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BYLAWS

SOUTHFIELD COMMUNITY COALITION

ARTICLE I COALITION

Section 1. **The Coalition.** Southfield Community Coalition, an organization located in Southfield, Oakland County, Michigan, is a non-profit corporation formed under the laws of the State of Michigan. All Members will be subject to the provisions and terms set forth in these Bylaws and the Articles of Incorporation for Southfield Community Coalition including any amendments.

Section 2. **Purpose of the Coalition.** The purposes of the Coalition of neighborhood associations is to advocate on behalf of and promote residential communities in Southfield to make neighborhood associations more effective. In furtherance of that goal, the Coalition may act as an intermediary or liaison between neighborhood associations and the City of Southfield, disseminate information on positions of electoral candidates in an unbiased manner and the Coalition may take positions on issues that may affect the welfare of Southfield residents or otherwise facilitate communications between residential communities and the City of Southfield.

Section 3. **Bylaws.** These Bylaws constitute the Bylaws of the Coalition in compliance with the Nonprofit Corporation Act, Act 162 of the Public Acts of 1982, MCL 450.2101, et seq., as amended. These Bylaws are intended to supersede any prior Bylaws, if any.

ARTICLE II DEFINITIONS

Section 1. **Definitions and General Description of Terms Used.** Certain terms are utilized not only in these Bylaws but are or may be used in various other instruments including, but not limited to, the Articles of Incorporation. Wherever used in such documents or any other pertinent instruments, the terms set forth below will be defined as follows:

A. The “Act” or “Nonprofit Corporation Act” means the Michigan Nonprofit Corporation Act, Act 162 of the Public Acts of 1982, MCL 450.2101, et seq., as amended. If any provision of these Bylaws is found to conflict with any provision of the Nonprofit Corporation Act, then the provisions of the Nonprofit Corporation Act are incorporated by reference and will supersede and cancel any conflicting provision.

B. “Articles of Incorporation” or “Articles” means the filing with the State of Michigan establishing the non-profit corporation known as the Southfield Community Coalition, currently known as ID #581100.

C. “Bylaws” means this document setting forth the substantive rights and obligations of the Members including any duly adopted amendments of the Coalition.

D. “City” means the City of Southfield, Michigan.

E. “Coalition” or “Corporation” means the Southfield Community Coalition organized under the laws of the State of Michigan.

F. “Member” means active neighborhood associations in good standing, defined as an ongoing voluntary association in a subdivision, homeowner’s association, co-operative, apartment, trailer park or condominium. Membership will be divided into Voting Members and Non-voting Members.

G. “Non-voting Member” means a Member without the ability to vote.

H. “Person” means an individual, firm, corporation, limited liability company, partnership, association, trust, or other legal entity or any combination of same.

I. “Voting Member” means a Member with the ability to vote.

Section 2. **Interpretation.** Whenever any reference is made to one gender, the same includes a reference to any and all genders where the same would be appropriate. Similarly, whenever a reference is made to the singular, a reference also includes to the plural where the same would be appropriate.

ARTICLE III MEMBERSHIP

The qualifications of Members, the manner of their admission to the Coalition, the termination of membership and voting will be as follows:

Section 1. **Designation of Members.** Each Voting Member and Non-voting Member will be a Member of the Coalition.

Section 2. **Voting Membership.** The Voting Members will be comprised of active neighborhood associations in good standing, defined as an ongoing voluntary association in a subdivision, homeowner’s association, co-operative, apartment or condominium, organized by at least two (2) or more Southfield residents to act upon a variety of issues vital to the well-being of their community. If two (2) or more Southfield subdivisions, homeowner’s associations, co-operatives, apartments or condominiums join to form an association operated by a single governing body, then their union is considered a neighborhood association and may be considered for voting membership. These conditions prohibit individuals from becoming Voting Members.

Section 3. **Non-voting Membership.** The Non-voting Members will be comprised of any party that does not meet the definition of a neighborhood association and of neighborhood associations that do not desire to have voting privileges. Non-voting Members may be non-residents of Southfield.

