

BYLAWS OF THE

Crestwood Community Education Foundation

ARTICLE I NAME

- I.01 Name. The name of the Corporation is the Crestwood Community Education Foundation.

ARTICLE II PURPOSES

- II.01 General Purposes. The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or political subdivisions of the State of Michigan.
- II.02 Non-Internal Distributions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) an organizations, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- II.03 Administration of Funds. The Corporation may receive and administer funds for the establishment, maintenance, development, implementation and support, either directly or through subsidiary organizations, or in cooperation with other organizations of education programs which significantly contribute to the education of Crestwood School District students or those who have significant educational purposes or opportunities within the District.
- II.04 School District Support. The Corporation's promotion or support of any activity shall be designed to further the general education or welfare of the Crestwood School District.
- II.05 Fundraising. The Corporation may raise and distribute of funds either directly or through related organizations or other organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code in furtherance of the purposes of the Corporation, subject to the

limitations on the nature or extent of such activities applicable to the organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions.

- II.06 Property and Gift Acquisition. Any acquisition, ownership, and disposition of real and personal property and interests therein and application of gifts, grants, bequests, and devises, and the proceeds thereof shall be in furtherance of the purposes of the Corporation.
- II.07 Other Activities. The Corporation may undertake such other actions as necessary to accomplish the purposes stated herein, subject to limitations imposed upon it under Section 501(c)(3) of the Internal Revenue Code.
- II.08 Lawful Rights and Privileges. Solely for the above purposes and without otherwise limiting its powers, the Corporation is empowered to exercise all rights and privileges conferred upon it as a nonprofit corporation by the laws of the State of Michigan.

ARTICLE III ORGANIZATION

- III.01 Organization. This Corporation is organized upon a non-stock, directorship basis. The Corporation shall be financed from contributions, payments, and grants from individuals and organizations, payments from charitable and educational services, and income from investments and other sources that may become available to the Corporation.

ARTICLE IV OFFICES

- IV.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 and is presently located at Crestwood Education Foundation, 27235 Joy Rd, Dearborn Heights MI, 48127.
- IV.02 Other Offices. The Board of Directors may establish other offices in or outside the State of Michigan.

ARTICLE V MEMBERS

- V.01 Members. There shall be no members.

ARTICLE VI BOARD OF DIRECTORS

- VI.01 General Powers. The Board of Directors shall manage the business, property, and affairs of the Corporation. The Board of Directors may exercise any power or authority permitted by statute, the Articles of Incorporation or by these Bylaws.
- VI.02 Number. There shall be not less than five (5) nor more than **9 directors** on the Board as shall be fixed from time to time by the Board of Directors. Nominations for the office of Chairperson(s) must meet the qualifications established by the Board. Board Directors will be

chosen by the remaining duly qualified CCEF Board of Directors in good standing and be selected because of their knowledge and interest in the quality of education of students of the Crestwood School District. The Superintendent of Schools and/or his or her designee shall have a seat on the Board.

- VI.03 Composition. The Board of Directors shall be representative of the many facets of community life.
- VI.04 Tenure. A term shall consist of three (3) years. Each Board of Director shall be eligible for two (2) consecutive terms of three (3) years which can be extended upon resolution of the Board. Representatives of banks or trust companies which serve as Directors, investment advisors, custodians, or agents for or with respect to funds of or held for the benefit of this corporation, shall never constitute more than one-half (1/2) of the Directors. Board members appointed to the Board of Directors during a term may complete the duration of the term and shall be eligible for re-appointment to a full term.
- VI.05 Resignation. Any Director may resign at any time by providing written notice to the Executive Director or Chairperson(s). The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor may be appointed as provided in the Bylaws.
- VI.06 Removal. The Board of Directors shall have the power to remove a Director by a two thirds (2/3) vote of the Directors present at a meeting.
- VI.07 Board Vacancies. A vacancy on the Board may be filled with a person selected by two thirds (2/3) of the Directors of the Board upon recommendation of the Nominating Committee. The Board of Directors, upon recommendation of the Nominating Committee, may fill vacancies occurring between annual business meetings of the Corporation.
- VI.08 Annual Meeting. An annual meeting shall be held each year on the **Third Wednesday in September** at a time to be determined by the Board. Written notice of the annual meeting shall be mailed either via US Mail or electronically to all members at least two weeks in advance of the meeting.
- VI.09 Frequency of Meetings. The Board of Directors shall meet **monthly/bi-Monthly** during the regular school year (from September through May on **Wednesday**) **for no less than seven (7) meetings a year.**
- VI.10 Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice other than the resolution.
- VI.11 Special Meetings. Special meetings of the Board may be called by the Chairperson(s) or three (3) or more Directors of the Board. The call for a special meeting shall state the business to be transacted and the meeting shall be limited to the business stated in the call and can be conducted telephonically. Notice of the time and place of special meetings shall be given to each Director in any manner at least three (3) days before the meeting.
- VI.12 Waiver of Notice. The attendance of a Director at a board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of

objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

- VI.13 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- VI.14 Quorum. Majority (Half ($\frac{1}{2}$) +1) of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board, unless the item to be voted on requires the majority of all Directors. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board. 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. At all meetings of the Board of Directors, each Director shall have one vote. Directors who are absent from a meeting where a vote is required, may not vote via proxy.
- VI.15 Consent to Corporate Actions. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if, before or after such action, a quorum of the Directors by written consent, setting forth the action, agree in writing. Such consent shall be of the same force and effect as a unanimous vote. Written consent shall be filed with the minutes of the Board's proceedings. Corporate actions may be taken via electronic vote.
- VI.16 Conduct of Meetings. The Chairperson of the Board shall preside at all meetings of the Board of Directors. If he/she is not present, the Vice Chairperson shall be the presiding officer at the meeting. The secretary of the Corporation shall act as secretary of all meetings, if he/she is present. If he/she is not present, the Chairperson of the meeting shall appoint a secretary of the meeting.
- VI.17 Advisory Board. The Board of Directors may from time to time elect persons to serve on an Advisory Board. Advisory Board members of the Corporation shall be entitled to notice of the meeting, and to take part therein, but shall have no vote or hold office. Advisory Board members shall be invited to meet with the full Board at a special meeting once a year.
- VI.18 Mandatory Meetings. All Board of Directors must meet no less than three (3) meetings a year or can be removed by vote by the Board of Directors. If a Board Member is going to miss a meeting, they must inform the Chairman of the Board prior to the meeting.

ARTICLE VII COMMITTEES OF THE BOARD

- VII.01 General Powers. The Board, by resolution adopted by a vote of a majority of its Directors then in office, may designate one or more committees, each committee consisting of one or more Directors. The Board may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a

committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

VII.02 Executive Committee. The Executive Committee shall be composed of the Chairman or Co-Chairmen, Vice Chairman, Treasury, Secretary and Chair of the Grant Committee of the Board of Directors.

VII.03 Appointment of Members and Chairpersons. The Chairperson of the Board shall appoint the members and Chairpersons of special committees with the approval of the Board of Directors and the Directors so appointed. No committee has the authority of the Board to:

- Amend the articles of incorporation.
- Adopt a plan of merger or of consolidation with another corporation.
- Authorize voluntary dissolution of the Corporation.
- Revoke proceedings for voluntary dissolution of the Corporation.
- Adopt a plan for distributing the Corporation's assets.
- Amend, alter or repeal these bylaws
- Elect, appoint, or remove a member of a committee or a Director or
- Approve any transaction to which the Corporation is a party and that involve a potential conflict of interest as defined in paragraph
- Take any action outside the scope of authority delegated to it by the Board.

VII.04 Authorization of Specific Committees. The following committees are authorized: Executive, Marketing, Finance/Investment, Nominating, Grant, Alumni, and Development. Such committees will generally perform the duties and functions and have the scope of authority set forth herein; however, the resolution of appointment may expand or restrict the duties and functions and scope of authority. The Executive Board may appoint additional committees and the Board will define by resolution the activities and scope of authority of each such additional committee

VII.05 Action By Committee Without a Meeting. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if, before or after such action, a consent in writing or by electronic mail, setting forth the action shall be agreed to by a majority of the committee members. Such consent shall have the same force and effect as voted for by the committee in a regular meeting. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

VII.06 Term of Office. Each committee member will continue to serve on the committee until the next annual Board and until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

VII.07 Attendance by Director. Any Director shall be permitted to attend and participate without vote in the meeting of all committees of which such Director is not otherwise a member.

ARTICLE VIII BOARD OFFICERS

VIII.01 Number. Officers of the Corporation shall be members of the Board of Directors and shall be appointed by the Board. The officers shall consist of a Chairperson of the Board, Vice Chairperson, a Secretary, and a Treasurer. The same person may hold two (2) or more offices, but such person shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law to be executed, acknowledged or verified by two (2) or more officers. An officer shall have such authority and shall perform such duties in the management of the Corporation as provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

VIII.02 Subordinate Officers. The Board of Directors may elect such other officers, assistant officers and agents to perform such duties as shall be determined from time to time by the Board.

