

# Friends of Saugatuck Middle School

## Bylaws

### ARTICLE I

#### *Name*

**1.1** The name of this organization is Friends of Saugatuck Middle School, which has been formed as a nonprofit corporation incorporated on April 14, 2022, under the laws of the State of Michigan (referred to herein as the Corporation). The name of the Corporation may be changed with the approval of at least two-thirds (2/3) of the Board of Directors.

### ARTICLE II

#### *Purpose and Powers*

**2.1 Purpose and Mission.** The purposes of the Corporation are to promote the welfare of children and youth, school, home, and community, fostering a cooperative relationship between home and school, without regard to race, color, religion, sex, sexual orientation, gender identification or national origin. The mission of the Corporation is promoted through education programs directed toward parents, teachers, and the public and are developed through conferences, committees, projects, and programs and are governed and qualified by the policies set forth in these Bylaws.

**2.2 501(c)(3) Eligibility.** In purposing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**2.3 Limitations on Activities.** No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), religious and/or any political campaign on behalf of, or in opposition to, any candidate for public office.

**2.4 Charitable Purposes.** The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is incorporated, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation include, but are not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**2.4 Powers.** Notwithstanding any other provision of these Bylaws, no Director, Officer 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 as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, or other private person, except that the Corporation is authorized and empowered

to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

**2.5 Prohibition Against Private Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, Directors of the Corporation, its 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 of this Corporation.

**ARTICLE III**  
***Offices***

**3.1 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.

**3.2 Other Offices.** The Corporation may also have offices at such other places as the Directors may select.

**ARTICLE IV**  
***Members***

**4.1 Membership.** Any parent/guardian or adult family member of a student at Saugatuck Middle School, Saugatuck High School, the Principal, or any teacher currently employed at the school may become a member. Membership shall be available without regard to age, height, weight, familial status, marital status, race, color, national origin, ancestry, religion, sexual orientation (including transgender status, gender identity or expression), pregnancy, physical or mental disability, genetic information, veteran status, uniformed service member status, or any other status protected by federal, state, or local laws.

**4.2 Dues.** There are no annual dues to be a member. The Corporation shall conduct enrollment of new members at the beginning of each school year by inviting them to join the email list, but persons may be admitted to membership at any time.

**4.3 Voting.** Each individual member shall have one (1) vote. Members shall be entitled to vote in elections for the Board of Directors and for any other issues that the Board of Directors yields them. Voting may take place at a regular meeting or by electronic ballot via the email list.

**ARTICLE V**  
***Board of Directors***

**5.5 Number, Election, Term.** The Corporation’s powers, including all business, property, and affairs of the Corporation, shall be managed under the direction of the Board of Directors, except as otherwise provided by law.

The Board of Directors shall consist of not less than three (3) nor more than seven (7) Directors on the board, as fixed from time to time by the board. Within these limits, the Board of Directors may

increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. To be eligible as a director, a person must be an adult individual. The incorporator shall initially appoint members of the first Board of Directors for terms commencing on the date of incorporation and additional directors may be elected by the then-sitting members. Directors who are elected or appointed by the board shall serve for a term of two years, provided that the end of the initial term for the first Board of Directors shall be June 30 (fiscal year-end). Wherever practicable, the terms for the various Directors on the board will be staggered so that new Directors will be elected each year. Directors shall be eligible for reappointment.

**Section 5.2 Powers.** The Directors shall have all powers and authority necessary for the management of the business of the Corporation.

**Section 5.3 Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the board at any meeting at which a quorum is not present. Proxies shall be permitted at Board meetings.

**Section 5.4 Vote.** Each Director shall be entitled to one (1) vote. An affirmative vote of a majority of the Directors present at any annual, regular, or special meeting duly convened after proper notice, at which a quorum is present, shall constitute Board action, unless a greater number is required by the Act or these Bylaws.

**Section 5.5 Regular Meetings.** The Board of Directors shall have a minimum of five (5) regular meetings each school year (August through June). Regular meetings of the board shall be held on a day, time or place designated by the board President upon reasonable advance written notice to the board. The President or his/her designee shall publish a calendar of meetings to the members of the board with dates, times, and locations for regular meetings. At least once annually, the purpose of the meeting will be to present financial reports and elect Directors. A quorum shall consist of members present.

