

Amendment 1: Article III. Membership and Authority

Summary: Minor wording change

Any person who is current on dues payments to the Organization no less than 7 days before a meeting and who has agreed to the purpose of the Organization is a Member and is eligible to vote.

The policies of the Organization shall be approved and may be amended as provided for in these By-Laws.

Deleted: by the in meetings

Amendment 2: Article IV. Meetings of the Members and Elections

Summary: This amendment creates a process by which Members may call a membership meeting, determines a procedure for conducting Meetings of Members, and makes minor wording change

The Organization shall hold an Annual Meeting of Members in the first quarter of the calendar year (January through March). Additional meetings of the Members may be called by the Board of Directors as necessary, or by any Member upon submission of a petition calling for a meeting of the Members which is signed by at least 100 Members or 10% of the Membership, whichever is fewer. 3 weeks notice, including a proposed agenda, of any meeting of the Members shall be given to the Members. For the Annual Meeting, the notice shall also include the slate of nominees for the Board of Directors and the nominee for President.

Deleted: Membership

Deleted: meeting

Deleted: Member

Deleted: if deemed

Deleted: .

At the Annual Meeting, the Members shall elect, by ballot, persons to serve on the Board of Directors, and may review and pass upon the policies, proposed work, finances of the Organization and other matters. Actions at a meeting of the Members shall be authorized by a majority of the Members present and voting. Members attending a meeting of the Members are eligible to vote. Proxies are not permitted. Members may vote to remove a Director at any time with or without cause. Meetings of Members shall be conducted according to "Modern Parliamentary Procedure." (Keesley).

Deleted: and

Deleted: such

Deleted: as may be brought before the

Deleted: . Unless a different vote requirement is set forth in the Articles

Deleted: Incorporation or in these By-Laws, actions at

Deleted: Annual Meeting

Deleted: Two weeks notice of all meetings shall be given to the membership.

Amendment 3: Article V. Board of Directors

Summary: This amendment sets a limit on the number of Board members, clarifies term limits, the role of staff on the Board, Board duties, and the Committee structure. It requires the creation of finance and personnel committees and clarifies the process by which the nominating committee operates.

The Board of Directors ("Board") shall consist of at least 12 but not more than 18 persons, all of whom shall be Members. Directors shall serve for a three year term, and may be elected to one additional three year term. The terms of Directors may be staggered. After a person has been off the Board for a period of one year, he or she shall again be eligible forelection to the Board. The Board will meet monthly or otherwise as agreed upon by the Board, upon one week's notice given by phone, mail, electronically, or in person. Staff shall participate in meetings of the Board, but shall not have voting privileges

Deleted: or

Deleted: of Directors

Deleted: of Directors

Deleted: Its responsibilities

Responsibilities of the Board shall include:

- Setting the amount of dues required for Membership.
- Conducting the business of the Organization between meetings of the Members.

- Setting policies for the Organization.

Deleted: . - . Accepting/

- Receiving, discussing, and accepting financial and program reports and adopting an annual budget.

- Reporting the Organization's work and finances to the Members.

Deleted: . - . Approving reports of

- Calling a meeting of the Members, as necessary.

Deleted: appropriate

- Employing program staff and consultants as necessary to effectuate the purposes of the Organization.

Deleted: consultants or

Deleted: deemed

Deleted: effect

- Filling vacancies on the Board if they arise more than one month prior to the Annual Meeting. A person appointed to fill a vacancy shall complete the term of the person being replaced, subject to approval of the Members at the next Annual Meeting.

Deleted: of the Organization.

Deleted: of Directors

Deleted: should

Deleted: of Directors

The Board shall have the following committees:

Deleted: authority to appoint working

- Finance Committee. The Finance Committee shall assist in planning for the financial needs of the Organization, be responsible for preparing regular financial reports for the Board, and ensure implementation of financial policies.

Deleted: to plan and effect programs. These committees will be responsible to the Board of Directors. The Board of Directors shall also appoint a

Deleted: to

Deleted: and

Deleted: . The Board

Deleted: Directors shall also appoint a Nominations

- Nominating Committee. The Nominating Committee shall consist of representatives from the Board, staff, and the other committees. At least 1 month before the Annual Meeting, the Nominating Committee shall propose a slate of nominees for the Board and a nominee for President. Members may submit nominee suggestions to the nominating committee.
- Personnel Committee. The Personnel Committee shall evaluate current staff, be responsible for hiring new staff, and act as the liaison between staff and the board on employment matters.

