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Adopted October 23, 2020

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# RESTATED BYLAWS of MIDLAND KIDS FIRST

## ARTICLE I NAME, PRINCIPAL OFFIC, PURPOSES

- 1.01 *Name.* The name of the corporation is Midland Kids First.
- 1.02 *Principal Office.* The principal office of the corporation shall be at such place as the Board of Directors may determine from time to time.
- 1.03 *Purposes.* The purposes for which the corporation is organized are as set forth in the Articles of Incorporation of the corporation, as amended or restated from time to time.

## ARTICLE II DIRECTORSHIP CORPORATION

- 2.01 *Directorship Corporation.* The corporation shall be operated as a directorship corporation.

## ARTICLE III BOARD OF DIRECTORS

- 3.01 *Board Of Directors.* The business and affairs of the corporation shall be managed by a Board of Directors, which is the governing body of the corporation. The Board of Directors shall meet as often as necessary to conduct the business of the corporation.
- 3.02 *Number.* There shall be not less than 9 or more than 15 directors on the Board as shall be fixed from time to time by the Board of Directors.
- 3.03 *Term.* Each director of the Corporation shall hold office until the director's death, resignation, or removal.
- 3.04 *Board Vacancies.* A vacancy on the Board may be filled with a person selected by the remaining members of the Board of Directors.
- 3.05 *Board Member Expertise And Experience.* The Board of Directors will endeavor to select directors who have experience and hold positions which will be beneficial in assisting the corporation in accomplishing its purposes. While there are no specific criteria for membership on the Board of Directors, the Board of Directors will seek individuals who have experience or affiliation with law enforcement, the Michigan Department of Health and Humans Services, Community Mental Health, education, public and private foundations, the business community, the community at large, and other key constituencies.
- 3.06 *Authority.* Individual members of the Board do not possess the powers that reside in the Board. The Board speaks through its resolutions and not through its individual members. An act of the Board shall not be valid unless approved by the vote of the Board.

3.07 *Anti-Discrimination and Anti-Harassment.* The Board's intent is to provide an environment that fosters the respect and dignity of each person. To this end, the Board is committed to maintaining an environment free of harassment and intimidation.

It shall be the policy of this corporation to provide equal employment and service opportunities to all eligible persons without regard to race, religion, color, national origin, ancestry, height, weight, age, sex, sexual orientation, parental status, disability and/or any other legally protected characteristic.

3.08 *Annual Meeting.* An annual meeting shall be held each year at a date, time and location determined by the Board of Directors. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting.

3.09 *Quorum.* A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at the meeting where a quorum is present shall constitute authorized actions of the Board.

3.10 *Removal.* Any Director may be removed at any time, with or without cause, by the remaining Directors on the Board.

3.11 *Resignation.* Any Director may resign at any time by providing written notice to the corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice.

3.12 *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.

3.13 *Special Meetings.* Special meetings of the Board may be called by the Chairperson of the Board or any two Directors at a time and place as determined by those persons calling the Special Meeting. Notice of the time and place of Special Meetings shall be given to each Director at least forty-eight (48) hours before the meeting.

3.14 *Meeting by Telephone or Similar Equipment.* A Director may participate in a meeting by conference telephone, video conference, 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.

3.15 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting except as otherwise expressly provided in these bylaws.

3.16 *Action Without A Meeting.* Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing. Email, facsimile transmission, or other similar form of communication providing a documentary record shall constitute written consent. Said written consents shall be filed with the meeting records of the corporation or committee and shall have the same effect as a vote for all purposes.

- 3.17 *Notice.* Any notice given to Directors may be provided to the last known address of the Director reflected in the records of the corporation, and may be sent by regular mail, email, delivered personally, or be delivered in another manner reasonably calculated to give notice to Directors.
- 3.18 *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.
- 3.19 *Compensation.* Directors shall receive no compensation for their service on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing liability insurance. Nor shall it prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of his or her duties as a director, or from reimbursing any director for expenses actually and necessarily incurred in the performance of his or her duties as a director.
- 3.20 *Execution of Documents and Contracts.* The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract or document on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any agreement or document has been authorized without specifying the executing officers or agents, the Board Chairperson, the President/CEO or the Treasurer may execute such instrument on behalf of the corporation.

