**AMENDED AND RESTATED**

**BYLAWS**

**OF**

**PEOPLE FOR PALMER PARK**

These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on **June 22, 2011.**

These bylaws were amended at a meeting of the board of directors by a two-thirds majority vote on **May 5, 2012,May 28, 2014, and January 25, 2023**.

**BYLAWS OF**

**People for Palmer Park**

**ARTICLE I**

**NAME AND PURPOSE**

***Section 1 – Name****:* The name of the organization shall be People for Palmer Park (“Organization”)**.** It shall be a nonprofit organization incorporated under the laws of the

State of Michigan

***Section 2 – Purpose****:*People for Palmer Parkis organized exclusively for charitable, scientific and education purposes. People for Palmer Park is an organization of individuals committed to preservation, recreation and revitalization for Palmer Park in Detroit, for the good of all.

***Section 3 – Organization Structure:*** The Organization is organized exclusively for purposes of conducting charitable, and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as currently in effect or as the same may be amended. The operations of the Organization shall be subject to the following:

A. The Organization is intended to be, and shall be operated and conducted as, an organization which is described in Code Section 501(c)(3).

B. To further its purposes, but not by *way* of limitation. the Organization shall engage in:

(i) Accepting and receiving contributions, gifts, grants, donations, bequests and devises which may be left, made or given to the Organization;

(Ii) Taking ail such actions as may be necessary, incidental to, or desirable with respect to accomplishing the foregoing purposes within the provisions and limitations of these Articles of Incorporation, the Bylaws of the Organization, and applicable law; provided, however, that no part of the earnings of the Organization shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to the Organization effecting one or more of its purposes); no substantial part of the activities of the Organization Shall be to carry out propaganda, or to otherwise attempt to influence legislation (beyond the limits of the Code), and the Organization shall not participate or intervene in any political campaign on behalf of any candidate for public office (by the publication or distribution of statements or otherwise).

**ARTICLE II**

**MEMBERSHIP**

***Section 1 - Eligibility for Membership:*** Application for voting membership shall be open to any person who supports the purpose statement in Article I, Section 2**.** Membership is granted after completion and receipt of a membership application and annual dues.

***Section 2 – Annual Dues:*** The amount required for annual dues shall be determined by the Membership Committee. Membership shall be continued by paying annual membership dues.

***Section 3 – Rights of Members:*** Each Member shall be eligible to have one vote to cast in the organization elections.

**ARTICLE III**

**MEETINGS OF MEMBERS**

***Section 1 – Regular Meetings:*** Regular meetings of the Members may be held at a time and place designated by the Board. Regular meeting schedule shall be made available on an annual basis to the membership

***Section 2 – Annual Meetings:*** An annual meeting of the Members shall take place with the specific date, time and location of which will be designated by the Board. At the Annual Meeting, the Members shall elect Directors, receive reports on the activities of the Organization, and review the direction of the Organization for the coming year.

***Section 3 – Special Meetings:*** Special Meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by one-third of voting Members may also call a Special Meeting.

***Section 4 – Notice of Meetings:*** Notice of each meeting shall be given to each Member, by mail or email, not less than two weeks prior to the meeting.

***Section 5 – Quorum:*** At least 50% of the Members must be present at any Special Meetings to constitute a quorum.

**ARTICLE IV**

**BOARD OF DIRECTORS**

***Section 1 – Board Role, Size and Compensation:*** The Board of Directors is responsible for overall policy and direction of the Organization, and delegates responsibility of day-to-day operations to the Staff and Committees. The Board shall have up to 20, but not fewer than 12 Directors. The Boardreceives no compensation other than reimbursement for reasonable expenses incurred in the performance of the Director’s responsibilities to the Organization.

***Section 2 – Terms:*** All Directors shall serve two-year terms, but are eligible for re-election. There are no term limits.

***Section 3 – Meetings and Notice:*** The Board shall meet at least at least nine (9) times per year, at an agreed upon time and place. An official board meeting requires that each board member have written or electronic notice at least two weeks in advance.

***Section 4 - Board Elections:*** New Directors and current Directors shall be elected or re-elected by the Members at the Annual Meeting. The Organization shall provide a method of electronic voting for Members who are unable to physically attend Annual Meeting. Directors will be elected by a simple majority of votes cast.

