization. The resignation is effective upon its receipt by the organization or at a subsequent time as set forth in the notice of resignation.

### **3.5. Removal**

Any Director shall be subject to removal from the Board for good cause at any time by the affirmative vote of 2/3 of the Directors then in office after written notice of the impending action has been provided to the Director subject to removal and to the Board. The determination of what constitutes good cause is in the sole discretion of the Board.

### **3.6. Election of Board**

The Board shall elect the Directors, and shall do so by a majority of the total votes cast by the incumbent Board at any Board meeting, either by telephone or in person.

## **ARTICLE IV**

### **Meetings of the Board of Directors**

#### **4.1. Roberts Rules of Order**

All meetings of the Board, membership and committees shall be conducted in accordance with Roberts Rules of Order.

#### **4.2. Regular Meetings**

Regular meetings of the Board shall be held on at least a quarterly basis as set by the Board. Such meetings of the Board shall be held at a place and time specified in the notice. An agenda for the meeting shall be furnished in advance insofar as possible.

#### **4.3. Special Meetings of the Board of Directors**

Special meetings of the Board for any purpose or purposes may be called by the President, at his or her own discretion, or must be called, if a majority of the Directors so requests. Written notice, stating the time and place of the special meeting, shall be delivered to each Director no fewer than 5 days in advance of the special meeting. The purpose or purposes of the special meeting must be stated in the notice. Such notice shall be deemed to be given when sent to the Director's e-mail address which appears on the records of the organization, or when deposited in the United States mail, postage prepaid, directed to the Director at the address which appears on the records of the organization.

#### **4.4. Quorum**

A quorum at a meeting of the Board for transaction of business is constituted by one-half of the Directors then in office. In the absence of a quorum at any meeting, a majority of those present may adjourn the meeting.

#### **4.5. Meeting by Conference Telephone**

After communicating with the President a Director may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting conducted in this fashion constitutes presence in person at the meeting. Any costs associated with the Director participating by means of a conference telephone shall be borne solely by that individual Director.

#### **4.6. Chairperson**

At all meetings of the Board, the President of the Board, if any and if present, shall preside. If there is not a President, or if the President is absent, then the Vice President shall preside. If the Vice President is absent, then a Director chosen by the Board by majority vote of the Directors shall preside.

#### **4.7. Compensation**

Directors shall not receive any salary or any other compensation from the organization for attendance at meetings of the Board or any committee thereof.

#### **4.8. Concurrence and Absence of Dissent. Presumption of Directors.**

A Director who is present at a meeting of the Board or a committee thereof which she/he is a member, at which an action is taken on a corporate matter, is presumed to have concurred in that action unless a dissent is entered in the minutes. A Director who is absent from a meeting of the Board, or a committee thereof of which she/he is a member, at which any such action is taken, is

presumed to have concurred in the action unless a written dissent is filed with the Secretary of the organization within a reasonable time after she/he had knowledge of the action.

#### **4.9. Open Meetings**

Board meetings shall be open to members of Affirmations, except for Executive Sessions about personnel matters and claims against Affirmations.

#### **4.10. Voting in Absentia**

A Director who is unable to attend a Board meeting may, in writing, submit votes on specific issues to the President or Secretary prior to the meeting. A Director may also provide a written proxy to another Director to act on the Director's behalf.

#### **4.11. Written Consent**

Any action required or permitted to be taken by the Board may be taken without a meeting if at least two-thirds (2/3) of the Directors shall individually or collectively consent in writing prior to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as though voted upon by a majority of the Directors at a regular or special meeting of the Board. This section shall not authorize any committee of the Board to take any action by written consent without a meeting.

## **ARTICLE V**

### **Officers**

#### **5.1. Officers, Election and Term**

The Board shall, from among the Directors, elect the president, vice president, secretary and treasurer. Officers shall hold office at the pleasure of the Board. The Board Governance Committee shall be responsible for compiling and recommending a slate of officers for election. Directors interested in serving as an officer are encouraged to submit their name to the Board Governance Committee prior to the meeting for election of officers or at the first meeting of the Board. Any vacancy occurring in any office of the corporation shall be filled for the unexpired term by the affirmative vote of a majority of the Board. The right to fill vacancies is reserved exclusively to the Board.