Deleted: of representative Board of Directors members, staff, and invite each task force to submit one name for the nominating committee to present a slate of nominees for the Board of Directors and a nominee for Chairperson to the Annual Meeting. Nominations by Members for the Board of Directors and Chairperson may also be submitted at least one month prior to the Annual Meeting. The

The Board shall have the authority to appoint additional short-term and standing committees, including Task Forces, to plan and carry out the programmatic work of the Organization. All committees shall be accountable to the Board.

The Officers shall constitute the Executive Committee. The Executive Committee may act on behalf of the full Board on matters that require action between Board meetings, and it has the power and authority to so act subject only to those limitations set forth in the Michigan Non-Profit Corporation Act.

Deleted: and it

Deleted: of

Deleted: must be acted upon

Deleted: selected by the Board

Deleted: Directors,

Deleted: Chairperson, a

Deleted: of Directors

Deleted: All Officers

Deleted: may be designated

Deleted: of Directors unless otherwise designated

Deleted: ¶ Chairperson.

Deleted: Chairperson

Deleted: of Directors

Deleted: of Directors

Deleted: of Directors

Deleted: the

Deleted: be

Deleted: chief executive and administrative officer

Deleted: Organization and, subject to

Deleted: control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Organization. If the Organization has selected an Executive Director, general supervision and control of the business and affairs of the Organization shall be delegated to such person.

Deleted: . c)

Deleted: of Directors

Deleted: annual

Deleted: of Directors

Amendment 4: Article VI. Officers

Summary: This amendment clarifies the structure of the Officers of the Board to bring them more in line with a nonprofit, grassroots model, requires Officers to be Board members, and clarifies the process by which the Board president is selected.

Section 1. Officers. The Officers of the Organization shall be members of the Board and shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board may determine. Except for the President, who shall be elected at the Annual Meeting, the Officers shall be selected by the Board.

Section 2. Functions. Each Officer shall have such authority and perform such duties in the management of the affairs of the Organization as follows, and as further prescribed by the Board;

- President. The President of the Board shall preside at all meetings of the Board and shall perform such other duties as may be prescribed from time to time by the Board or by these By-Laws.

- Vice-President. The Vice-President shall perform the duties of the President when the President is unavailable.

- Secretary. The Secretary shall keep proper minutes of the meetings of the Board and shall give notices of meetings of the Members of the Organization and of meetings of the Board.

- Treasurer. The Treasurer shall have custody of the funds of the Organization and shall make such disbursements as are required.

Deleted: . . d) .

Deleted: from time to time

- Other Officers. Any other Officers appointed by the Board shall perform those functions that the Board prescribes.

Deleted: and shall perform such other duties as shall be designated by the Board of Directors

Deleted: of Directors

Deleted: such

Deleted: as shall be designated by

Deleted: of Directors

Amendment 5: Article VII. Contracts, Loans, Checks and Deposits

Summary: Minor wording changes

Section 1. Contracts. The Board may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

Deleted: of Directors

Section 2. Loans. No loans shall be contracted on behalf of the Organization, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Deleted: of Directors

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officers or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board.

Deleted: of Directors

Section 4. Deposits. All funds of the Organization, not otherwise employed, shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board may select.

Deleted: of Directors

Amendment 6: Article IX. Amendments

Summary: Clarifies process for amending the by-laws to ensure that members receive sufficient notice of the proposed bylaws and sets a quorum to require a minimum number of members be present to amend the bylaws.

Amendments to these By-Laws may be made at the Annual Meeting or at a meeting specifically called for that purpose. At least 3 weeks notice of a proposed amendment to the By-Laws, including the language of any proposed amendment, shall be given to the Members before a vote to amend the By-Laws is taken. The scope of debate on a proposed amendment to the By-Laws shall be limited to the Article at issue. For a proposed amendment to the By-Laws to be effective, 60 percent of those present and voting must approve it, and a quorum consisting of 50 Members must be present

Deleted: Sixty

Deleted: shall be required to

Deleted: or change the By-Laws.