***Section 5 – Election Procedures:*** A Board Nominations Committee – comprised of the President and two Directors selected by the President - shall be responsible for nominating a slate of prospective Directors representing the Organizations' diverse constituency. In addition, any Member can nominate a candidate to the slate of nominees. Directors who are up for reelection in the following term cannot be members of the Nominations Committee. If the President is up for reelection, another member of the Executive Committee whose term shall not be up will serve as Chair.

***Section 6 –******Quorum:*** A quorum must be achieved of at least fifty percent of Directors for all decisions requiring a vote to take place and motions to pass. Motions and transactions can be voted upon by electronic vote or through presence at a meeting.

***Section 7 – Officers and Duties:*** There shall be four Officers of the Board, consisting of a President (President), Vice-President (Vice-President), Secretary, and Treasurer. The Officers shall be selected by a majority of the elected Directors at the regular board meeting following the annual meeting of the membership, or as soon thereafter as practical. Officers shall serve for a two-year term. Their duties are as follows:

1. The President shall:
2. Convene regularly scheduled board meetings, shall preside or arrange for other Directors to present at meetings.
3. Set the agenda for Board meetings and shall review minutes prepared by the Secretary prior to distribution to the rest of the Board
4. In the absence of a contracted Executive Director, the President shall:
   1. Assure that corporate and organizational documents and correspondences are properly maintained in Organization file storage system/,
   2. File all necessary corporate documents, including the Annual Report as required by the State of Michigan is timely filed so as to maintain the organization in good standing.
   3. Serve as the primary liaison of the Organization externally to entities such as the City of Detroit, foundations, other partnering organizations, etc.
5. The Vice-President shall fulfil the responsibilities of the President when required.
6. The Secretaryshall:
7. Be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes to each Director,
8. Maintain a roster of all current board members, with all relevant information including but not limited to their terms.
9. Ensure that Organization file storage system is properly organized and maintained.
10. The Treasurer shall:
11. Make a report at each board meeting on financial status of Organization.
12. Chair the Finance Committee
13. Assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Directors, Members and the public.
14. Assure that any and all organization requirements with the Internal Revenue Service are satisfied on an annual basis.

***Section 8 – Vacancies:*** When a vacancy on the Board exists mid-term, the President shall convene with the Board to receive nominations for new Directors to fill vacancies. Where multiple candidates are nominated, new Directors to fill vacancies will occur by simple majority vote of Directors. These vacancies will be filled only to the end of the particular Director’s term.

***Section 9 — Resignation,*** *termination, and absences:* Resignation from the Board must be in writing and received by the Secretary. A Directors may be terminated from the Board due to excess absences, which is defined as more than two unexcused absences from board meetings in a year. A Director may be removed for other reasons by a three-fourths vote of the remaining Directors.

***Section 10 — Special Meetings:***Special Meetings of the Board shall be called upon the request of the President, or one-third of Directors of the Board. Notices of Special Meetings shall be sent out by the President to each Director at least two-weeks in advance.

***Section 11 – Duties of Directors:***In addition to attending and being engaged Board meetings, Directors are expected to serve as a member of at least one Standing Committee. Directors are also encouraged, but not required to, volunteer at events organized by Organization.

***Section 12. Restricted Actions:*** No contract, transaction or act shall be taken on behalf of The Organization if such contract, transaction, or act is a prohibited transaction, or would result in the denial of the tax exemption under Section 501 (c)(3) or Section 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended. No person or other entity dealing with the Directors shall be obligated to inquire into the authority of the Directors to enter into and consummate any contract, transaction, or take any other action.

**ARTICLE V**

**COMMITTEES**

***Section 1 — Committee Formation:***Committees are formed by the Board to create focused, collaborative groups to oversee specific subtasks or projects of the Organization. Committees can be either Standing Committees – those which are intended to function in perpetuity, and Ad-Hoc Committees – which are for new or temporary endeavors. The Board may create and discontinue Committees as needed, with the exception of the Executive, Finance and Nominations Committees.

***Section 2 – Committee Composition -*** Committees shall be comprised of a minimum of three individuals, which may be Members, Directors or from the public. Committees shall include at least two Directors. Committee membership shall be determined by the Committee. The Committee appoints its Committee Chair and Co-Chair, who shall be responsible for organizing Committee functions.