Section 4. **Requirements for Becoming a Voting Member.** Persons who desire to become Voting Members must submit completed applications with appropriate dues to the Treasurer. In accordance with these Bylaws and the laws of the State of Michigan, the Board of Directors has sole discretion to determine the criteria for membership and whether to approve or deny any application. Each neighborhood association seeking voting membership must provide at least one (1) delegate.

Section 5. **Requirements for Becoming a Non-voting Member.** Persons who desire to become Non-voting Members must submit completed applications to the Treasurer. In accordance with these Bylaws and the laws of the State of Michigan, the Board of Directors has sole discretion to determine the criteria for membership and whether to approve or deny any application. Each party seeking non-voting membership must provide at least one (1) delegate.

Section 6. **Duration of Membership.** Membership of both Voting and Non-voting Members will be retained until revoked by the Coalition or until the Member resigns from the Coalition.

Section 7. **Coalition Bylaws Available Upon Reasonable Request.** Upon reasonable request, each Member will be provided a copy of the Coalition Bylaws. Notwithstanding this provision, it is presumed that each Coalition Member has read and understood the Coalition Bylaws and each Coalition Member is bound by the Coalition Bylaws regardless of having read or received them.

ARTICLE IV DUES

The Coalition’s levying of dues and the collection of dues will be governed by the following provisions:

Section 1. **Dues.** The Voting Members will be required to pay annual dues.

Section 2. **Determination of Dues.** Dues will be determined as follows:

A. **Annual Budget.** In August of each year or another time determined by the Board of Directors, the Treasurer of the Coalition will present an annual budget to the Board of Directors and such budget will project all expenses for the forthcoming year that may be required for the operation and management of the Coalition, including a reasonable allowance for contingencies. Upon adoption of an annual budget by the Board of Directors, copies of the budget will be made available to each Member and the dues for the year will be established based upon that budget. In the absence of any annual budget or adjusted budget, each Voting Member will continue to pay dues at the rate established for the previous fiscal year until notified of any change in the payment.

B. **Annual Dues for Voting Members.** Voting Members will be required to pay annual dues in an amount as determined by the Board of Directors.

C. **Annual Dues for Non-Voting Members.** Non-voting Members are not required to pay dues. Without the need for a formal amendment to these Bylaws and in its sole discretion, the Board of Directors may require Non-voting Members to pay dues in the future or set other membership requirements as appropriate to maintain membership with the Coalition without the need to amend these Bylaws.

D. **Due Date for Annual Dues.** Membership dues for any given calendar year must be paid on or before July 31 of each year.

E. **Arrearage in Dues.** Any Voting Member whose dues are more than three (3) months in arrears will become a Non-voting Member and be so notified by the Treasurer. Any Non-voting Member will become a Voting Member upon full payment of dues to the Coalition unless otherwise determined by the Board of Directors.

F. **Additional Dues.** The Board of Directors, in its sole discretion, will have the authority to increase or decrease the dues or to levy additional dues as it deems necessary. The authority to levy dues pursuant to this Subsection is solely for the benefit of the Coalition and will not be enforceable by any creditors of the Coalition unless the Coalition voluntarily assigns the right to levy dues to any lender in connection with a voluntary loan transaction entered into by the Coalition.

ARTICLE V MEETINGS

Section 1. **Robert's Rules of Order.** Meetings of the Coalition Members will be conducted in accordance with Robert's Rules of Order or some other generally recognized manual of parliamentary procedure chosen by the Board of Directors, when not otherwise in conflict with the Articles of Incorporation of the Coalition, these Bylaws or the laws of the State of Michigan.

Section 2. **Place of Meetings.** Meetings of the Coalition will be held at any suitable space convenient to the Members as may be designated by the Board of Directors. Anyone who disrupts or interferes with the business of the Coalition may be removed from such meeting without any liability to the Coalition or its Board of Directors.

