

BYLAWS - RIVER REC TEEN ZONE

ARTICLE I – GENERAL

Section 1. Name: This organization is incorporated under the laws of the State of Michigan and shall be known as the “River Rec Teen Zone” (abbreviated “RRTZ”).

Section 2. Mission: The purpose of the River Rec Teen Zone is to provide youth a safe, inclusive environment that offers life enriching programs. Through RRTZ, teens will cultivate skills that will empower them to become leaders in their community.

Section 3. Limitation of Methods: The River Rec Teen Zone shall observe all local, state, and federal laws that apply to a non-profit organization as defined in Section 501(c)3 of the International Revenue Code. RRTZ shall observe a fiscal year beginning January 1st.

ARTICLE II – BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors: The government of the RRTZ, the direction of its work, and control of its property shall be vested in a Board of Directors consisting of seven (7) members. Each director shall be entitled to one vote. Board members shall fill two (2) year terms. Three (3) directors shall be elected in even numbered years; four (4) directors shall be elected during odd numbered years, or until their successors are elected. In the event of a vacancy for any reason, a director seat may be filled by appointment of the majority of the current standing board. For the first established board of directors, the three (3) directors appointed in 2017 shall serve until 2020 to further continuity in leadership with the newly established organization. The Executive Director (once position is established) shall be a non-voting member of all boards and committees.

Section 2. Authority of the Board of Directors: The Board of Directors shall be authorized to adopt such rules and regulations and perform such actions as may be deemed necessary for the government of the board, the proper conduct of business of the corporation, and the guidance of all committees, officers, and employees, as long as such activities are not in conflict with any of the specific provisions of these bylaws.

Section 3. Selection & Election of the Board of Directors: The board shall appoint a Nominating Committee of no less than three (3) active members of the Adult Advisory Board, at least two (2) member of the Teen Advisory Board, and two (2) current directors not up for reelection. The Nominating Committee will meet as needed to select nominees for the available seats on the Board. It shall be the duty of the Nominating Committee to interview each of the nominees prior to placing their names on the ballot and obtain their consent and commitment to serve faithfully if elected as directors. Elections for new board members shall occur at the beginning of the July meeting.

Section 4. Board Vacancies: A director may resign by providing the board thirty (30) days written notice. A member of the board who is absent from three (3) consecutive regular meetings, is automatically removed from the board unless the board deems the circumstances extenuating by majority vote. A director may be dismissed from service on the board with or without cause by a majority of the other directors. A director may attend a regular board meeting via conference video call,

and not be considered absent, only two (2) times per year.

Section 5. Board Meetings: The Board of Directors are required to meet quarterly and shall host official regular meetings in the months of January, April, July, and October. An annual schedule of regular meetings is to be approved and distributed at the July meeting for the following year, that includes dates, times, and locations of said meetings. All meetings are to be conducted under Parliamentary Procedure using Robert's Rules Of Order. Meetings are to be open to members of the RRTZ, committee and staff members, and volunteers who wish to attend as observers in the audience. Meetings shall include a "public comment" section where audience members are welcome to address the board for three (3) minutes per audience member. The board may enter into "Executive Session" and excuse the audience for the purposes of discussing legal counsel, protected employee matters, and any matter it deems necessary to handle in a private manner.

Section 6. Special Board Meetings: Special meetings of the Board of Directors may be called at any time by the president or any two board members after receipt of a 48 hour written notice to all board members. Members of the board may suspend this rule upon notification and approval of all board members, in order to deal with emergency situations.

Section 7. Board Meeting Quorum: Four (4) directors shall constitute a quorum at any regular or special meeting of the Board of Directors. Once a quorum is established at the start of the meeting, quorum status stays in place even if a member leaves before the end of the meeting. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may shall adjourn the meeting.

Section 8. Board Approval Through Written Consent: If and when two thirds of the directors collectively consent in writing to any action to be taken by the Board, such an action shall be a valid board action as though it had been authorized at a meeting of the Board of Directors.