#### **5.2. President**

The president or his/her designee shall serve as spokesperson for the organization. The president shall set the agenda and shall serve as the presiding officer for all Board and membership meetings; shall serve as one of two signatories on all legal and binding agreements of the organization requiring Board approval; shall sit as an ex-officio member of all committees; shall, with the treasurer, oversee the preparation of the budget; and shall perform all such other duties as they may arise.



### **5.3. Vice President**

The vice president shall assist the president in fulfilling the duties of that office; shall perform the duties of the president in the absence of the president; shall serve as president during the remainder of the term should the office of president become vacant; and shall perform all such other duties as they may arise.

### **5.4. Secretary**

The secretary shall serve as the recording officer of the organization, producing minutes, notices and other such documentation for the organization, including but not limited to proceedings of the executive committee, the Board meetings and the annual membership meeting, and shall perform all other such duties as they may arise. The secretary may designate an individual or employee of the organization to assist in its duties.

### **5.5. Treasurer**

The treasurer shall see that a full and accurate account is kept of all monies received and paid out and that sound fiscal controls are in operation. The Treasurer shall render a report at each meeting of the Board and, at the annual meeting, shall present a complete report and official audit. The Treasurer shall see that all checks issued by the organization bear two signatures as determined by the Board of Directors, except that checks issued for payment of payroll or for budgeted items under \$5,000 may contain only one signature. The Treasurer shall be one of four persons authorized by the Board to sign checks.

## **ARTICLE VI**

### **Committees**

#### **6.1. Standing Committees**

The Board shall establish standing committees as it deems necessary, each committee to consist of one or more of the Directors. The Board may designate one or more Directors to act as alternate members at a meeting of the Committee. A Committee and each member shall serve at the pleasure of the Board.

#### **6.2. Executive Committee**

The Executive Committee shall consist of all officers elected by the Board and not more than two (2) at large members as appointed by a majority vote of the Board. The Executive Committee may during intervals between meetings of the Board exercise all powers and authority of the Board in the general management and control of the business affairs of the corporation except as otherwise provided by law, these bylaws or by Board resolution. However, the Executive Committee does not have power or authority to (a) amend the articles of incorporation; (b) adopt an agreement of merger or consolidation; (c) recommend to members the sale, lease or exchange of all or substantially all of the corporation's property and assets; (d) recommend to members a dissolution of the corporation or revocation of a dissolution; (e) make elections to the Board; (f) approve the annual budget; (g) hire or discharge the chief executive

officer; (h) approve the strategic plan or any annual work plan; (i) approve the chief executive officer's annual goals; (j) enter into any contract or approve any expenditure in excess of or which has not been approved in the annual budget. The Executive Committee shall have such other authority and power as established by Board policy. Unless otherwise agreed by the Executive Committee, meetings of the Executive Committee shall be held each month that the board does not meet at a date, time and place as set by the Executive Committee. Special meetings may be held by providing twenty-four hour notice to all Executive Committee members which notice shall include the stated purpose of the meeting. Notice by phone, facsimile or e-mail shall be deemed sufficient. Quorum at any meeting of the executive committee is a majority of the current members.

### **6.3. Board Governance Committee**

The Board Governance Committee shall consist of at least three (3) members selected by the Board. The Board Governance Committee shall, in accordance with the rules or policies established by the Board, (a) monitor the membership list, (b) recommend procedures to the Board for nominating candidates to the Board, (c) solicit individuals for election to the Board, (d) conduct all elections of the organization, (e) compile and recommend a list of officers of the Board prior to the first meeting of the Board, (f) implement board development activities, (g) review and recommend changes in Board policies and bylaws, and monitor Board compliance, and (h) spearhead the development of the strategic plan and monitor its progress. The Board Governance Committee shall have such other authority and power as established by Board policy.

### **6.4. Ad Hoc Committees**

The Board shall establish ad hoc committees as it deems necessary for the purposes of the organization.

