

**BYLAWS OF THE
MICHIGAN - ALLIANCE OF INFORMATION AND REFERRAL SYSTEMS
(MI-AIRS)
Revised 10/13/2010**

ARTICLE I - NAME

The name of this not-for-profit corporation shall be Michigan-Alliance of Information and Referral Systems, hereinafter referred to as "MI-AIRS."

ARTICLE II - PURPOSE

The purpose of this corporation shall be:

- A. To increase general community awareness of Information and Referral (I&R) services.
- B. To improve the quality of I&R as a specific service through development and education.
- C. To foster better communications and relationships among I&R providers.
- D. To assist members to meet and maintain national I&R standards as set by the Alliance of Information and Referral Systems (AIRS).

ARTICLE III - RESTRICTIONS ON ACTIVITIES

The Corporation's activities will be restricted in the following ways:

- A. **Money or Property Received.** No part of the money or other property received by this corporation from any source, including its operations, shall be used directly or indirectly for the benefit of or be distributed to the Officers or other private persons, except that this corporation shall be authorized to pay reasonable compensation for services rendered and to make payments necessary for the furtherance of the purpose set forth in these Articles.
- B. **Lobbying.** No substantial part of the activities of this corporation shall be lobbying or otherwise attempting to influence legislation, and this corporation shall not participate in any political campaign on behalf of or against any candidate for public office.
- C. **Activities and Contributions.** All the activities of this corporation shall be charitable or educational, as are permitted to be carried on by a corporation exempt from the Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (as it may be amended) or by a corporation that may receive contributions which are deductible to their donors under Section 170(c)(2) of the Internal Revenue Code of 1954 (as it may be amended).

ARTICLE IV - MEMBERSHIP

- A. **Definition.** MI-AIRS agree to use the membership structure approved by the AIRS Board of Directors and the AIRS Affiliate Council. An individual, agency, or organization will join AIRS and have a concurrent membership in MI-AIRS. Individuals, agencies, or organizations may not join MI-AIRS only.

In accordance with the AIRS membership structure, membership is open to all individuals, agencies, or organizations that provide or cooperate in the provision of Information and Referral (I&R) services.

- B. **Dues.** Membership dues shall be determined and set by the AIRS Board of Directors within the structure and payment schedule recommended by the AIRS Affiliate Council and approved by the AIRS Board of Directors. AIRS will collect membership dues and pay to MI-AIRS a designated share for each member located in Michigan according to the approved AIRS membership structure.
- C. **Termination.** Any membership may be terminated by action of the AIRS Board of Directors according to AIRS bylaws.

ARTICLE V – ANNUAL BUSINESS MEETING

- A. **Annual Business Meeting.** There shall be an Annual Business Meeting of the Board of Directors together with the membership each calendar year to be held at such time and place as the Board of Directors shall determine. The primary purpose of the meeting shall be to:

1. Elect and install new Board Members
2. Vote on amendments to the Bylaws
3. Present reports and an accounting of the business transactions of the past year, as conducted by the Board of Directors
4. All other matters that affect the membership directly.

- B. **Notice.** The Secretary shall mail and/or electronically submit notice of the Annual Business Meeting to the general membership at least thirty (30) days in advance of the day on which the meeting is to be held. The notice shall state the time, place and purpose of the meeting. It shall also include one absentee ballot for each member in good standing for any motions before the membership. Absentee ballots must be received by the Secretary before the Annual Business Meeting is held. Vote shall be determined by show of hands at the annual meeting as well as absentee ballot count.

- C. **Privileges of Membership.**

- Only members in good standing (dues paid to date) shall nominate, hold office and vote.
- Membership entitles the individual or agency to one vote.

- All motions shall be decided by a majority vote of absentee ballots received and those members present and voting at the Annual Business Meeting.