Section 3. **Meetings of Members.** Regular meetings of the Members of the Coalition will be held either monthly or at the discretion of the Board of Directors at such time and place as determined by the Board of Directors. On a bi-annual basis, the Board of Directors will hold a meeting for the election of Directors at a date and time within the discretion of the Board of Directors.

Section 4. **Special Meetings.** It will be the duty of the President to call a special meeting of the Members as directed by resolution of the Board of Directors. The President will also call a special meeting upon a petition signed by one third (1/3) of the Members in number presented to the Secretary of the Coalition. Notice of any special meeting will state the time, place and purpose of such meeting. No business will be transacted at a special meeting except as stated in the notice.

Section 5. **Notice of Meetings.** It will be the duty of the Secretary (or other Coalition officer in the Secretary's absence) to serve a notice of each annual or special meeting, stating the time, place and purpose of the meeting, upon each Member, at least ten (10) days, but not more than sixty (60) days, prior to such meeting. In order to save costs and pursuant to MCL 450.2406a, each Member agrees to accept notice of meetings by electronic mail instead of by regular, first class mail. A Member may opt out of this provision by providing written notice to the Secretary of the Coalition that future notices should be sent via first class mail or any other agreed upon means. The Board of Directors may, but is not obligated to, require additional funds from that Member to compensate for any notices via first class mail or other agreed upon means.

Section 6. **Participation by Remote Communication.** A Member may participate in a meeting of the Members by a conference telephone or by other means of remote communication through which all persons participating in the meeting may hear each other, if the Board determines to permit such participating and (a) the means of remote communication permitted are included in the notice of the meeting or (b) if notice is waived or not required. All participants will be advised of the means of remote communication in use and the names of the participants in the meeting will be divulged to all participants. Members participating in a meeting by means of remote communication are considered present in person and may vote at such meeting if all of the following are met: (a) the Coalition implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a Member or proxy holder; (b) the Coalition implements reasonable measures to provide each Member and proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (c) if any Member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Coalition. A Member may be present and vote at an adjourned meeting of the members by means of remote communication in the original meeting notice given. The Board of Directors may hold a meeting of the Members conducted solely by means of remote communication in the original meeting notice given. The Board of Directors may hold a meeting of the Members conducted solely by means of remote communication.

Section 7. **Quorum: Meetings of Members.** The presence in person or by proxy of twenty (20%) percent in number of the Voting Members qualified to vote will constitute a quorum for holding a meeting of the members of the Coalition, except for voting on questions specifically required herein to require a greater quorum. The written vote of any person furnished at or prior to any duly called meeting at which meeting said person is not otherwise present in person or by proxy, or by such date as is established for voting in cases where no meeting is held, will be counted in determining the presence of a quorum with respect to the question upon which the vote is cast. Any Member who participates by remote communication in a meeting of Members, as provided in these Bylaws, will also be counted in determining the necessary quorum. An attendance sheet will be used to determine whether this requirement has been met. In the instance that this requirement has not been met, the meeting minutes will reflect the lack of quorum.

Section 8. **Adjournment for Lack of Quorum.** If any meeting of Members cannot be held because a quorum is not in attendance, the owners who are present may adjourn the meeting

to a time not less than forty eight (48) hours from the time the original meeting was called. The quorum for each subsequent meeting will be reduced by one-half from the quorum requirement of the previously scheduled meeting.

Section 9. **Minutes; Presumption of Notice.** Minutes or a similar record of the proceedings of all meetings of Members and the Board of Directors must be kept by the Coalition and, when signed by the President or Secretary, will be presumed truthful. A recitation in the minutes of any such meeting that notice of the meeting was properly given will be prima facie evidence that such notice was given.

Section 10. **Agenda of Meetings.** The following order of business will be used as a guide for Member meetings. However, this order may be waived at any given meeting by the Board of Directors.