## **ARTICLE VII**

### **Amending or Restating Bylaws**

#### **7.1. Powers of the Board**

The power to amend or repeal these bylaws or adopt new bylaws is reserved exclusively to the Board. These bylaws may be amended only by two-thirds vote of Directors voting at any Board meeting, provided, however, that (1) notice of the meeting indicates that by-law amendments may be considered and (2) such vote shall occur no sooner than 30 days upon motion for such amendment.

## **ARTICLE VIII**

### **Indemnification of Corporate Agents**

#### **8.1. Proceedings Against Corporate Agents**

The corporation shall have the power to indemnify any person who was or is a party to, 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 corporation) by reason of the fact that the person 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. The indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding. The corporation shall have the power to indemnify the Director, officer, employee, or agent of the corporation, only if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

#### **8.2. Proceedings by or in the Right of the Corporation**

The corporation shall indemnify any person who was or is a party to, or is in the threatened to be made a party to, any 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 the person 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 or another corporation, partnership, joint venture, trust, or other enterprise. The indemnification shall be against defense or settlement of such action or suit. The corporation shall indemnify any person only if that person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, no indemnification shall be made in respect of any claim, issue, or matters to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the corporation unless, any 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, through in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses with such court shall deem proper.

#### **8.3. Corporate Agent Successful in Proceeding**

To the extent that a Director, officer, employee, or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding, referred to above, or in defense of any claim, issue, or matter therein, that person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred.

#### **8.4. Expenses Payable in Advance**

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized in the Michigan Nonprofit Corporation Act, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it ultimately shall be determined that the person is entitled to be indemnified by the corporation.

#### **8.5. Rights Not Exclusive**

Further provisions may be made to indemnify directors or officers in any action, suit, or proceeding, whether contained in the articles, bylaws, a resolution of Directors, an agreement or otherwise, so long as such provisions are not in conflict with the Michigan Nonprofit Corporation Act. Nothing contained in the Act shall affect any rights to indemnification to which persons other than the board and officers may be entitled by contract or otherwise by law. Moreover, the indemnification provided in the Act continues as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

#### **8.6. Directors and Officers Liability Insurance**

The corporation shall purchase and maintain 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 that person and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the corporation would have power to indemnify that person against liability pursuant to the Michigan Nonprofit Corporation Act.

### **ARTICLE IX**

#### **Books and Records**

##### **9.1. Financial and Minutes**

The organization shall keep correct and complete books and records of account and the books, records and minutes of all proceedings of its members, Board and Executive Committee, if any. Minutes may not be kept outside the State of Michigan.

### **ARTICLE X**

#### **Execution of Instruments and Contracts**

##### **10.1. Accounts**

All banking matters, checking and saving, in the name of the organization, shall be consistent with the Accounting Policy enacted by the Board.

##### **10.2. Bonding**

The organization shall obtain bonding or similar insurance against loss from employee theft or dishonesty for any personnel handling funds.

##### **10.3. Contracts**

The Executive Director shall have the authority, and power to enter into any contract necessary for operation of the organization provided the expenditure is approved as part of the annual budget.

## **ARTICLE XI**

### **Use of Funds/Dissolution**

#### **11.1. Corporate Earnings**

No officer, employee or person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the corporation in affecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. Board shall be deemed to expressly consent and agree that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed,, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine or may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable, or religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) and Section 170(c) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XII**

### **Exempt Activities**

#### **12.1. Exempt Activities**

Notwithstanding any other provision of these by-laws, no officer, action council member, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended, or by an organization's contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XIII**

### **Amending and Restating the of Articles of Incorporation**

#### **13.1. Powers of the Board**

The power to amend and restate the articles of incorporation is reserved exclusively to the Board. The articles of incorporation may be amended only by two-thirds vote of Directors voting at any Board meeting, provided, however, that (1) notice of the meeting indicates that the amendments to the articles of incorporation may be considered and (2) such vote shall occur no sooner than 30 days upon motion for such amendment.

[Signature page follows]

By:

\_\_\_\_\_  
Secretary for:

Affirmations Bylaws