ARTICLE VI – COMMITTEES

- A. **Executive Committee.** Except as otherwise provided in these bylaws, the Board shall delegate its power to manage, direct and control the operational affairs of this corporation to the Executive Committee between meetings of the Board, if immediate action is needed. All actions of the Executive Committee shall be reported to the Board no later than the following board meeting.
- **Members.** The Executive Committee shall consist of the principal Officers of the Board and no more than two Advisory members elected by the Board no later than the first board meeting after the Fall elections (Annual Business Meeting) in the year Officer’s terms expire.
 - **Meetings.** The Executive Committee shall meet as needed. The President of the Board shall serve as Chairperson of the Executive Committee. Notice of the time, place and purpose of the meetings shall be given as deemed appropriate. A majority of the members of the Executive Committee must be present to constitute a quorum.
- B. **Standing Committees.** The Standing Committees are: (1) Nominating Committee, (2) Program Committee, (3) Membership Committee, (4) Public Awareness Committee and (5) 2-1-1 Committee.
- The chairperson of the Standing Committees shall be a member of the Board.
 - Standing Committee Chairpersons shall report to the Board, at each Board meeting, progress toward implementation of committee goals with action items requiring a vote submitted to the President before scheduled Board meetings.
 - Volunteers will be solicited as Chairpersons of the Standing Committees. In the event that a volunteer does not step forward, the Chairperson will be appointed by the President of the Board, in the absence of objection from the Board.
 - Membership on any Standing Committee shall be composed of members in good standing.
- C. **Additional Committees.** The Board may from time to time appoint committees whose powers, terms of office and rules of procedure shall be determined by the Board. Any such committee may be abolished or any member removed (with or without cause) at any time by the Board.
- D. **Nominating and Membership Committee.** The Nominating and Membership Committee is responsible for:
- Preparing a single slate of Board Member nominees for each open position to be presented at the Annual Business Meeting. In preparing this slate, the Nominating

Committee shall endeavor to provide balanced representation throughout the state. This slate shall be submitted to the Secretary in adequate time to meet the requirements of Article V, Section B (Notice.) Additional nominations shall be called for and accepted from the floor, with prior consent of those being nominated.

- All members appointed to the Nominating Committee shall serve a term of two years.
- Coordinating the recruitment of new members.
- Maintaining membership records and submitting the current membership list to the Secretary.
- Coordinating the renewal of current members.

E. **Program Committee.** The Program Committee is responsible for:

- Developing MI-AIRS responses and activities on issues related to its mission and goals.
- Presenting training and certification opportunities in I&R skills development.

F. **Public Awareness Committee.** The Public Awareness Committee is responsible for:

- Promoting general awareness of I&R services and of MI-AIRS.
- Educating potential members and public entities.
- Responding to media, elected officials and other public entities.
- Coordinating methods of information dissemination such as newsletters, Web site(s), and listserv(s).

G. **2-1-1 Committee.** The 2-1-1 Committee is responsible for:

- Establishing, reviewing, and recommending changes to the 2-1-1 Call Center Standards.
- Facilitating communication and enhancing the relationship between MI-AIRS & Michigan 2-1-1
- Establishing and implementing procedures for reviewing 2-1-1 Call Center applications and expansions

ARTICLE VII – BOARD OF DIRECTORS

A. **Powers and Duties of the Board.** The Board shall conduct the business of the corporation and shall have control and management of the affairs, funds and property of

the corporation. These powers exist in the members meeting as a group and not individual members except as designated by the Board. The members have a duty to exercise reasonable care and prudence in the administration of the affairs of this corporation and are responsible for disbursing the funds and property received by the corporation only for the purposes for which they were received. The Board may not delegate this responsibility. The Board shall require a regular accounting of all the funds disbursed by the corporation.