VIII.03 Chairman of the Board. The Chairman of the Board conducts the meetings of the corporation, is its chief executive officer, and has general management of the business of the corporation. When present, the Chairman presides at all meetings of the Directors. He or she sees that all orders and resolutions of the Board of Directors are carried out. With the proper signature of one other duly qualified officer of the corporation, the Chairman may execute and deliver any deeds, mortgages, bonds, contracts and other instruments pertaining to the business of the corporation, including without limitation, any instruments necessary or appropriate to enable the corporation to donate income or principal of the corporation to or for the account of such organizations, causes, and projects described in the Articles of Incorporation that the corporation was organized to support. The Chairman shall have all other such duties as are normally associated with that office.

VIII.04 Vice Chairman. Each Vice Chairman, if any, will have such powers and duties as may be specified in the Bylaws or prescribed by the Board of Directors or the Chairman of the Board. In the event of absence or disability of the Chairman, Vice Chairman shall succeed to his or her power and duties in the order designated by the Board of Directors

VIII.05 Secretary. The Secretary or designee records the proceedings of the meetings of the Board of Directors, notifies the Directors of all meetings, and performs such other duties as required by

the Board of Directors or by the Chairman and, in general performs all duties incident to the office of the Secretary.

VIII.06 Treasurer. The Treasurer or designee will keep accurate accounts of all monies of the corporation received and disbursed. He or she deposits monies, draft, and checks to the credit of the corporation in banks and depositories designated by a majority of the whole Board of Directors. He or she may endorse for deposit all notes, checks and drafts received by the corporation, and renders as required, an account of all transactions, and of the financial condition of the corporation. The Board of Directors may prescribe other duties and, in general, the Treasurer shall perform all duties incident to the office.

VIII.07 Other Officers. The corporation may have other officers and the Board of Directors may deem agents as necessary. Their appointment, duties and terms will be determined by resolution of the Board of Directors.

VIII.08 Term of Office. Each officer shall hold office for a term of two (2) years following his or her appointment or until his or her successor(s) is appointed and qualified. No officer shall hold the same office for more than two (2) consecutive terms unless extended by the Board. (Except that Chairperson or Vice Chairperson whose term of office shall coincide with expiration of two (2) consecutive terms as Director shall be eligible for immediate re-election for one more three (3) year term). An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

ARTICLE IX CORPORATE DOCUMENT PROCEDURE

IX.01 Procedure. All corporate documents (including agreements, insurance and contracts, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these Bylaws.

ARTICLE X ACCOUNT

X.01 Account. The Corporation may establish a separate account under “Crestwood Community Education Foundation Endowment Fund” with the intent to collect a minimum principal and thereafter to expend interest earned and contributions in excess of the stated for purposes contained herein.

**ARTICLE XI
INDEMNIFICATION AND INSURANCE**

- XI.01 Indemnification. The Corporation has the power to indemnify any director, officer, employee or agent of the Corporation as permitted under the provision of the Michigan Nonprofit Corporation Act, MCL 450.2101 et seq.
- XI.02 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.
- XI.03 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 to provide before any such change.

**ARTICLE XII
COMPENSATION**

- XII.01 Compensation of Directors. Members of the Board of Directors shall receive no compensation for their services as members of the Board of Directors, or of committees of the Board, but may be reimbursed for actual expenses of attendance at meetings of the Board of Directors or committees of the Board as determined by the Board upon recommendation from the Executive Director.

**ARTICLE XIII
FISCAL YEAR**

- XIII.01 Fiscal Year. The fiscal year of the Corporation shall begin July 1.

**ARTICLE XIV
AMENDMENTS**

- XIV.01 Amendments to Bylaws. The Board of Directors at any regular or special meeting may amend or repeal these Bylaws, or adopt new Bylaws by vote of a majority of directors in office.

ARTICLE XV
DISPOSITION OF CORPORATE ASSETS UPON DISSOLUTION

XV.01 Disposition of Assets Upon Dissolution. On dissolution of the Corporation, the Corporation's assets shall be distributed to the Crestwood School District or in a manner not inconsistent with the Michigan Nonprofit Corporation Act, MCL 450.2101 et seq.

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