



BYLAWS of

DETROIT BLACK COMMUNITY FOOD SOVEREIGNTY NETWORK, INC.

ARTICLE I NAME

Section 1.01 Name. The name of the organization is Detroit Black Community Food Sovereignty Network, Inc. (hereafter referred to as “DBCFSN,” “Organization,” or “Corporation”).

ARTICLE II PURPOSES

Section 2.01. General Purpose. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02. Specific Purpose. The Detroit Black Community Food Sovereignty Network (“DBCFSN”) is a coalition of organizations and individuals working together to build food sovereignty in Detroit’s Black community by: 1) influencing public policy; 2) promoting urban agriculture; 3) encouraging co-operative buying; 4) promoting healthy eating habits; 5) facilitating mutual support and collective action among members; and 6) encouraging young people to pursue careers in agriculture, aquaculture, animal husbandry, bee-keeping and other food related fields. DBCFSN is organized exclusively for charitable purposes under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.03. Mission. DBCFSN works to build self-reliance, food security and justice in Detroit’s Black community by influencing public policy, engaging in urban agriculture, promoting healthy eating, encouraging cooperative buying and educating youth and adults about the food system and how it impacts our lives.

[Section 2.04. Core Values.](#)

[2.04.01. Love: Love is the force that motivates our work. We love and are committed to black people in particular and humanity in general. We love and are committed to Detroit. We are striving to create healthy individuals, relationships, and communities.](#)

[2.04.02. African Self-Determination: We believe in and work to promote self-reliance, collective work, cooperative economics, and self-governance among African people.](#)



Towards those ends, we value and encourage initiative and purposeful work, be it manual or intellectual.

2.04.03. Integrity: We are working on behalf of our communities. In our organizational practices, we therefore strive to create transparency and a culture of critique. We are committed to acting in a manner that is principled and honest.

2.04.04. Justice: We believe in and work to promote racial equality, class-consciousness and gender equality. We are committed to fighting injustice and building community models of justice. We uphold good food as a human right.

2.04.05. Respect for Life and Nature: We honor and respect spirit, life and nature. We have the responsibility of good stewardship of the land and water.

2.04.06. Sustainability: We value and are developing an organizational culture of learning, growth and youth development. That culture is future focused, but informed by history. We advocate for human systems (food, energy, etc.) that are just, regenerative and earth friendly.

2.04.07. Nguzo Saba: We honor, uplift, and govern ourselves according to the seven Nguzo Saba principles of Umoja (Unity), Kujichagulia (Self-Determination), Ujima (Collective Work and Responsibility), Ujamaa (Cooperative Economics), Nia (Purpose), Kuumba (Creativity) and Imani (Faith).

ARTICLE III MEMBERS

Section 3.01. Types of Membership. There shall be three types of members: Individual, Family and Organizational (referred to collectively as “members”).

Section 3.02. Qualifications for Membership. Membership may be granted to any individual, family or organization that supports the mission and purposes of DBCFSN. Members are individuals, families or organizations who are current with their dues. All Members can opt into/opt out of voting when they pay their membership dues; only paid Members that have -opted in, shall have voting rights. Memberships are non-transferrable.

Section 3.02A. Disqualification of Membership (Expulsion). Members who are found in violation of the rules and procedures established by the Bylaws, or who act to cause harm to the organization or its members may be removed from the membership body. Conditions for expulsion include, but or not limited to, the following: refusing to follow parliamentary procedures or abide by the proper points of order; engaging in any activity which jeopardizes the existence and reputation of the organization; committing bribery, conspiracy, misuse of funds, or larceny; making false charges and accusations against the



organization and its leadership; engaging in verbal assaults, disorderly conduct, or disruptive behavior; participating in the destruction of property; making threats to a member of the organization; or engaging in other forms of misconduct.

Section 3.03. Membership Dues. Dues will be \$~~2510~~ annually for individual members, \$~~3525~~ annually for family memberships, and \$~~15020~~ annually for organizational members. Dues are considered unpaid after proper notification has been given and 30 days has passed after the notification was given.