- B. **Number of Board Members and Their Term of Office/Position.** The Board shall consist of a minimum of nine (9) and a maximum of twenty-nine (29) members. Elected members shall each serve a term of two years. There are no term limits. Appointed members shall serve until the next regularly scheduled election, at which time they may seek an elected position. At least four (4) Board members shall be Officers; the others shall be Directors-at-Large. The immediate past President shall act as a mentor with non-voting status for one year, at which time he/she may seek re-election as a voting Director-at-Large.
- C. **Board Meetings.**
- The Board shall meet at a minimum on a quarterly basis to be designated by the Board before January of each year.
 - A strategic planning session (board retreat) can be held yearly but not in place of a regular board meeting.
 - At least once a year, the Board shall review and evaluate goals and objectives from the previous year. The Officers and Committee Chairpersons shall summarize the past year's activities. A budget and an agenda for program activities shall be produced. Goals, objectives, strategies and committee assignments shall be established/re-established. This may occur at a regular Board meeting or a Board Retreat.
 - A Special Meeting of the Board of Directors may be called by the Chair of the Board or a majority vote of the Board Members with at least five (5) business days notice prior to the date of the Special meeting. The notice may be sent via mail or electronic submission. A quorum must be established by the Board Members attending in person or via conference telephone call. If a majority of the Board members indicate in writing, inclusive of electronic submission, to the Executive Committee their desire to have said meeting, the Board Chair shall call said meeting.
- D. **Quorum.** The participation of 50% of the Board shall be necessary at any meeting of the Board to constitute the quorum necessary for the conduct of business.
- E. **Voting.** Except as otherwise provided by these bylaws or by statute, all matters before the Board shall be decided by a majority of the members present at the meeting given that quorum was achieved. The presiding officer shall not vote unless there is a tie vote. Voting may take place in a regular Board meeting or by electronic communication(s), mail, or conference call at the discretion of the Board.

F. Removal of Board Members.

- **Non-Attendance.** Any Board Member who misses three (3) consecutive regularly scheduled meetings of the Board without delivering a satisfactory explanation to the Board through another member prior to such meetings may be removed for non-attendance by the affirmative vote of a majority of the Board at a subsequent meeting.
- **Other Causes.** Any Board Member may be removed at any time for other causes, including conduct injurious to the best interest of the corporation, by the affirmative vote of two-thirds of all Board Members provided the notice of the meeting specified the proposed removal.
- **Notice.** Any Board Member to be removed must receive a two-week notice prior to the meeting at which the removal vote will be taken.

G. Resignation of Board Members. Any Board Member may resign at any time by delivering a written or electronic communication(s) resignation to the President or the Secretary.

H. Vacancies on the Board. Vacancies that occur between elections shall be filled by presidential appointment with the concurrence of the majority of Board members.

I. Parliamentary Procedure – All meetings of the members of the corporation, the members of the Board of Directors or of the Committees of the Corporation shall be governed by the parliamentary rules and usages contained in the then current Robert's Rules of Order.

ARTICLE VIII - OFFICERS

A. Titles of Officers. The Officers of MI-AIRS shall be the President, Vice-President, Secretary, Treasurer.

B. Election and Term of Office. The Officers shall be elected by the Board of Directors from a slate prepared by the Nominating Committee as specified in Article VII of these bylaws, in person or by absentee ballot, at the Fall board meeting of the Board in odd numbered years. Each officer shall hold office until his successor shall have been elected, or until the officer becomes incapacitated, resigns or is removed. The term of office shall be two years for all Officers. No officer may hold the same office for more than two consecutive terms unless approved by two-thirds majority of the Board. The President shall serve as presiding officer of the Board.

C. The President. The President shall:

- Call and preside at all meetings of MI-AIRS and develop the agenda.
- Be an ex-officio member of each Standing and Special Committee.

- Represent the organization in any official capacity or designate a board representative to do so.
- Vote only in a case of a tie.

D. **The Vice-President.** The Vice-President shall:

- Preside at all meetings and substitute responsibilities in the absence of the President.
- The Vice President or a board member designee shall serve as the liaison to the AIRS office.