#### **ARTICLE IV OFFICERS**

- 4.01 *Officers.* The officers of the corporation shall be appointed by the Board. The officers shall be a President and CEO, Board Chairperson, Secretary, and Treasurer. There may also be one or more Vice Presidents, and such other officers as the Board deems appropriate. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the President/CEO or by the Board to be executed, acknowledged, or verified by two or more officers.
- 4.02 *Term of Office; Resignation.* Each officer shall be elected at the annual meeting of the corporation and shall hold office for a term of one year or until a successor is elected. 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.
- 4.03 *Removal.* An officer elected by the board may be removed with or without cause by vote of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.
- 4.04 *Vacancies.* A vacancy in any office for any reason may be filled by the Board.
- 4.05 *Chairperson.* The Chairperson shall be a member of the Board of Directors, and shall preside at all Board meetings. The Chairperson shall have the power to perform duties as may be assigned by the Board. If the President/CEO is absent or unable to perform his or her duties, the Chairperson shall perform the President/CEO duties until the Board directs otherwise. The Chairperson shall perform all duties incident to the office.

4.06 *President/CEO*. The President shall be the Chief Executive Officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The President/CEO shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The President/CEO shall sign all corporate documents and agreements on behalf of the corporation, unless the Chairperson of the Board instructs that the signing be done with or by some other officer, agent, or employee. The President/CEO shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the right of the President/CEO and the right of the Board to delegate any specific power to any other officer of the corporation. The President/CEO may, but is not required to be, a member of the Board of Directors.

4.07 *Vice President*. The Vice President, if any, shall have the power to perform duties that may be assigned by the President/CEO or the Board. If the President/CEO is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board Directs determines otherwise. The Vice President shall perform all duties incident to the office. A Vice President may, but is not required to be, a member of the Board of Directors.

4.08 *Secretary*. The Secretary may, but is not required to be, a member of the Board of Directors, and shall:

- i. Keep minutes of Board meetings
- ii. Be responsible for providing notice to each director as required by law, the articles of incorporation, or these bylaws
- iii. Be the custodian of corporate records
- iv. Keep a register of the names and addresses of each officer and director, and
- v. Perform all duties incident to the office and other duties assigned by the President/CEO or the Board.

4.09 *Treasurer*. The Treasurer shall be a member of the Board of Directors, and shall:

- i. Have charge and custody over corporate funds and securities
- ii. Keep accurate books and records of corporate receipts and disbursements
- iii. Deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board
- iv. Complete all required corporate filings; and perform all duties incident to the office and other duties assigned by the Chairperson or the President/CEO.

## **ARTICLE V COMMITTEES**

5.01 *General Powers*. The Board, by resolution adopted by a vote of the Board, may designate one or more committees, with each committee including of one or more Directors. Individuals who are not members of the Board of Directors may also be designed by the Board to serve on a committee. The Board may also designate one or more persons as alternate committee members who may replace any absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then 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. A majority of committee members shall constitute a quorum, and a majority of committee members in attendance at a committee meeting where a quorum is present may act.

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

- i. Amend the articles of incorporation
- ii. Adopt an agreement of merger or consolidation
- iii. Amend the bylaws of the corporation
- iv. Fill vacancies on the Board, or
- v. Fix compensation of the Directors for serving on the Board or on a committee

5.02 *Committee Meetings.* Committees shall meet as directed by the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

5.03 *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, in the same manner as specified in Section 3.16 of these bylaws. Written consents shall be filed with the records of the committee's proceedings.

5.04 *Executive Committee.* The Chairperson, the President/CEO and the Treasurer shall constitute an Executive Committee of the Board. Between meetings of the Board of Directors, the Executive Committee may take any actions not prohibited in Section 5.01 which the Board could take. Any actions taken by the Executive Committee shall be reported at the next meeting of the Board of Directors. Minutes shall be taken of the meetings of the Executive Committee, and shall be provided to the Board of Directors at its next following meeting.

## **ARTICLE VI INDEMNIFICATION**

6.01 *Indemnification Of Directors And Officers.* Each person who is or was a director, officer or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the nonprofit corporation laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

## **ARTICLE VII FISCAL YEAR**

7.01 *Fiscal Year.* The fiscal year of the corporation shall end on December 31.

## **ARTICLE VIII AMENDMENTS**

8.01 *Amendments.* 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 the directors, if notice setting forth the terms of the proposal has been given.