Section 3.04. General Membership Meetings. General meetings, which are open to all members and the general public, will be held monthly. A minimum of 33% of the paid membership present shall constitute a quorum for transaction of business at a general meeting.

Section 3.05 Special Meeting. Additional meetings may be called by the Chair or at the request of at least 33% of the members. A minimum of 33% of the paid membership present shall constitute a quorum for transaction of business at a special meeting.

Section 3.06 Annual Membership Meeting. Annually the membership will have an Annual Membership Meeting. This meeting will include electing directors, voting for bylaw changes and conducting business. The Annual Membership Meeting will be announced not less than seven (7) days nor more than sixty (60) days before the date of the meeting.

Section 3.07. Place of Meetings. All membership meeting locations shall be stated in the notice of the meeting.

Section 3.08. Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than seven (7) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by telephone, facsimile, personally, written notice, or by electronic methods to each member of record entitled to vote at the meeting. Alternatively, notice may be published in the corporation's newsletter, and is electronically or physically mailed to the members entitled to -vote at the meeting not less than seven (7) days nor more than sixty (60) days before the date of the meeting.

Section 3.09 Participation in a Meeting by Conference Telephone or Video. Members may participate in a meeting through use of communications technology – i.e., telephone or video conferencing, or similar communications equipment, so long as members participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence at the meeting.

ARTICLE IV AUTHORITY AND DUTIES OF THE BOARD OF DIRECTORS

Section 4.01. Directors. The Board of Directors shall consist of a President, Vice President,



Treasurer, Secretary, Liaison and two (2) Board Members at Large as its maximum capacity. No two offices may be held by the same person. No less than seventy-five percent (75%) of the board shall consist of Detroit residents; twenty-five (25%) may consist of those who live outside of the city of Detroit.

Section 4.02. Authority of the Board of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Organization by law. Further, Directors are responsible for hiring and evaluating the work of the Executive Director(s).

Section 4.03 Numbers. The Board of Directors shall consist of not less than three (3) and no more than (7) directors.

Section 4.04. Tenure. Directors terms will be staggered as follows: Five (5) directors, (board officers and liaison) will serve a term of three (3) years. The two (2) at large directors will serve a term of two (2) years. All serving directors shall have the option to serve in their positions in interim status until their position is filled. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his or her term shall be filled by a majority vote of the membership present at the Annual Membership Meeting. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office. The Board may choose not to fill interim vacancies and wait until the vacated seat expires as long as there are three (3) active directors on the board at all times. In the event of a tie vote, the President of the Board of Directors shall select one of the two candidates to fill the position.

Section 4.05. Resignation. Board Resignations are effective upon receipt of a written notification to the Secretary of the Board. Any director who has three (3) unexcused absences from a regular board meeting in a twelve (12) month period is automatically dismissed from the board.

Section 4.06 Election of the Board of Directors

1. Calls for nominations shall be made by the Secretary of the Board to the membership at ~~least two~~three (3) months prior to a membership meeting during which a vote will take place. Those who have been nominated to run and have accepted the nomination shall be placed on the ballot provided they are a timely dues-paying member and comport in accordance with DBCFSN's governing documents.
2. A nominating committee of not less than two members shall be appointed by the Board of Directors at least two (2) months prior to the membership meeting during which a ~~vote~~ will take place. It shall be the duty of this Committee to determine eligible ~~members~~ to run for the Board.
3. The Secretary of the Board shall mail, email, facsimile, or use other electronic methods to send a list containing the names of candidates submitted by the nominating committee to all members who are eligible to vote one (1) month prior to the membership meeting during which a vote will take place. The list shall be accompanied by biographical statements from each candidate. The election shall be held at the Annual Membership meeting.