***Section 3 – Committee Functions:***Committees shall meet no less than quarterly to collaborate on tasks and projects assigned to it by the Board. The Committee Chair shall be responsible for keeping track of its assigned tasks and projects in the organizational tracker tool, keeping the Committee on track to complete assigned tasks and projects, developing and tracking an annual budget for their Committee, and shall report on its progress to the Board. The Co-Chair shall assist the Chair in fulfilling these responsibilities. Committees may apply for grants, but shall do so only with prior approval of the Board of Directors.

***Section 4. – Standing Committees:*** *The following shall constitute the Standing Committees of the Organization:*

1. **Executive Committee:** The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors. However, any and all such actions are subject to the ratification of the full Board*.*
2. ***Finance Committee****:* The Treasurer is the Chair of the Finance Committee, which includes three other Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with Staff and other Directors. It is responsible for managing the financial activities of the association, preparing long-term and short-term budget plans and reviewing and approving the funding requests of the Corporation’s committees. The Board must approve the budget and all expenditures must be within budget. Any change in the budget over $5000 must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of The Organization are public information and shall be made available to the membership, Directors, and the public.
3. ***Membership Committee****:* It is the mission of the Fundraising and Membership Committee to ensure the ongoing growth and stability of the membership of of the Organization, and to ensure that the actions and activities of the Organization reflect the will and goals of the Members. The Committee is responsible for managing communications, outreach and tracking of membership activities.
4. ***Marketing* and Communication Committee:** It is the mission of the Marketing and Communication Committee to handle all marketing, outreach, public relations for the Organization. This shall include maintaining the website, social media marketing activities and handling all media contracts or public relations for special events.
5. ***Preservation and Beautification******Committee***: It is the mission of this Preservation and Beautification Committee to assure that Palmer Park is a destination for healthy living and recreation, as well as a protected nature reserve for all park users. This Committee will focus on the physical improvements needed in the park and will work collaboratively with our City of Detroit partners.
6. ***Recreation Committee****:* It is the mission of this Committee to develop all recreational programming in the park to bring residents and community stakeholders into the park. Recreational programming will be for all ages and abilities, and will utilize as many areas of the park as possible.
7. ***Events Committee:*** It is the mission of the Events Committee to plan and execute Organization-sponsored events that take place at Palmer Park. Coordination with other Committees and the Board is critical to ensuring the success of such events
8. ***Log Cabin Committee:*** The Log Cabin Committee is tasked with oversight of restoration of the historic Palmer Log Cabin, and ongoing programming that occurs inside the cabin.
9. ***Arts and Culture Committee:*** The Arts and Culture Committee is tasked with bringing arts, music, and cultural events to Palmer Park.

**ARTICLE VI**

**EXECUTIVE DIRECTOR, STAFF AND CONTRACTORS**

***Section 1 — Executive Director:***AnExecutive Director may be hired by the Board.

The Executive Director has day-to-day responsibilities for the Organization, including carrying out the Organization’s goals and policies. The Executive Director will attend all Board meetings but shall not have voting rights granted to Directors. The Executive Director shall report on the progress of the Organization, answer questions of the Directors and carry out the duties described in the job description. The Board can designate other duties as necessary. The Executive Committee shall perform an annual review of the performance of the Executive Director and shall report its determinations to the Board. The compensation of the Executive Director shall be set by the Board.

***Section 2 – Staff and Contractors:***Staff may be employed by the Organization to fulfill permanent activities deemed necessary by the Organization, whereas Contractors may be hired to fulfil specific tasks that are either temporary, intermittent or otherwise not suited to a full or part-time employee. Staff and/or Contractors may fulfill tasks such as general business administration, accounting, marketing, communications, physical labor, etc. Hiring decisions shall be at the discretion of either the Executive Director, or the Executive Committee, so long as those hiring decisions are justified by the annual budget.

