

**BY-LAWS
OF
MICHIGAN GUARDIANSHIP ASSOCIATION**

ARTICLE I

NAME AND SEAL

SECTION 1. NAME

The Name of this Association is Michigan Guardianship Association.

SECTION 2. SEAL

The Seal of this Association shall contain the words “Michigan Guardianship Association”, and “Association Seal”.

ARTICLE II

PURPOSE

The purposes for which the Association is organized are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended and as so expressly limited shall be:

- A. To provide for the exchange of ideas, education, and communication between groups and individuals interested in providing or furthering guardianship services or alternative protective services to persons in need of such services but not to be limited to the following: The promotion of relevant public policy, advocacy, research, and the development of standards for providing services to vulnerable persons who are elderly, who have a mental illness, who have a development disability or who are otherwise at risk.
- B. To acquire by gift, devise, bequest, grant or purchase, and hold and maintain real and personal property for the aforesaid purposes.
- C. To accept and administer any gift, devise or bequest of personal or real property for the aforesaid purposes.
- D. The Association shall always be operated solely for the aforesaid purposes, with discrimination, provided that no part of the net earnings of the Association will inure to the benefit of any member, Director or Officer of the Association or any private individual. Compensation may be paid for services rendered to or for the Association affecting one of more of its purposes upon approval by the Board of Directors.
- E. No substantial part of the activities of the Association shall attempt to influence legislation, participate or intervene (including publication or distribution of statements) on behalf of or in opposition to any candidate for public office or political party, and that no part of the net earnings or other assets of the Association shall contribute to any organization which does not conform to the requirements set forth in the Paragraph.

ARTICLE III

STRUCTURE

- A. The Association shall consist of a Board of Directors and Members.
- B. The Board of Directors shall consist of those members as hereinafter defined in Article V, entitled "Board of Directors".
- C. The Members shall consist of those members as hereinafter defined in Article IV, entitled "Members and Meetings".

ARTICLE IV

MEMBERS AND MEETINGS

SECTION 1. MEMBERS

There shall be two classes of Members; Organizational and Individual. For purposes of these By-laws, the terms "Member" and "Members" shall be synonymous. All persons and organizations sympathetic to the purposes of the Association shall be eligible for membership in the Association without regard to race, age, religion, national origin, sex, sexual orientation or handicap. Guidelines for acceptance of membership shall be developed the Board of Directors and incorporated by Board resolution.

SECTION 2. DUTIES

- A. All members shall be required to pay annual dues, which shall be established by resolution of the Board of Directors, unless the payment of dues for any specific member is expressly waived the Board of Directors.
- B. Members not paying the annual dues within 90 days of the renewal date will be dropped from membership.
- C. Each Organization member shall specify one (1) designated representative for purposes of interacting with the Association.

SECTION 3. VOTING AND ELECTIONS

- A. Each Member shall be entitled to one (1) vote on any and all matters submitted to the Members at a regular or special meeting of the General Membership. The Organizational vote shall be submitted by a designated representative of the Member Organization.
- B. The General Membership shall elect Directors in accordance with the established policies of the governing body of the Association.
- C. Any member of the Association, Individual or Organizational, may nominate an individual for election to the Board of Directors.

SECTION 4. MEETINGS OF MEMBERS

- A. The annual meeting of the General Membership shall be held in the spring for the purpose of installing the Board of Directors and for the transaction of such other business as may come before the meeting. The Secretary of the Association shall mail a written notice of the time and place of all meetings to each Member not less than twenty-one (21) days or more than forty-five (45) days prior to the meeting.
- B. Special meetings of the General Membership may be called by the President of the Board, a majority of the Board of Directors, or by twenty percent (20%) of the General Membership. The Secretary of the Association shall mail a written notice of the time and place of all special meetings specifying the agenda and other matters to be discussed at the special meeting to each Member, not less than twenty-one (21) days prior to the special meeting.
- C. The President, or Vice President in the President's absence, shall preside at annual and special meetings of the General Membership and the Secretary of the Board shall serve as Secretary.
- D. Twenty percent (20%) of the total number of Members shall constitute a quorum for the transaction of business. In the event that a quorum is not present at any meeting, a majority of those present may adjourn the meeting at any time without further notice.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. MANAGEMENT

- A. The Board of Directors shall consist of the Officers and Directors of the Association.
- B. The management, direction and control of the properties, operations and activities of the Association shall be vested in the Board of Directors.