4. In the case of a contested election, the Board shall appoint an Election committee consisting of not less than two members, not standing for election themselves. The Election Committee shall count the ballots and shall declare Board Members those candidates receiving the most valid votes. The new Board member shall assume office upon election.

Section 4.07. Regular Board Meetings. The Board of Directors shall hold at least six (6) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine. Board meetings are open to paid members.

Section 4.08. Special Board Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 4.09. Board Meeting Notice. Meetings may be called by the President or at the request of any two (2) directors by mail, telephone, facsimile, or electronic methods to each member of the Board not less than forty-eight (48) hours before such meeting. The paid membership shall be notified of all regular board meetings.

Section 4.10. Board Meeting Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 4.11. Board Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of any board committee may be taken without a meeting if all the members of the Board or board committee consent in writing or via email to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 4.12. Participation in a Board Meeting by Conference Telephone or Video. Members of the Board may participate in a meeting through use of communications technology – i.e., telephone or video conferencing, or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 4.13. Reimbursement. Directors shall serve without compensation with the exception of expenses incurred in the furtherance of the Organization's business. The allowed expenses must include documentation and ~~prior written~~ approval from the Board of Directors.

Section 4.14 Removal of a Director. Any Director may be removed with or without cause by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors in office. All Directors must be given ten (10) days written notice of a meeting which includes removal of director(s) on the agenda and the specified charges.



Section 4.15. Powers and Duties. The several directors shall have such power and shall perform such duties as may from time to time be specified in resolutions, other directives of the Board, or as specified herein.

Section 4.15A. Board President. The Board President shall have general supervision of the business of the Organization. The Board President shall preside over all Board meetings and shall perform such other duties as are incident to the office or are properly required of him/her by the Board of Directors.

Section 4.15B. Board Treasurer. The Board Treasurer provides oversight on the financial status of the organization along with the rest of the Board of Directors.

Section 4.15C. Board Secretary. The Secretary shall maintain an accurate record of Board Meeting minutes, send out meeting notices, prepare correspondence on behalf of the Board and, and maintain the Board's organizational files. The Secretary shall also perform such other duties that may be assigned by the Board of Directors.

Section 4.15D. Board Members at Large. Board Members at Large are expected to fully participate in the decision making process of the Board and will be called to lead special projects, events, planning, etc.

Section 4.15E. Board Liaison. The Liaison is responsible for serving as a direct link to membership by providing board updates to members and taking feedback from them to the board.

Section 4.15F. Board Vice President. In the absence or leave of the Board President, the Board Vice President shall perform the duties of President as needed.

Section 4.16. Board Annual Business Meeting. Every year the Board shall hold an Annual Business Meeting. This meeting will include [amending bylaws](#), electing directors and conducting business. The Annual Business Meeting will be announced not less than seven (7) days nor more than sixty (60) days before the date of the meeting.

ARTICLE V AUTHORITY AND DUTIES OF OFFICERS

Section 5.01. Officers. The officers of the Corporation shall be a President, Secretary, and a Treasurer, and such other officers as the Board of Directors may designate. No two offices may be held by the same person at any one time.

Section 5.02. Election of Officers; Terms of Office. The officers of the Corporation shall be elected by a majority of membership at regular meetings of the Organization, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created by a majority vote of the membership. Terms of office shall be three (3) years. Officers shall be eligible for re election to the same office.



Section 5.03. Resignation. Resignations are effective upon receipt of written notification to the Secretary of the Corporation.