1. Call to Order
2. Presentation of Guest Speaker(s)
3. Reading of the Minutes of the Previous Meeting
4. Treasurer's Report
5. Report of Special Committees and Correspondence
6. Old Business
7. New Business
8. Announcements
9. Adjournment

ARTICLE VI VOTING

Voting by Members of the Coalition will be in accordance with the following provisions:

Section 1. **Member Voting Designation.** Except as limited in these Bylaws, each Member will be entitled to one vote, provided that the Member is in good standing and not in default of any provision of these Bylaws, including payment of any dues or assessments. Voting will be by number. Delegates from the same neighborhood association will not vote simultaneously during any Coalition voting event. There will be one vote per Voting Member of each subdivision, homeowner's association, co-operative, apartment or condominium during any Coalition voting event.

Section 2. **Designation of Voting Representative.** Each Member will file a written notice with the Coalition designating the individual representative who will vote at meetings of the Coalition and receive all notices and other communications from the Coalition on behalf of such Member. The notice will state the name and address of the individual representative designated and the name and address of each person, firm, corporation, partnership, limited liability company,

association, trust or other entity that is the Member. Such notice will be signed and dated by each Member. The individual representative designated may be changed by the Member at any time by filing a new notice in the manner herein provided. At any meeting the filing of such written notice as a prerequisite to voting may be waived by the chairperson of the meeting.

Section 3. Voting by Members. A Voting Member entitled to vote at a meeting including for the election of directors may vote in person, by proxy, by absentee ballot, in a writing duly signed by the designated voting representative, by electronic transmission as defined by 2008 Public Act 9, MCL 450.2106(4) or by any other means allowed by the voting procedures adopted by the Board of Directors for a given vote, provided the same are not in violation of the provisions of these Bylaws and Michigan law. Votes may be cast by mail, fax, delivery, electronically (by any method not directly involving the physical transmission of paper, which creates a record that may be retrieved and retained by the Coalition and may be directly reproduced in paper form by the Coalition through an automated process), or any other method approved by the Coalition in advance of the vote. Cumulative voting will not be permitted.

Section 4. Majority. Unless otherwise provided by law, any action that could be authorized at a meeting of the Members will be authorized by an affirmative vote of more than fifty (50%) percent in number of those Voting Members qualified to vote in accordance with the provisions of these Bylaws. The foregoing statement will be construed to mean a majority in number of the votes cast by those qualified to vote at a given meeting of the Members duly called and held.

Section 5. Action without Meeting. Any action that may be taken at a meeting of the members (except for the election or removal of Directors) may be taken without a meeting by written vote of the Voting Members. Written votes will be solicited in the same manner as provided in these Bylaws for the giving of notice of meetings of Members. Such solicitations will specify (a) the number of responses needed to meet the quorum requirements, (b) the percentage of approvals necessary to approve the action, and (c) the time by which written votes must be received in order to be counted. The form of written vote will afford an opportunity to specify a choice between approval and disapproval of each matter and will provide that, where the Voting Member specifies a choice, the vote will be cast in accordance with that choice. Approval by written vote will be constituted by receipt, within the time period specified in the solicitation, of (a) a number of written votes which equals or exceeds the quorum that would be required if the action were taken at a meeting; and (b) a number of approvals that equals or exceeds the number of votes that would be required for approval if the action were taken at a meeting at which the total number of votes cast was the same as the total number of written votes cast.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Qualifications. The affairs of the Coalition will be governed by a Board of Directors all of whom must be voting Members and be in good standing. Good standing will be deemed to include a Member who is not in default of any of the provisions of these Bylaws. A Member that is in default of these Bylaws will not be qualified to be elected or appointed as a Director of the Coalition. Any Director who is delinquent in any financial obligation owed to the

Coalition will pay in full the amount due within sixty (60) days of the delinquency. During the period of delinquency, the Director will not be permitted to vote on any matter. If the Director does not comply with the delinquency cure time period, the Director will be deemed removed from the Board of Directors for the remainder of the Director's term and the vacancy will be filled in accordance with these Bylaws.