**ARTICLE VII**

**PROHIBITION AGAINST SHARING IN ORGANIZATION EARNINGS**

***Section 1 – Prohibition of Earnings:*** No Director, officer, or employee of, or member of a Committee, or person connected with the Organization, or any other private individual shall receive at any time, any of the net earnings or pecuniary profit derived from the operations of the Organization, or any other assets or property of the Organization, provided that this shall not prevent the payment of reasonable compensation to any person for services rendered to or for the Organization affecting one or more of its purposes.

***Section 2 – Dissolution of Organization:*** No such person, or persons as referenced in Section 1 shall have any right, title or interest in any of the Organization’s assets or property or be entitled to share in the distribution of any of the Organization’s assets on the dissolution of the Organization. All Directors of the Organization shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Organization, whether voluntary or involuntary, the assets of the Organization, after all debts have been satisfied, then remaining under the control of the Board of Directors shall be distributed, in such amounts or proportions as the Board may determine, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which shall at that time qualify as an exempt organization, or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist, or as they may hereafter be amended (or under any similar or corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE VIII**

**INVESTMENTS**

***Section 1 - Investments:*** The Finance Committee shall recommend to the Board of Directors an investment strategy. Thereafter the Board of Directors shall vote to approve this recommended investment strategy. The Board of Directors and/or the Executive Director shall have the power to invest and reinvest any funds of, or other assets owned by, the Organization, including the power to buy and sell securities and other property, per the investment strategy approved by the Board of Directors.

**ARTICLE IX**

**RESTRICTION ON ACTIVITIES**

***Section 1 - Restrictions on Activities:*** Notwithstanding any other provision of these Bylaws, neither this Organization, nor any Director or officer in their capacity operating on behalf of the Organization, shall conduct or carry on any activities which are not permitted to be conducted or carried on:

1. By an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended (or under any similar or corresponding provisions of any future United States Internal Revenue Law); or
2. By an organization whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended (or under any similar or corresponding provisions of any future United States Internal Revenue Law).

***Section 2 - Restrictions on Contracts and Transactions:*** No contract, transaction or act shall be taken on behalf of the Organization if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) of this organization or the non-private foundation status of this organization under Section 509(a)(1). No person or other entity dealing with the Directors or officers shall be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction or take any other action.

**ARTICLE X**

**INDEMNIFICATION**

***Section 1: Indemnification of Directors and Officers in Claims by Third-Parties:***The Organization may be referred to interchangeably in this Article and Sections as the “Corporation”. The Organization shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify a Director or officer (the "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Organization, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Organization as a Director, officer, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts

paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Organization, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the Organization, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful

***Section 2: Indemnification of Directors and Officers in Claims Brought by or in the Right of the Organization:***The Organization shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify an Indemnitee who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a Trustee, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Director, officer, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Organization, However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the Organization unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

***Section 3: Actions Brought by the Indemnitee:***Notwithstanding the provisions of Sections 1 and 2 of this Article XI the Organization shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee unless such action, suit, proceeding or claim (or part thereof) (i)was authorized by the Board of Directors of the Organization, or (ii) was brought or made to enforce this Article XIII and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

***Section 4: Approval of Indemnification:***An indemnification under Sections 1 or 2 of this Article XI, unless ordered by a court, shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XI. This determination shall be made promptly 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 the action, suit, or proceeding.
2. If the quorum described in subdivision (A) is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested Directors.
3. By independent legal counsel in a written opinion.

***Section 5: Advancement of Expenses:***Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1 or 2 of this Article XI shall be paid by the Organization in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Organization. The undertaking shall be by unlimited general obligation of the person on whose behalf

advances are made but need not be secured.

***Section 6: Partial Indemnification:***If an Indemnitee is entitled to indemnification under Sections I or 2 of this Article XI for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Organization shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

***Section 7: Indemnification of Employees and Agents:***Any person who is not covered by the foregoing provisions of this Article XI and who is or was an employee or agent of the Organization, or is or was serving at the request of the Organization as a Director, officer, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exists or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits the Organization to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the Board of Directors.

