

Milan Seniors for Healthy Living

By-Laws

IV. Milan Seniors for Healthy Living Board of Director By-Laws

ARTICLE I – ORGANIZATION AND PURPOSE

- NAME 1. The name of the corporation is MILAN SENIORS FOR HEALTHY LIVING.
- PURPOSE 2. The purpose of the corporation is to provide activities, services and programs to promote the healthy living of persons fifty (50) years of age and older residing in the greater Milan area.
- STATUS 3. The corporation was incorporated as a Michigan non-profit corporation on August 28, 2009, pursuant to Act 162 of the Public Acts of 1982, is registered with the Michigan Attorney General as a Charitable Corporation, pursuant to Act 101 of the Public Acts of 1961, as amended, and on May 25, 2010, was determined by the Internal Revenue Service to be a public charity and exempt from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code.
- OFFICES 4. The principal offices of the corporation are located at 45 Neckel Court, Milan, Michigan 48160.
- FISCAL YEAR 5. The fiscal year of the corporation shall be the year ending on the 31st day of December of each year.

ARTICLE II - GOVERNANCE

- DIRECTORSHIP 1. As permitted by the Michigan Non-Profit Corporation Act, and as provided in the corporation's Articles of Incorporation, this corporation shall be a directorship corporation.
- MANAGEMENT 2. The business and property of the corporation shall be owned, managed and controlled by its elected Board of Directors, in its fiduciary capacity, which for all purposes shall be considered its executive board.
3. At its discretion, the Board of Directors shall periodically adopt policies to guide the governance of the corporation. All such policies shall be reviewed at least every two years and re-adopted as is, repealed, or re-adopted with amendments as deemed appropriate.

ARTICLE III – BOARD OF DIRECTORS

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BOARD OF DIRECTORS

1. The Board of Directors shall consist of seven (7) members. Except for Directors elected to fill unexpired terms, each Director shall serve for a full term of three (3) years, with an equal number of terms, as much as possible, expiring at each annual election meeting. All Directors shall be elected by a majority of the Board of Directors physically present at any meeting at which an election takes place. Vacated positions on the Board of Directors shall be filled by election by the Board of Directors when needed, as hereafter provided. All full terms shall commence and end at the appropriate annual election meeting.

ANNUAL ELECTION MEETING

2. The Board of Directors shall hold an annual election meeting at its principal offices in June of each year for the purpose of electing persons to fill positions on the Board of Directors resulting from expiring terms, or to fill the remainder of unexpired terms vacated during the previous year.

NOTICE OF ANNUAL

3. Written notice of the time and date of the annual election meeting, together with the names of the nominees for Board membership, shall be given to each MEETING sitting Board Member at least two (2) weeks prior to the meeting by first-class mail or by electronic e-mail.

BOARD VACANCIES

4. Vacancies on the Board of Directors, whether by resignation, death or removal, may be filled at any Board of Directors' meeting by the affirmative vote of a majority of the remaining Directors. Such appointed Director shall serve until the next annual election meeting or until the election and qualification of a successor.

NOMINATING COMMITTEE

5. In a timely manner, the Chair shall appoint a nominating committee consisting of at least two (2) members of the Board of Directors. The nominating committee shall investigate, interview and place into nomination for Board consideration the names of persons it believes qualified to fill expiring terms or vacancies on the Board of Directors whether for the annual election meeting or at any other Board of Directors election meeting.

BOARD NOMINATIONS

6. For the annual election meeting, the nominating committee shall present its nominees to the Board of Directors no later than its May meeting, together with a biographical statement for each non-incumbent nominee.

ELECTION OF OFFICERS; TIME AND

7. The Board of Directors, after the election of Directors at its annual election meeting, shall organize and elect officers, set the time and place of regular monthly meetings, and conduct such other business of the corporation as shall be

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PLACE OF MEETINGS required. Officers so elected shall serve until the next annual election meeting.

NOTICE OF BOARD MEETINGS 8. Notice of all Board of Directors meetings, except as herein otherwise provided, shall be given at least two (2) days previous to the day of such meeting by written notice delivered personally, by US first class mail or by electronic email, to each Director at his or her address as shown by the records of the corporation. Such notice may be waived by any Director. Any business to be transacted at any meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

PRESIDING OFFICER 9. At all meetings of the Board of Directors, the Chair or Vice-Chair, or in their absence a temporary chair chosen by the Directors present, shall preside.

QUORUM 10. At all meetings of the Board of Directors a majority of the elected Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by these By-Laws.