Section 5.04 Election of the Officers

1. Calls for nominations shall be made by the Secretary of the organization at least three (3) months prior to a membership meeting. Anyone nominated to run shall be placed on the ballot provided they are a paid member and have provided at least one year of service on a committee of the organization prior to their nomination.
2. A nominating committee of not less than two (2) members shall be appointed by the Board of Directors at least two months prior to a membership meeting. It shall be the duty of this Committee to find eligible members willing to run for the Officer positions.
3. The Secretary of the organization shall mail, email, facsimile, or use other electronic methods to send a list containing the names of candidates submitted by the Nominating committee to all members who are eligible to vote one (1) month prior to a membership meeting. The list shall be accompanied by biographical statements from each candidate. The election shall be held at the membership meeting. Paid members have the option to submit their ballot by mail, to arrive at least one (1) week before the election.
4. In the case of a contested election, the Board shall appoint an Election committee consisting of not less than two (2) members, not standing for election themselves. The Election Committee shall count the ballots and shall declare Officers those candidates receiving the most valid votes. The new Officer shall assume office upon election.
5. In the event of no nominations given, the Nominating committee shall close the nominations and the board shall appoint the officers for a specified term as agreed to by the interim officer and the Board of Directors.

Section 5.05. Removal of an Officer. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Possible cause for the proposed removal of the Officer may include –misappropriation of funds, misrepresenting the organization for personal gain, unpaid dues, and inappropriate behavior

Section 5.06 President. The President shall perform such duties as assigned by the Board of Directors.

Section 5.07. Secretary. The Secretary shall maintain an accurate record of organizational minutes and send out meeting notices. The Secretary shall also perform such other duties as outlined in section 3.13 and 3.14 and that may be assigned by the Board of Directors.

Section 5.08. Treasurer. The Treasurer shall serve as signatory on all financial transactions and serve on the Board Finance Committee. The Treasurer shall perform such other duties as assigned by the Board of Directors.



Section 5.9. Reimbursement. Officers currently serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business. The allowed expenses must include documentation and ~~prior written~~ approval from the treasurer of the Board of Directors. However, officers serving in a capacity other than their office (as defined in section 5.01) may be compensated.

ARTICLE VI AD HOC COMMITTEES

Section 6.01. Establishment. The Organization shall establish Ad Hoc Committees as needed to carry out specific work of the Organization.

Section 6.02. Leadership. The position of Committee Chair shall be established by a majority vote of the committee members. Committee Chairs shall be responsible for calling and conducting meetings of their respective committees as needed.

Section 6.03. Responsibilities. Suggestions for DBCFSN's Ad Hoc Committees shall be:

Education, Outreach and Training. This membership committee shall be responsible for 1) developing and training a cadre of members with the knowledge and skills needed to maintain the organization's agricultural projects; 2) educating members and the community at large on the planting, cultivation, harvesting, and preservation of various agricultural products; 3) making informational presentations to organizations and institutions interested in learning about community food security and the possibility of becoming a member of DBCFSN; and 3) planning visits to other agricultural projects.

Co-Operative Buying and Sales. This membership committee shall be responsible for: 1) selling the organization's products (wholesale and retail); 2) promoting cooperative principles among members and the community at large; 3) organizing support for existing food co-ops and co-operative buying programs; and 4) planning and implementing the DBCFSN food co-op.

Farm Planning and Operations. This membership committee shall be responsible for planning and managing all aspects of the operation of the organization's farm and other agricultural projects.

Public Relations and Marketing. This membership committee shall be responsible for 1) promoting the work of the Detroit Black Community Food Sovereignty Network, its events and activities, and the purpose and objectives of community food security via print and electronic media, the Internet, and public speaking; 2) communicating organizational activities with the community via quarterly newsletters, emails and periodic mailings; and 3) developing and implementing a comprehensive marketing plan to promote the organizations products, programs and services.

Safety and Security. This committee shall be responsible for 1) securing all land and



property acquired by the organization and ensuring the safety of the members working that land; and 2) providing first aid and emergency response capability.

Fund Development. This committee shall be responsible for 1) planning and implementing fundraising efforts; 2) writing, tracking and reporting on grants; and 3) working with the treasurer to maintain accurate records of all organizational assets and expenditures.

Land Acquisition. This committee shall be responsible for identifying possible sites for developing agricultural projects.

Bylaws. This committee shall be responsible for proposing amendments to the Organization's bylaws and facilitating the process for approving those amendments.