ARTICLE III - OFFICERS

Section 1. Duties of the Chairperson of the Board: The Chairperson of the Board will create meeting agendas, preside over all board meetings, and shall follow Robert's Rules of Order. The Chairperson will, with the counsel and advice of the Vice Chairperson and the Executive Director, recommend and establish committees and committee chairs. With the approval of the Board, the Chairperson shall, with the Executive Director, sign all deeds, contracts, minutes and other formal documents and instruments affecting the operation of the RRTZ or any of its properties (the Treasurer will stand in until an Executive Director is established). The Chairperson shall perform such other duties as from time to time may be assigned by the Board of Directors. Regular attendance at meetings and timely replies to all phone / conference calls, email, mail and other forms of communication.

Section 2. Duties of the Vice Chairperson: The Vice Chairperson shall serve in the absence of the Chairperson. In the event of the Chairperson's death, inability, or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson will work closely with the Chairperson to learn the duties and responsibilities of this role to assist or replace if necessary. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Board of Directors. Regular attendance at meetings and timely replies to all phone/conference calls, email, mail

and other forms of communication.

Section 3. Duties of the Treasurer: In the event of the absence of the Chairperson and Vice Chairperson, the Treasurer shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. In coordination with the Executive Director, he or she shall have charge of and be responsible for funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation, and deposit all such moneys in the name of the corporation in such banks other depositories as shall be selected by vote of the majority of the Board Of Directors. He or she shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the corporation, all of which books shall be open at all times to the inspection of the Board of Directors. He or she shall submit a report of the accounts and financial condition of the corporation at each regular meeting of the Board of Directors. And, such other duties as from time to time may be assigned to him or her by the Board of Directors. Regular attendance at meetings and timely replies to all phone calls, email, mail and other forms of communication.

Section 4. Duties of the Secretary: In the event of the Chairperson, Vice Chairperson, and Treasurer's death, inability, or refusal to act, the Secretary shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, as well as digitally, give all notices in accordance with the provisions of these bylaws; be custodian of the corporate records. And, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors. Regular attendance at meetings and timely replies to all phone/conference calls, email, mail and other forms of communication.

Section 5. Duties of the Directors: Each Director will be responsible for being an active member of the Board of Directors to provide advice and counsel on strategic planning, programs, committee appointments and financial needs of the RRTZ. Regular attendance at meetings and timely replies to all phone/conference calls, email, mail and other forms of communication.

Section 6. Duties of the Executive Director: The Executive Director Once the position is established) shall serve under the direction of the board of directors, and shall be charged with the general supervision and management of the office and day-to-day business affairs of the organization. The Executive Director shall conduct official correspondence, preserve books; documents; and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and committees. The Executive Director shall be a non-voting member of the board and all committees. The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees and volunteers, and shall make recommendations to the board for salaries of employees. The Executive Director shall have custody of the records of the corporation and the corporate seal. The Executive Director shall perform such other duties as may be incident to his/her office, subject to the direction of the Board of Directors. At the expiration of his/her term of employment, he/she shall deliver to the Board all books, papers, and property of RRTZ including electronic media. The Executive Director shall be responsible for all expenditures within approved budget allocations. The Executive Director will act as the representative/liaison between the RRTZ and local organizations.

Section 7. Removal of Directors: All directors are subject to removal at any time by a two thirds

vote of the board of directors at any regular or special meeting. Upon the resignation or inability of a director to complete their term the board, by majority vote, shall appoint an interim director to complete the vacant term.

Section 8. Indemnification: The RRTZ may, by resolution of the board, provide for indemnification by the RRTZ of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the RRTZ, except in relation to matters as to which such individuals shall be judged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE IV – COMMITTEES AND POWERS

Section 1. Appointment and Authority: The Board of Directors shall authorize and define the powers and duties of all standing and special committees, except those committees whose functions are set forth in these by-laws. Subject to confirmation by the board of directors, the president shall determine committees and appoint a chairperson for a period not to exceed his/her term of office. The chair shall choose its committee members as seen fit.

Section 2. Standing Committees: The standing committees of the Board of Directors shall be the following: Teen Advisory, Adult Advisory, and Nominating.

Section 3. Operation of Teen and Adult Advisory Committees: An Adult and a Teen Advisory committee shall help facilitate the programs and events of the RRTZ. Both committees exist to further the mission of the corporation by creating a sounding board for volunteers and teen members to help direct programming and events, and steer the corporation in the direction of future needs of the teens we serve. Both committees report to the Executive Director and Board of Directors, and shall host monthly meetings. In conjunction with the Executive Director, it shall be the function of committees to address needs, make recommendations and implement the plan as adopted by the Board of Directors, and carry on such activities as may be delegated to them by the Board. Each committee is to be composed of a minimum of seven (7) members, but no more than twenty (20) members.