Section 2. **Number of Directors.** The Board will consist of five (5) members. No two individuals of the same subdivision, homeowner's association, co-operative, apartment, trailer park or condominium may serve on the Board of Directors at the same time. Without amendment to these Bylaws, the Board of Directors may increase the number of Directors up to nine (9) members. Without amendment to these Bylaws, the Board of Directors may decrease the number of Directors as low as three (3) members. Any increase or decrease in the number of Directors must be approved by at least eighty (80%) percent of the Board of Directors.

Section 3. **Term of Directors.** At the first annual meeting following adoption of these Bylaws, all Directors will stand for election. Nominations for Director candidates will be made from the floor at an election meeting. Self-nominations will be accepted. Directors will serve a two (2) year term.

Section 4. **Compensation.** Directors will serve without compensation, however they may receive reimbursement for any actual expenses incurred in their capacity as a Director if approved by the majority of the disinterested Board of Directors.

Section 5. **Removal of Directors by Members.** At any regular or special meeting of the Coalition duly called and held, any one or more of the Directors may be removed with or without cause by the affirmative vote of more than fifty (50%) percent of all Members, and a successor may then and there be elected to fill the vacancy thus created. The quorum requirement for the purpose of filling any vacancy will be twenty-five (25%) percent. Any Director whose removal has been proposed by the Members will be given an opportunity to be heard at the meeting.

Section 6. **Vacancies.** Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the members of the Coalition will be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each Person so appointed will be a Director until the end of the term of the Director who was replaced and a successor is elected at such bi-annual meeting of the Coalition.

Section 7. **Powers and Duties.** The Board of Directors will have all powers and duties necessary for the administration of the affairs of the Coalition and may do all acts and things as are not prohibited by these Bylaws. In addition to the foregoing general powers and duties imposed by these Bylaws, or any further powers and duties which may be imposed by law or the Articles of Incorporation, the Board of Directors will be responsible specifically for the following:

A. **Management and Administration.** To manage and administer the affairs of and maintenance of the Coalition, all to the extent set forth in Articles of Incorporation or these Bylaws.

B. **Collecting Dues.** To collect dues from the Members of the Coalition and to use the proceeds for the purposes of the Coalition.

C. **Contract and Employ Persons.** To contract for and employ persons, firms, corporations or other agents to assist in the management, operation and administration of the Coalition.

D. **Committees.** To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Coalition and to delegate to such committees, or any specific officers or Directors of the Coalition any functions or responsibilities which are not by law required to be performed by the Board of Directors.

E. **Enforce Documents.** To enforce the provisions of the Articles of Incorporation and these Bylaws.

F. **In General.** To enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management and/or operation of the Coalition.

Section 8. **Regular Meetings.** Regular meetings of the Board of Directors may be held at such times and places as will be determined by a majority of the Directors. At least two (2) such meetings will be held during each fiscal year. Notice of regular meetings of the Board of Directors will be given to each Director, personally, or by mail, facsimile, electronically or telephone at least five (5) days prior to the date of the meeting unless waived by said Director. Electronic transmission of such notice may also be given in any such manner authorized by the Director entitled to receive the notice which does not directly involve the physical transmission of paper, which creates a record that may be retrieved and retained by the Director, and which may be directly reproduced in paper form by the Director through an automated process.

Section 9. **Special Meetings.** Special meetings of the Board of Directors may be called by the President upon three (3) days' notice to each Director, given personally, or by mail, facsimile, electronically or by telephone, which notice will state the time, place and purpose of the meeting. Electronic transmission of such notice may also be given in any such manner authorized by the Director entitled to receive the notice which does not directly involve the physical transmission of paper, which creates a record that may be retrieved and retained by the Director, and which may be directly reproduced in paper form by the Director through an automated process. Special meetings of the Board of Directors will be called by the President or Secretary in like manner and on like notice on the written request of three Directors.