SECTION 2. QUALIFICATION

All Directors and Officers must be Members.

SECTION 3. NUMBER AND ELECTION

- A. The number of Directors shall be fifteen (15).
- B. The Directors shall be elected by the General Membership prior to the annual meeting. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.
- C. The first election of Directors will include seven (7) Directors with a one year term, eight (8) Directors with two year terms. Thereafter, the term of office for all Directors shall be two years.

SECTION 4. VACANCIES

- A. Any vacancy occurring on the Board of Directors caused by death or resignation and any vacancy occurring by reason of an increase in number of Directors may be filled by the Board of Directors.
- B. Nonattendance at any two (2) regular meetings of the Board of Directors within a calendar year may be considered by the Board of Directors as a resignation of that Director or Officer.

SECTION 5. POWERS AND DUTIES

- A. The Board of Directors shall determine the general policies for the operation and control of the Association and its various activities. It shall acquire funds for the operation, maintenance and repair of the buildings and other property of the Association. It shall consider and adopt an annual budget and control the revenue and expenditures not covered by the annual budget. It shall report these matters to the Members in an Annual Report.
- B. The Board of Directors shall have direction of all funds of whatever character held for the benefit of the Association; shall have full and complete power, in the name of the Association, to convey, sell, assign, lease, transfer, mortgage, pledge, exchange, or otherwise dispose of any real or personal property of the Association, and to borrow money for its corporate purposes at such rates of interest as said Board may determine; and shall have the power and right to authorize the Officers of the Association to execute, acknowledge, and deliver conveyances, deeds, leases, notes, trust deeds, mortgages, contract and other instruments for the purpose of effectuating said purpose. No contracts of the Association shall be valid unless authorized or approved by the Board of Directors.

SECTION 6. MEETINGS OF DIRECTORS

- A. Regular meetings of the Board of Directors shall be held at least twice a year on such day as the Board shall fix by resolution. The Secretary shall give not less than fourteen (14) days notice of any regular meeting, and, if mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail, postage prepaid, and addressed to the last known address of the member of the Board.
- B. Special meetings of the Board of Directors may be called by the President, the Vice President or by any three (3) members of the Board. The Secretary shall give not less than seven (7) days notice of any special meeting. Such notice shall be deemed to have been given upon telephone contact with the Director.
- C. Fifty-one percent (51%) of the Directors currently in office shall constitute a quorum.
- D. All meetings of the Directors will be open to the General Membership.

ARTICLE VI

OFFICERS

SECTION 1. OFFICERS

- A. The Officers of the Association shall be elected by the Board of Directors of the Association. Each Officer will serve a one year term.
- B. The Officers shall be a President, a Vice-President, a Secretary and a Treasurer. No one person shall hold the same office for more than two consecutive one year terms.
- C. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the Board of Directors for the unexpired portion of the term. Any Officer may be removed from that office by a 2/3 vote of the Board of Directors currently in office in accordance with guidelines approved by the General Membership.

SECTION 2. DUTIES OF OFFICERS

- A. The President shall preside at the meeting of the Board of Directors and at meetings of the Members, and shall also perform such other duties as the Board of Directors may, from time to time, assign. The President may sign on behalf of the Association all instruments which the Board of Directors has authorized to be executed.
- B. The Vice President, in the absence of the President, shall perform the duties of the President and when so acting have all the powers of and be subject to all the restrictions of the President.
- C. The Secretary shall act as custodian of the Association Records and of the seal of the Administration. When authorized by the Board of Directors or the President, the Secretary shall affix the seal of the Association to any instrument requiring it.
- D. The Treasurer shall report on the financial matters and transactions of the Association as recorded in books provided for that purpose and kept for the Michigan Guardianship Association. The Treasurer shall act as custodian of the Association's financial records. The Treasurer shall require that all monies of the Association be deposited in the name of the Association in such Bank or other depository as shall be selected by the Board of Directors from time to time, and may withdraw funds therefrom by check signed by the Treasurer, President or as fixed by the Resolution of the Board of Directors. The books shall be maintained in accordance to resolutions submitted with generally accepted accounting principles and will be reviewed annually by an audit committee of the Board of Directors.