**5.7 Special Meetings.** Special meetings of the Directors may be called by the President or by any two (2) Directors at any time. It shall be the duty of the Secretary, upon receipt of a request for such a special meeting, to send at least five (5) days' written notice stating the time, place and purpose of any special meeting to the members of the Board. If the Secretary fails or refuses to send such notice, the person(s) calling for the special meeting may call the meeting at such time or place within the area of the principal office of the Corporation selected by such person(s).

**5.8 Removal/Resignation.** Any Director may be removed from office, with or without cause, by an affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the remaining Directors in office at any annual, regular or special meeting, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. Any Director may resign at any time by providing written notice to the President of the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice, and a successor shall be appointed as provided herein.

**5.9 Teleconference Meetings.** One or more Directors may participate in a meeting of the Board or any committee thereof by reason of a conference telephone or similar communications equipment by which all persons participating in a meeting can hear each other, including without limitation internet video meeting. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

**5.10 Compensation.** Directors shall receive no compensation for carrying out their duties as Directors. The board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred

in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings. Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

**5.11. Consent to Corporate Action.** Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before the action, all of the Directors consent to the action in writing, which may include email.

## **ARTICLE VI** ***Officers***

**6.1 Positions, Election, Term.** The Officers of the Corporation shall include a President, Vice President, Secretary, and Treasurer and such other Officers whose positions shall be created from time to time by the Directors. The Officers must be an adult individual and meet the membership requirements as outlined in Section 4.1. A person may hold more than one office except that the same person may not be President and Secretary, but no board Officer may act in more than one capacity where action of two or more Officers is required. No two Officers may be from the same household. The election of Officers shall be held at the Annual Meeting (April) each year. In case of failure to elect any Officers at that time, such election may be held at a special meeting. The Officers shall be elected by the board and shall serve for a term of two (2) years and until their successors are elected and qualified. The board may also appoint additional Vice-Presidents and such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.

**6.2 Consecutive Terms.** Officers may be elected for a maximum of three consecutive terms in the same office. In the event the Corporation is unable to fill an Officer position at the end of the fiscal year, the incumbent of the expiring term may remain in office for only one (1) additional year or until an election of a new Officer takes place.

**6.3 Duties.** The duties of the Officers shall include the following:

(a) The board President shall be the chief volunteer Officer of the Corporation. The board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.

(b) In the absence or disability of the board President, the ranking Vice President or Vice President designated by the Board of Directors shall perform the duties of the board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the board President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the board President.

(d) The Secretary shall keep or cause to be kept full minutes of all meetings of the Directors, shall attend all sessions of the Board, shall act as clerk thereof, and shall record all votes and the

minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings to the Directors as appropriate and shall perform such other duties as may be prescribed by the Directors or the President. The Secretary shall also keep or cause to be kept and maintain accurate membership records of all honorary members.

(e) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements; shall collect and deposit all funds due the Corporation and disburse funds as required to meet the obligations of the Corporation; shall provide an updated financial report at each regular scheduled meeting; shall render to the President and Directors as requested by them but not less than once a year, regular accountings of all transactions and of the financial condition of the Corporation and facilitate an annual financial audit through an independent review.

(f) The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

(g) The Board of Directors may designate additional Officer positions of the Corporation and may assign duties to other non-director Officers of the Corporation.

## **ARTICLE VII** ***Vacancies***

**7.1 Director Vacancies.** If the office of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the remaining Directors may choose a person or persons who shall hold office for the remaining term.

**7.2 Officer Vacancies.** If the office of any Officer becomes vacant, by an increase in the number of Officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

## **ARTICLE VIII** ***Resignation***

**8.1 Resignations.** Any Director or Officer may resign from office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

## **ARTICLE IX** **Order of Business**

**9.1 Roberts Revised Rules of Order.** All proceedings shall be conducted under and pursuant to Roberts Revised Rules of Order.

**ARTICLE X**  
**Fiscal Year**

**10.1 Fiscal Year.** The fiscal year of the Corporation is defined as beginning on July 1 and ending on June 30 each year or such other day as may be fixed by resolution of the Board of Directors from time to time.

**ARTICLE XI**  
**Contracts, Checks, Loans and Related Matters**

**11.1 Contracts and Other Writings.** Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the President, Vice-President, Secretary or Treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the board.

**11.2 Checks, Drafts.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall 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.