SPECIAL MEETINGS 11. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two (2) Directors.

REMOVAL OF DIRECTORS 12. Any Director may be removed from office by the affirmative vote of a majority of the Board of Directors at any meeting held after the affected Director has been given at least a 15 days prior written notice of such proposed action, by US first class mail. Removal may be made either for misfeasance or malfeasance of office, or for the affected Director's failure to attend any regular or special Board meetings, or committee meetings, for six (6) consecutive months. An affected Director shall be entitled to appear and be heard at the meeting at which such removal is to be considered.

ARTICLE IV - OFFICERS

STANDING OFFICERS 1. The officers of the corporation shall be the Chair, Vice-Chair, Secretary, Treasurer, and such other officers as may be appointed and determined appropriate by the Board of Directors, with such powers and duties not inconsistent with these By-Laws.

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OTHER
OFFICERS
AGENTS

2. Such other officers, agents and representatives of the corporation may be appointed by the Board of Directors, and shall have such powers to perform such AND acts or duties on behalf of the corporation as the Board of Directors may direct, so far as may be consistent with these by-laws and to the extent authorized or permitted by law.

OFFICER
VACANCIES

3. In the event any office of the corporation becomes vacant, a majority of the Board of Directors then in office may fill such vacancy, and the officer so appointed shall hold office and serve from the time of appointment until the next annual election meeting, or until resignation or removal.

CHAIR

4. The Chair shall preside at all meetings of the Board of Directors. The Chair shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned by the Board of Directors.

VICE-CHAIR

5. At the request of the Chair, or in the event of his or her absence or disability, the Vice-Chair shall perform the duties and possess and exercise the powers of the Chair; and shall have such other duties as may be assigned by the Board of Directors.

SECRETARY

6. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. The Secretary shall attend and shall be responsible for the keeping of the minutes of all meetings of the Board of Directors of the corporation. The Secretary may sign with the Chair or Vice-Chair, in the name and on behalf of the corporation any contract or agreement authorized by the Board of Directors. The Secretary, or his or her duly appointed agent, shall serve all notices required by these by-laws, shall in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

TREASURER

7. The Treasurer shall supervise the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper the Treasurer may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depositories as the Board of Directors may from time to time designate. The Treasurer shall supervise the signing of all receipts and vouchers and, together with such other officer or officers as shall be designated by the Board of Directors, shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and

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execution thereof shall be expressly designated by the Board of Directors or by these by-laws to some other officer or agent of the corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation. The Treasurer, or a duly authorized agent, shall enter regularly on the books of the corporation to be kept for such purpose, full and accurate accounts of all moneys and obligations received and paid or incurred for or on account of the corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the corporation. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

REMOVAL OF OFFICERS

8. Any officer may be removed from office by the affirmative vote of a majority of all the members of the Board of Directors at any regular or special meeting called for that purpose.

CONTRACTS

9. The Board of Directors, except as these By-Laws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, or agent, shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ADVISORY COMMITTEE

10. The Board of Directors may appoint from its numbers or from other such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee or committees shall serve during the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the Board and officers of the corporation in all matters designated by the Board of Directors.

ARTICLE V – COMPENSATION

DIRECTORS NON-COMPENSATION

1. Except for reimbursement for out-of-pocket expenses incurred for the benefit of the corporation, Directors shall receive no compensation or salary for their services. Nor shall Directors be employed or engaged in any capacity for compensation by the corporation except upon approval without dissent of the Board of Directors.

SALARIES

2. The salaries of all non-Director officers and employees of the corporation shall be fixed by the Board of Directors.

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NET EARNING PROIHBITION

3. No officer, director, member, employee or member of a committee of, or person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, that this shall not prevent the payment to any such persons of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, except as herein before provided.

ARTICLE VI – DISSOLUTION

DISTRIBUTION DISSOLUTION

1. In the event of dissolution of the corporation, all assets, real and personal, & shall be distributed only to such organizations as are qualified as tax-exempt under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Revenue Law.

ARTICLE VII – AMENDMENTS

AMENDMENT OF BY-LAWS

1. The Board of Directors may make, alter, amend, and repeal the By-Laws of the corporation by affirmative vote of a majority thereof, except as otherwise provided by law. Except for the original adoption of these By-Laws, any proposed amendment, alteration or repeal to or of the By-Laws shall be officially proposed to the Board of Directors for consideration at least one regular meeting prior to final vote thereon.