***Section 8: Other Rights of Indemnification:***The indemnification or advancement of expenses provided under Sections 1 to 7 of this Article XI is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, these Bylaws, or a contractual agreement. 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. The indemnification provided for in Sections 1 to 7 of this Article XI continues as to a person who ceases to be a trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

***Section 9: Liability Insurance***: The Organization shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Director , officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Organization would have the power to indemnify the person against such liability under the provisions of the Act

***Section 10: Contract with the Organization:***The right to indemnification conferred in this Article XIII shall be deemed to be a contract between the Organization and each Trustee or officer who serves in any such capacity at any time while this Article XI is in effect, and any repeal or modification of any such law or of this Article XIII shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article XIII is repealed or modified, the Organization shall give written notice thereof to the Directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.

***Section 11: Application to a Resulting or Surviving Organization or Constituent Corporation:***The definition for "corporation" found in Section 569 of the Act, as the same exists or may hereafter be amended, is and shall be, specifically excluded from application to this Article XIII. The indemnification and other obligations of the Organization set forth in this Article XI shall be binding upon any resulting or surviving corporation after any merger or consolidation of the Organization. Notwithstanding anything to the contrary contained herein or in Section 569 of the Act, no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a trustee, officer, partner, trustee, employee or agent of another corporation prior to such other corporation entering into a merger or consolidation with the Organization

***Section 12: Definitions:*** "Other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the Organization" shall include any service as a Director, officer, employee, or agent of the Organization which imposes duties on, or involves services by, the Director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in Sections 1 and 2 of this Article.

***Section 13: Severability:*** Each and every paragraph, sentence, term and provision of this Article XI shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article XIII shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

**ARTICLE XI**

**CONFLICT OF INTEREST**

***Section 1: Disclosure Requirement:*** Whenever any matter arises in which a Director either has a conflict of interest or has a question about the existence of a conflict of interest, he/she shall make full disclosure of the material facts of the conflict to the Organization before the matter is discussed formally. This disclosure must be made to the full Board at a properly called meeting of the Board.

***Section 2: Documentation:*** A ruling on the conflict shall be made by a majority vote of the Board and entered into the minutes of the Organization. Stated conflicts and abstentions shall be included in the minutes.

***Section 3: Abstention of Interested Directors:*** Persons who have conflicts of interest as defined herein may participate in the discussion of the matter in question and may be considered in determining the presence of a quorum, but may not vote on any resolution or action of the Board involving the matter in question.

***Section 4: Definitions of Conflict:*** A conflict of interest occurs when a Director, officer, or employee profits in a personal or financial manner from a board decision or transaction involving the Organization.

***Section 5: Waiver:*** The Organization may pursue a conflicted transaction or matter provided any one of the following is true:

1. The material facts of the transaction and the conflict were disclosed or known to the Board of Directors, and the Board of Directors authorized, approved or ratified the transaction;
2. The material facts of the transaction and the Directors’ interests were disclosed or known to the Directors entitled to vote and they authorized, approved, or ratified the transaction; or,
3. The transaction is fair to the Organization.

**ARTICLE XII**

**NON-DISCRIMINATION**

***Section 1— Non-Discrimination:*** The Officers, Directors, Employees (if any) and persons served by this Organization shall be selected entirely on a non-discriminatory basis without regard to age, sex, race, religion, national origin and sexual preference.

**ARTICLE XIII**

**AMENDMENTS**

***Section 1 — Amendments:*** These Bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on **June 22, 2011.**

Secretary: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed Name: Helen Broughton

President: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed Name: Alicia Biggers

Date: June 22, 2011

These bylaws were amended at a meeting of the board of directors by a two-thirds majority vote on **May 5, 2012**.

Secretary: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed Name: Helen Broughton

President: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed Name: Rochelle E. Lento

Date: July 25, 2012

These bylaws were amended, particularly Article IV, Section 7. Officers and duties at a meeting of the board of directors by a two-thirds majority vote on **May 28, 2014**.

Secretary: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

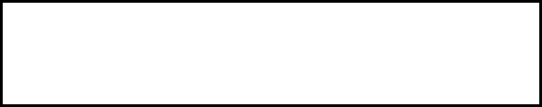
Printed Name: Brooke Ellis

President: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed Name: Rochelle E. Lento

Date: May 28, 2014

These bylaws were amended at a meeting of the board of directors by a two-thirds majority vote on **January 25, 2023**.



Secretary: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed Name: Chris McTaggart

President: 

Printed Name: Rochelle E. Lento

Date: January 25, 2023