Section 6.04 Creation of Other Ad Hoc Committees. Other Ad Hoc committees will be created as necessary.

ARTICLE VII INDEMNIFICATION

Section 7.01. Volunteer Liability to Third Parties. The Corporation shall assume the liability for all acts or omissions of a volunteer occurring on or after the effective date of these amended Articles, provided that: (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; (b) The volunteer was acting in good faith; (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; (d) The volunteer's conduct was not an intentional tort; and (e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

Section 7.02. Director and Volunteer Officer Liability to the Corporation. No member of the Board of Directors of the Corporation or volunteer officer shall be personally liable to this Corporation or its members for monetary damages for any action taken or any failure to take any action as a director or volunteer officer, except liability for (a) the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled; (b) intentional infliction of harm to the corporation or its members; (c) a violation of Section 551 of the Michigan Nonprofit Corporation Act (hereinafter the "Act"); (d) an intentional criminal act; or



(e) imposed under Section 497(a) of the Act. This provision is intended to provide the maximum indemnification of directors and officers allowable under the Act, as amended.

Section 7.03. Volunteer Director and Volunteer Officer Liability to Third Parties. The Corporation assumes all liability to any person other than the Corporation or its members, for all acts or omissions of a Director who is a volunteer director, as defined in the Act, or a volunteer officer incurred in the good faith performance of the Director's or Officer's duties. However, the Corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 7.04. Amendments to Michigan Law. If the Act is amended after the filing of the Corporation's amended articles of incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, the liability of members of the Board of Directors or Officers, in addition to that described in Sections 7.1, 7.2, and 7.3, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. No amendment or repeal of the Articles of Incorporation shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors or Officer of this Corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

Section 7.05. Non-derivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or



proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful.

Section 7.06. Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or

(b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

Section 7.07. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

Section 7.08. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

Section 7.09. Determination That Indemnification Is Proper. Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must



determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. The determination shall be made in any of the following ways:

1. By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding. If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action? The committee shall consist of not less than two disinterested directors.
2. By independent legal counsel in a written opinion.
3. By the members.

Section 7.10. Proportionate Indemnity. If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 7.11. Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

Section 7.12. Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 7.13. Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.



Section 7.14. Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

Section 7.15. Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

Section 7.16. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

ARTICLE VIII ADVISORY BOARDS AND COMMITTEES

Section 8.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 8.02. Size, Duration, and Responsibilities. The size, duration and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE IX CONFLICT OF INTEREST

Section 9.1. Purpose. The purpose of the conflict of interest policy is to protect the interests of this organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 9.2. Conflict Defined. A conflict of interest may exist when the interests or activities of any director, officer, staff member, or member of a committee with governing board



delegated powers, may be seen as competing with the interests or activities of this Organization, or the director, officer, staff member, or committee member has a financial or other material interest as a result of a direct or indirect relationship.

Section 9.3. Interested Person Defined. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. An interested person is also defined as any person related, either through business or family relations, to any person who is subject to a conflict of interest with the Organization.

Section 9.4. Financial Interest Defined. A person has a financial interest if the person has, directly or indirectly, through business, investment or family;

- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement;

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement; or

- The potential to realize a financial benefit that cannot be characterized as a potential ownership or investment interest but that nevertheless inures to the benefit of a person as a result of a transaction or arrangement into which the Organization enters. Compensation includes direct and indirect remuneration both for services rendered and for duties performed. Compensation also includes gifts or favors that are not insubstantial.

Section 9.5. Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a board member or the President of the Board of Directors. If that person is a member of the staff, he or she shall disclose any possible conflict of interest to the Chairperson or to such person or persons as the Chairperson may designate.

Section 9.6. Determining Whether a Conflict of Interest Exists. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen and any persons related to that person who may be deemed an interested party.