E. **The Secretary.** The Secretary shall:

- Be custodian of all original records and documents of the corporation.
- Keep the minutes of all meetings of the Board, of the Executive Committee and of general membership meetings.
- Keep a current list of the Board and general membership and their addresses.
- Perform all other duties that are incident to the Office of Secretary or that may be assigned by the Board and that are consistent with these bylaws.

F. **The Treasurer.** The Treasurer shall:

- Be accountable for the receipt and disbursement of funds or property on behalf of the corporation.
- Regularly enter or cause to be entered in the books of the corporation a complete account of all funds or property received by him or her for the account of the corporation.
- Render a written account of all the corporation's accounts to the Board at each regular meeting of the Board.
- Exhibit the account books of the corporation and all securities, vouchers, papers and documents of the corporations in his her custody to any Board Member upon reasonable request.
- File all tax and other financial reports required of the corporation.
- File the corporation's annual report with the state's Corporate Division.
- Ensure that an external financial review of the MI-AIRS accounts is performed by a financial representative from a member agency

- Perform all other duties that are incident to the Office of Treasurer or that may be assigned by the Board and that are consistent with these bylaws.

G. **Resignations of Officers.** Any officer may resign at any time by delivering a written resignation to the Chairperson of the Board, the Vice-President or the Secretary.

H. **Vacancies.** Vacancies that occur between elections shall be filled by presidential appointment with the concurrence of the Board. Should vacancies occur in the Office of the President, the Vice-President shall assume that office.

ARTICLE IX– FISCAL YEAR

A. **Fiscal Year.** The fiscal year of the corporation shall be April 1st to March 31st.

B. **Deposits and Withdrawals of Funds.** All funds of the corporation not otherwise utilized shall be deposited in such banks, trust companies or other reliable depositories as the Board may direct. No payment in excess of five hundred dollars (\$500) may be made without specific authorization of the Board with the exception of regularly occurring approved expenses.

C. **Signing Contracts.** The President of the Board, subject to the approval of the Board, may enter into any contract or execute and deliver any instrument in the name of the corporation. The Board or the Executive Committee may authorize any Officer or Officers, or agency or agents to enter into any contract or executive and deliver any instrument in the name of the corporation, and such authorization may be general or confined to specific instances.

D. **Compensation of Board of Directors and Employees.** The Board of the corporation shall serve as such without salary, but the Board may authorize the payment of reasonable expenses incurred by Board Members in the performance of their duties and reasonable compensation for special services rendered by any Board Member. Except as provided in this section, no Officer or Board Member of the Corporation shall receive salary, directly or indirectly, or other compensation from the Corporation.

E. **Contracts with Officers and Board Members.** No Officer or Board Member of the corporation shall be interested, directly or indirectly, in any contract relating to the operation conducted by it, nor in any contract for furnishing services or applies to it, unless such contract is authorized by a majority of the Board at a meeting at which the presence of such Board Member is not necessary for such authorization, and the fact and nature of such interest is fully disclosed or known to the members present at the meeting at which the contact shall be authorized.

ARTICLE X - INDEMNIFICATION

Any person (or his or her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an Officer or Board Member(s) of the

corporation may be indemnified by the corporation against any liability and reasonable expense (including attorney's fees) incurred by him or her in connection with the defense or settlement of such action, except in relation to matters as to which it shall be adjudged by the Court that such Officer or Board Member is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Officer or Board Member may be entitled apart from this article. In the case of a claim against the Corporation, Board Members are to be reimbursed before the Corporation.

ARTICLE XI- AMENDMENTS

- A. **Voting.** Amendments of these bylaws shall require a two-thirds majority vote of members in attendance or by absentee ballot at the annual meeting.
- B. **Notice.** Notice of proposed amendment(s) to the bylaws must be submitted to the membership at least thirty (30) days prior to the meeting at which the proposed amendment(s) will be voted on.