Section 10. **Waiver of Notice.** Before or at any meeting of the Board of Directors, any Director may, in writing or orally, waive notice of such meeting and such waiver will be deemed equivalent to the giving of such notice. Attendance by a Director at any meetings of the Board will be deemed a waiver of notice by that Director of the time and place of any such meeting. If all the Directors are present at any meeting of the Board, no notice will be required and any business may be transacted at such meeting.

Section 11. **Quorum: Meetings of the Board of Directors.** At all meetings of the Board of Directors, a majority of the Directors will constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting at which a quorum is present will be the acts of the Board of Directors. A Director will be considered present and may vote on matters before the Board by proxy, by teleconference, electronically or by any other method giving the remainder of the Board sufficient notice of the absent Director's vote and position on any given matter; provided however, that any vote not in writing is confirmed in writing not later than the next meeting of the Board. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting to a subsequent time upon twenty-four (24) hours' prior written notice delivered to all Directors not present. At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes will constitute the presence of such Director for purposes of determining a quorum.

Section 12. **Action without Meeting.** Any action permitted to be taken by the Board of Directors at a meeting of the Board will be valid if consented to in writing, including by electronic transmission, by the requisite majority of the Board of Directors. Further, the presiding officer of the Coalition, in exceptional cases requiring immediate action, may poll all Directors by phone for a vote and provided the action is consented to by the requisite number of Directors, such vote will constitute valid action by the Board provided the results of the vote and the issue voted upon are noted in the minutes of the next Board meeting to take place.

Section 13. **Closing of Board of Directors' Meetings to Members; Privileged Minutes.** The Board of Directors, in its discretion, may close a portion or all of any meeting of the Board of Directors to the Members of the Coalition or may permit Members of the Coalition to attend a portion or all of any meeting of the Board of Directors. Any Member of the Coalition will have the right to inspect and make copies of, the minutes of the meetings of the Board of Directors; provided, however, that no member of the Coalition will be entitled to review or copy any minutes of meetings of the Board of Directors to the extent that said minutes reference privileged communications between the Board of Directors and counsel for the Coalition, or any other matter to which a privilege against disclosure pertains under Michigan statute, common law, the Michigan Rules of Evidence or the Michigan Court Rules.

Section 14. **Participation by Remote Communication.** Members of the Board of Directors may participate in any meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting by such means constitutes presence in person at the meeting.

Section 15. **Fidelity Bonds.** The Board of Directors may require that all officers of the Coalition handling or responsible for Coalition funds furnish adequate fidelity bonds. If required, the premiums for such bonds will be borne by the Coalition.

ARTICLE VIII OFFICERS

Section 1. **Designation of Officers.** The principal officers of the Coalition will be President, Vice President, Secretary, Treasurer and Member at Large. The Directors may appoint such other officers as in their judgment may be necessary. Any two officers except that of President and Vice President may be held by one person. The President must be a member of the Board of Directors; however, the remaining officers need not be members of the Board of Directors or Members. A Member that serves as an officer must be in good standing. Good standing will be deemed to include a Member who is not in default of any of the provisions of these Bylaws. A Member that is in default of these Bylaws will not be qualified to be elected or appointed as an officer of the Coalition. Any officer who is delinquent in any financial obligation owed to the Coalition will pay in full the amount due within sixty (60) days of the delinquency. If the officer does not comply with the delinquency cure time period, the officer will be deemed removed from their position and the vacancy will be filled in accordance with these Bylaws.

A. **President.** The President will be the chief executive officer of the Coalition and will preside at all meetings of the Coalition and of the Board of Directors. The President will have all of the general powers and duties which are usually vested in the office of the President of an Coalition, including, but not limited to, the power to appoint committees from among the members of the Coalition in the President's discretion as may be deemed appropriate to assist in the conduct of the affairs of the Coalition. The President will be the official spokesperson of the organization.

B. **Vice President.** The Vice President will take the place of the President and perform the President's duties whenever the President will be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors will appoint some other member of the Board to so do on an interim basis. The Vice President will oversee committee activity and will also perform such other duties as will be imposed by the Board of Directors.