Section 9.7. Action Taken in the Event of a Conflict of Interest. Upon determining that a conflict of interest exists, the Board of Directors may nevertheless decide to enter into a



transaction or arrangement that might benefit the private interest of an officer or director of the Organization so long as the following protocol is observed:

Abstinance from Vote. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof. Any related person (either through business or family) who may also be deemed an interested person under the definition in section 9.3 shall also abstain from voting on the matter.

Absence from Discussion. Unless requested to remain present during the meeting, the person having a conflict (and any related persons under the definition of 9.3) shall retire from the room in which the board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the board or committee with all relevant information.

Exploration of Alternative Arrangements or Transactions. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

Evaluation of Transaction or Arrangement. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Appointment of a Disinterested Person to Investigate Alternative Arrangements or Transaction. If appropriate, the board shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

Record of Proceedings. The Minutes of the meeting of the board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

Section 9.8. Annual Review. A copy of this conflict of interest bylaw shall be furnished to each director, officer and senior staff member who is presently serving the Organization, or who may hereafter become associated with the Organization. This policy shall be reviewed



annually for the information and guidance of directors, officers and staff members. Any new directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

Section 9.9. Board Member Compensation. Board members are able to receive compensation to do work for the Organization that does not present a conflict of interest as outlined in this article.

ARTICLE X FINANCIAL ADMINISTRATION

Section 10.01. Fiscal Year. The fiscal year of the Corporation shall be October 1-September 30 but may be changed by resolution of the Board of Directors.

Section 10.02. Checks, Drafts, Etc. All checks, orders for the payment of money, receipts, obligations, and bills of exchange shall be signed and endorsed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 10.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or specific accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Chair or by any other officer or officers of the Corporation, to whom such power may from time to time be delegated by the Board. For the purposes of deposit and the purpose of collection for that account of the Corporation, checks, drafts and other orders of the Corporation may be endorsed, assigned and delivered on behalf of the Corporation by an officer of the Corporation.

Section 10.04. Investments. The funds of the Corporation may be retained in whole or in part in case or be invested and reinvested on occasion in such property, real, personal or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 10.05. Accounting. The accountant's books at all times shall be open to inspection by the Board of Directors. The treasurer shall report to them at every board meeting the condition of the finances and every item of receipt or payment not before reported. There shall be an audit of books as directed by the Board of Directors.

ARTICLE XI BOOKS AND RECORDS



An account of the activities and transactions of the Corporation shall be documented. A book or electronic file containing a copy of all minutes from meetings held, a copy of the Certificate of Incorporation, and a copy of these Bylaws will be kept at the registered office of the Corporation.

ARTICLE XII AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the membership present at the Annual Membership Meeting, voting by proxy, or otherwise provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 4.10.

EFFECTIVE DATE

These bylaws were approved by the general membership by majority vote tallied on [March 6, 2023](#)



***** **TIMELINE** *****

December 11, 2024 - Bylaw Changes and Election Notice presented at Annual Business Meeting

- Docs to be emailed to full membership following today's meeting;
- Members have until the January Board Mtg to notify Board they would like to serve on the nominating committee for the upcoming election; and
- Members will have until February to comment and suggest bylaw changes.

January 15, 2025 - First Membership Meeting of 2025

- Good time for membership to discuss any further bylaw changes they would like to propose, and to determine who will serve on the Nominating Committee!

January 27, 2025 - First Board Meeting of 2025 - Board will select Nominating Committee

- Members interested in serving on the Nomination committee must email their interest in advance of the meeting to BOD@dbcfsn.org
- Members suggesting Bylaw changes should attend this meeting or submit those changes in advance of the meeting to BOD@dbcfsn.org

February 19, 2025 - Second Membership Meeting of 2025

February 28, 2025

- Deadline for Bylaw suggestions to BOD@dbcfsn.org
- Nominating Committee to release slate of Board election candidates via email

March 17, 2025 - Second Board Meeting of 2025

- March Election with bylaws and Board candidates opens online for 30 days
- Members make sure your dues are paid up to vote! Check your membership status by emailing pcarter@dbcfsn.org