ARTICLE VII

EXECUTIVE DIRECTOR

SECTION 1. APPOINTMENT

The Board of Directors shall, at such time as it sees fit, appoint an Executive Director as the Chief Executive Officer of the Michigan Guardianship Association. Said Executive Director shall not be a member of the Board of Directors.

SECTION 2. DUTIES AND POWERS

- A. The Executive Director shall have the authority and power to deal with any and all matters of the Michigan Guardianship Association and its interface with subsidiary, support and related Associations or entities, and to take action in connection therewith.
- B. The Executive Director shall have all authority and power to handle the daily management aspects of the Michigan Guardianship Association and its interrelationship with all other entities.
- C. The Executive Director shall be empowered to act at the direction of the Association Board of Directors.
- D. The Executive Director shall be responsible for the management, direction and control of the properties, operations and activities of the Michigan Guardianship Association under the direction of the Board of Directors.

ARTICLE VIII

COMMITTEES

SECTION 1. COMMITTEE FORMATION

The President, with the approval of the Board of Directors shall have the power to establish and appoint committees including the Chairperson thereof, as may be deemed necessary or expedient for properly conducting the affairs of the Association, and may vest such committee with such powers as the Board may deem advisable. Committees shall serve until the purpose for which they were created has been accomplished. The President shall be an ex-officio member of each committee. All committees shall be subject to the control and direction of the Board of Directors, and shall make such reports from time to time as the Board of Directors or the President may request. The President shall appoint at least one Director to each committee that is formed.

SECTION 2. COMMITTEE MEETINGS AND PROCEDURE

Each Committee shall establish its own procedures and otherwise conduct its affairs so long as no action by a Committee conflicts or otherwise violates the Articles of Incorporation, By-laws or the laws of the State of Michigan.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and shall end on the thirty-first day of December.

ARTICLE X
AMENDMENTS

These by-laws may be altered, amended, or repealed at any time by vote of not less than two-thirds of the Board of Directors present provided there is a quorum at any regular or special meeting thereof; provided, however, that no alteration, amendment or repeal of any of these By-laws shall be valid unless written notice of the subject of the proposed amendment shall be mailed to each member of the Board not less than fourteen (14) days prior to the date of the meeting. To be official and implemented, all alterations, amendments or repeal to the By-laws of the Association must be ratified by the majority of Members of the Association present at the next regular meeting of the General Membership.

ARTICLE XI
DISSOLUTION

Voluntary dissolution of the Association may only occur upon a majority vote of the General Membership following notification. In the event of dissolution of the Association, the funds and assets of the Association, after payment of all obligations, shall be distributed to an organization which is qualified under Sections 501 (c) (3) and 509 (A) (1) and (2) which has purposed and objectives similar to the entities being supported by the Michigan Guardianship Association or other entities as determined by the Board of Directors.

ARTICLE XII
INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

The Association shall indemnify, to the fullest extent authorized or permitted by Michigan law, any person, and such person's heirs and legal representatives, who is made or threatened to be made a party to any action, suit or proceedings (whether civil, criminal, administrative or investigative) whether brought by or in the right of the Association or otherwise, by reason of the fact that such person is or was a member, trustee officer, employee or agent of the Association or such person served on any formally constituted advisory body or voluntary committee of the Association, or the Board, or any such person served at the request of the Association as trustee, shareholder, member, officer, director, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association or any other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Association or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

ARTICLE XIII
RULES OF ORDER

Roberts Rules of Order shall be applicable at all times when not in conflict with the By-laws of the Association.

ARTICLE XIV

EFFECTIVE DATE

These By-laws shall become effective as of the close of the General Membership business meeting on June 15, 1989.