Section 4. Approval of Recommendations: All resolutions adopted by committees and all reports and other communications, which purports to reflect the position of the RRTZ, shall first be approved by the Board of Directors, before being made available either to RRTZ members/volunteers, to the public, except such resolutions; reports; and other communications as shall be approved or authorized in advance by the board of directors.

Section 5. Special Committees: Special committees shall be discharged by the board when their work has been completed and their report accepted, or when, in the opinion of the board of directors, it is deemed appropriate to discontinue the activity in which the committee may be engaged.

Section 6. Quorum: At committee meetings a quorum is the majority one (1) more than half of the committee members. If a quorum is established at the beginning of the meeting, it remains in effect even if a member needs to leave.

ARTICLE V – FUNDS AND FINANCES

Section 1. General and Special Funds: All assets of the River Rec Teen Zone shall be placed in a general fund, except such as may be subscribed or contributed for some special purpose, which shall be placed in a separate fund for such purpose. All funds shall be invested in such financial institutions as the board of directors deems appropriate from time to time.

Section 2. Payment and Funds: Monies in the general fund and any special fund shall be disbursed only upon vouchers duly authenticated by such persons as may be designated by the Board of Directors. All checks upon any accounts of the RRTZ shall be signed by the Executive Director *or* the Chairperson *and* Treasurer, *or* such persons in such manner as may from time to time be required by the board of directors.

Section 3. Custody: The books of the RRTZ shall be kept at the office of the RRTZ unless otherwise directed by the Board of Directors.

Section 4. Fiscal Year: The fiscal year of the RRTZ shall be from January 1st through December 31st.

Section 5. Budget: The annual operating budget of the RRTZ for the following year shall be approved at the October meeting.

Section 6. Audit: The books and the affairs of the RRTZ shall be reviewed at least once each fiscal year by a certified public accountant starting in the 2018 fiscal year. Such review shall be presented to the board of directors in a timely fashion and thereafter made available for viewing.

ARTICLE VI – MEETINGS

Section 1. Meeting of the Board: The Board of Directors shall hold regular quarterly meetings in the months of January, April, July, and October, and such other meetings as may be necessary unless altered by a vote of the Board. Said meetings may be held at the RRTZ, or at such other place within the community as the board of directors may from time to time determine.

Section 2. Quorum for Directors Meeting: Four (4) directors shall constitute a quorum at any regular or special meeting of the board of directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present shall adjourn the meeting. If a quorum is established at the beginning of the meeting, it will remain in effect even if a member leaves before the meeting is ended.

Section 3. Quorum for Committee Meetings: Committees are empowered to hold meetings at which a majority shall constitute a quorum, except that, when a committee consists of more than nine (9) members, five (5) members shall constitute a quorum. If a quorum is established at the beginning of the meeting, it will remain in effect even if a member leaves before the meeting is ended.

Section 4. Parliamentary Procedure: All meetings shall be conducted using Robert's Rules of Order.

ARTICLE VII – AMENDMENTS

Section 1. Revisions: These bylaws may be amended or repealed at any regular or special meeting of the board of directors of the RRTZ by a majority vote of the members of the board of directors, provided that printed or written notice of the intention of offering such an amendment shall have been mailed to each member of the board of directors at least five (5) days prior to the meeting at which said amendment is to be acted upon.

ARTICLE VIII – DISSOLUTION AND LIQUIDATION

Section 1. Upon dissolution of the RRTZ, a 501(c)3, all of its assets over and above the amount necessary to pay its debts and liquidation expenses shall be paid over and distributed to the any single or group of other 501(c)3 organizations. The intent of this article that upon dissolution, none of the remaining assets of RRTZ shall be distributed to any individual or member of the RRTZ.

Bylaws approved and adopted on July 20 , 2017.

FOUNDING BOARD OF DIRECTORS

Chairperson: Laura Saccia

Vice Chairperson: Erin Doetsch

Secretary: Jim Jones

Treasurer: Dan Micoff

Director: David Simpson

Director: Jason Stier

Director: Jennifer Vandenbossche