**11.3 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

**11.4 Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

**11.5 Budget and Expenditures.** The treasurer shall provide a yearly proposed budget at the first regularly scheduled meeting of the fiscal year for the Board of Directors to vote and approve. Any unbudgeted expenses exceeding \$500 shall be authorized and approved via a majority vote by the Board of Directors via a regular scheduled meeting or via electronic vote; unbudgeted expenses less than \$500 can be approved by any Officer of the Corporation.

**11.6 Bond.** The Board of Directors, at its discretion, may require bonding of all persons having control of Corporation funds.

**11.7 Authority.** All corporate documents (including checks, debt obligations, contracts, etc.) shall not be signed by any Officer, designated agent, or attorney in fact unless authorized by the board or by these bylaws.

**11.8 Tax Exempt Status.** Friends of Saugatuck Middle School will not endanger the tax-exempt status, under the Internal Revenue Code.

## ARTICLE XII

### Notices

**12.1 Notices.** Whenever any written notice is required to be given under the provisions of any law, the Articles of Incorporation or by these bylaws, it shall not be construed or interpreted to mean personal notice unless expressly so stated, and any notice so required shall be deemed to be sufficient if given in writing by mail, by depositing the same into a post office box, postage prepaid, by email, or by facsimile, addressed to the person entitled to such notice at his or her address as it appears in the records of the Corporation. Such notice shall be deemed to have been given at the day and at the time of such mailing. Any required notice may be waived by the written consent of the person entitled to such notice, and person at any meeting in person or by proxy shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE XIII

### Amendment

**13.1 Bylaw Amendment.** The Bylaws of the Corporation may be amended by a majority of the Board of Directors at any annual, regular or special meeting duly convened, notice of such amendments having been given to all eligible voters, in writing, at least 20 days before such meeting.

## ARTICLE XIV

### Liability and Indemnification of Officers and Directors; Insurance

**14.1 General Rule.** A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless

(1) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in the Not-for-Profit Corporation Law (Standards of Conduct for Directors).

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; Provided however, the foregoing provision shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute or (2) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

**14.2 Indemnification.** The Corporation shall indemnify any Officer or Director or employee or other representative of the Corporation 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 or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as Officer or Director and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, or in such person's capacity as employee or representative provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

**14.3 Advancement of Expenses.** Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of (a) a written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (b) receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

**14.4 Continuing Right to Indemnification.** The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

**14.5 Other Rights.** This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

**14.6 Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, Officer, employee, or agent of the Corporation, or (b) was or is serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person 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 power to indemnify against such liability under this article or the laws of the state of Michigan.

**14.7 Changes in Michigan Law.** If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

## **ARTICLE XV Committees**

**15.1 Establishment.** The Directors may establish such committees with such powers as they deem desirable for the operation of the Corporation.

**15.2 Appointment of Committee Members.** Unless otherwise determined by the Board, the President shall appoint members of all committees which are created by the Board of Directors or these Bylaws.

**15.3 Committee Powers.** A committee designated by the board may exercise any powers of the board in managing the Corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to:

- adopt an agreement of merger or consolidation;
- amend the bylaws of the Corporation;
- fill vacancies on the board;



- enter into contracts without the express consent of a Board majority following a regular or special meeting; or
- approve any transaction:
  - a) to which the Corporation is a party and one or more Directors have a material financial interest;
  - b) between the Corporation and one or more of its Directors; or
  - c) between the Corporation or any person in which one or more of its Directors have a material financial interest.

**15.4 Consent to Committee Actions.** Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing, which may include email. Written consents shall be filed with the minutes of the committee's proceedings.

## **ARTICLE XVI Construction of Bylaws**

**16.1 Interpretation.** The interpretation of these Bylaws and all that is authorized by them shall rest with the Board of Directors. The Directors may establish such committees with such powers as they deem desirable for the operation of the Corporation.

## **ARTICLE XVII Dissolution**

**17.1 Dissolution.** Upon the dissolution of the Corporation, the assets of this Corporation shall be distributed to a nonprofit fund, foundation, association, or corporation organized and operating exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 and which has established its tax-exempt status under that section or corresponding section of future 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 disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

## **ARTICLE XIX Conflicts of Interest**

**Conflict of Interest.** The board shall adopt and periodically review a conflict-of-interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a committee with board-delegated powers.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Friends of Saugatuck Middle School were approved by the Corporation's Board of Directors on and constitute a complete copy of the Bylaws of the Corporation.

*January 17, 2023*

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Stacey Grant, Secretary

\_\_\_\_\_  
Date