C. **Secretary.** The Secretary will keep the minutes of all Board and Coalition meetings and have charge of the corporate minute book and of such books and papers as the Board of Directors may direct. The Secretary will record votes and keep minutes of all meetings and proceedings, notify committees of their appointments and also conduct the general correspondence of the Coalition, including the notification of date, time and place of meetings to the Coalition membership.

D. **Treasurer.** The Treasurer will have responsibility for all Coalition funds and securities and will be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Coalition. The Treasurer will be responsible for the deposit of all monies and other valuable papers of the Coalition, in the name of and to the credit of the Coalition, in such depositories as may be designated by the Board of Directors. The Treasurer will also file any annual reports, as appropriate, with the State of Michigan or other governmental or other entities. All checks of the Coalition must be signed by the Treasurer and the President, or in cases of absence or inability to act, the Vice President. The Treasurer will be responsible for billing all Members.

E. **Member at Large.** The Member at Large will assist the President, Vice President, Secretary and Treasurer in their duties and will also perform such other duties as will be imposed by the Board of Directors.

Section 2. **Election.** The officers of the Coalition will be elected by the Board of Directors and will hold office at the pleasure of the Board. Any vacancy in any officer position may be filled at any meeting of the Board of Directors.

Section 3. **Removal.** Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed by the Board of Directors either with or without cause and the successor to the removed officer may be elected at any regular meeting of the Board of Directors or at any special meeting of the Board called for such purpose.

Section 4. **Duties.** The officers will have such other duties, powers and responsibilities as authorized by the Board of Directors. At the expiration of their terms of office, officers will deliver to their successors all moneys, books, and other property belonging to the Coalition.

ARTICLE IX INSURANCE

Section 1. **Extent of Coverage.** The Coalition may, but is not required to, carry 1) Fidelity Bond coverage to cover all officers, directors and employees of the Coalition and for all other person(s) responsible for any monies received by or payable to the Coalition 2) Directors and Officers Liability coverage and/or 3) such other insurance as the Board of Directors deems advisable.

Section 2. **Coalition Premium Expenses.** All premiums for insurance purchased by the Coalition, if any, will be borne by the Coalition.

ARTICLE X INDEMNIFICATION OF OFFICERS AND DIRECTORS; DIRECTORS AND OFFICERS' INSURANCE

Section 1. **Indemnification of Directors and Officers.** Every Director and every officer of the Coalition will be indemnified by the Coalition against all expenses and liabilities, including reasonable attorney's fees and amounts paid in settlement incurred by or imposed upon the Director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which the Director or officer may be a party or in which they may become by reason of their being or having been a Director or officer of the Coalition, whether or not they are a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful or wanton misconduct or gross negligence in the performance of the Director's or officer's duties, and except as otherwise prohibited by law; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein will apply only if the Board of Directors with the Director seeking reimbursement abstaining approves

such settlement and reimbursement as being in the best interest of the Coalition. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled. The indemnification rights of this Article will be at all times construed to be consistent with those contained in the Articles of Incorporation of the Coalition.

Section 2. **Directors' and Officers' Insurance.** The Coalition may provide liability insurance for every Director and officer of the Coalition for the same purposes provided in Section 1 above and in such amounts as may reasonably insure against potential liability arising out of the performance of their respective duties.

ARTICLE XI FINANCES AND INSPECTIONS

Section 1. **Fiscal Year.** The fiscal year of the Coalition will be an annual period commencing on such date as may be initially determined by the Board of Directors. Absent such determination by the Board of Directors, the fiscal year of the Coalition will be the calendar year. The commencement date of the fiscal year of the Coalition will be subject to change by the Board of Directors for accounting reasons or other good cause.

Section 2. **Banking.** The funds of the Coalition will be deposited in such bank or other depository as may be designated by the Board of Directors and will be withdrawn only upon the check or order of such officers, employees or agents as are designated by resolution of the Board of Directors.

Section 3. **Investment of Funds.** Funds of the Coalition will be deposited in such bank or savings association as may be designated by the Board of Directors and will be withdrawn only upon the check or order of such officers, employees or agents as are designated by resolution of the Board of Directors. The funds may be invested in accounts or deposit certificates of such bank or savings association as are insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation and may also be invested in interest-bearing obligations of the United States Government.

Section 4. **Records and Books of the Coalition.** The Coalition will keep detailed books of account showing all revenues and any other expenses incurred by or on behalf of the Coalition and the Members.

ARTICLE XII COMPLIANCE AND AMENDMENTS

Section 1. **Compliance with the Documents.** The Coalition and all present or future Members are subject to and will comply with the provisions of these Bylaws. In the event that any provision of these Bylaws conflicts with the Nonprofit Corporation Act, the Nonprofit Corporation Act will control. In the event that any provision of these Bylaws conflict with the Articles of Incorporation, the Articles of Incorporation control.

Section 2. **Amendments.** These Bylaws may be amended in accordance with the following procedures:

A. **Proposal.** The Board of Directors of the Coalition acting upon the vote of the majority of the Directors or by a written petition signed by one-third (1/3) or more of the Members may propose amendments to these Bylaws.

B. **Meeting.** If any amendment is proposed, a meeting for consideration of the proposed amendment(s) will be called in accordance with these Bylaws.

C. **Voting.** These Bylaws may be amended by the Members at any regular meeting or a special meeting called for such purpose by an affirmative vote of not less than two-thirds (2/3) of all Members entitled to vote as of the record date for such votes.

D. **Effective Date.** Any amendment to these Bylaws will become effective immediately.

E. **Binding.** A copy of each amendment to these Bylaws will be furnished to every Member of the Coalition upon written request; however, any amendment to these Bylaws that is adopted in accordance with this Article will be binding upon all persons who have an interest in the Coalition regardless of whether such persons actually receive a copy of the amendment(s).

ARTICLE XIII DISSOLUTION

Section 1. **Dissolution of the Coalition by the Members.** The Coalition will dissolve if two-thirds (2/3) of the voting membership present at a general meeting approve a motion to dissolve the Coalition.

Section 2. **Dissolution of the Coalition by the Board of Directors.** The most recent Board may vote on the dissolution of the Coalition if no Coalition meetings have been held for a period of twelve (12) months or if quorums have not been obtained at Member meetings for a period of twelve (12) months.

Section 3. **Result of Dissolution.** Upon dissolution, all monetary and other Coalition accounts will be dissolved, and all assets of the Coalition remaining after payment of all costs and expenses of such dissolution will be distributed equally amongst the Voting Members.

Section 4. **Retention of Coalition Records upon Dissolution.** The most recent Coalition President will retain all Coalition records upon dissolution for a period not less than two (2) years.

ARTICLE XIV SEVERABILITY

In the event that any of the terms, provisions, or covenants of these Bylaws are held to be partially or wholly invalid or unenforceable for any reason whatsoever, such holding will not affect,

alter, modify or impair in any manner whatsoever any of the other terms, provisions or covenants of such documents or the remaining portions of any terms, provisions or covenants which are held to be partially invalid or unenforceable.

[SIGNATURE AND ACKNOWLEDGMENT ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Coalition has caused these Bylaws to be executed on this 1st day of February, 2016.

Southfield Community Coalition

By: Roger Goolsby
Name: Roger Goolsby
Its: President

STATE OF MICHIGAN)
) ss
COUNTY OF Oakland)

On this 1st day of February, 2016, the foregoing Bylaws were acknowledged before me by Roger Goolsby, President of Southfield Community Coalition, a Michigan nonprofit corporation, on behalf of and by authority of the corporation.

Joe Wloszek III
Notary Public, Joe Wloszek III
Oakland County, Michigan
My Commission Expires: 11/12/19
Acting in Oakland County, Michigan

Drafted by and when recorded, return to:
Joe Wloszek, Esq.
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