

ShareCare™ of Leelanau, Inc.

BYLAWS

Revised February 12, 2020

ARTICLE 1 PURPOSES

[ShareCare] (“**Organization**”) exists for the purposes stated in its Articles of Incorporation.

ARTICLE 2 OFFICES

The principal office of ShareCare of Leelanau shall be located in Leelanau County, Michigan, or at such place within the state of Michigan as the Board of Directors may determine from time to time.

ARTICLE 3 MEMBERS

3.01 Eligibility for Membership.

To be eligible for membership in the Organization, an individual must satisfy the following requirements:

- Reside during any part of the year in Leelanau County or have lived in Leelanau County as a member and moved to Traverse City
- Pay an annual enrollment fee ;
- Sand support the mission of the Organization to support senior citizens to live independently and well in their own homes for as long as possible.
- Be age 60 or over.

3.02 Membership Rights and Rules.

- A. **Member Voting Rights.** Members paying the basic enrollment fee or donating at or above that level are entitled to full voting rights as described in these bylaws.
- B. **Member Rules.** Each member will have equal rights. Unless expressly authorized by the Board of Directors, membership is not transferable and is terminated by death, resignation, expulsion, or expiration of a term of membership.

3.03 Enrollment Fee.

The Board has authority to establish the basic enrollment fee.

3.04 Termination of Membership.

The Board may adopt policies regarding the admission to, retention of, and expulsion from membership, if those rules are reasonable, germane to the purposes of the corporation, and equally enforced as to all members. Membership may be terminated or put on inactive status by the Board on the occurrence of any of the following events:

- (a) Failure to enroll annually.

(b) Failure to satisfy the requirements of eligibility.

3.05 Annual Meeting.

The annual meeting of the members shall be held on the second Tuesday of May of each year between the hours of 10:00 a.m. and 8:00 p.m. At each annual meeting, new directors nominated by the nominating committee shall be approved by the members, and any other business requiring member approval that may come before the membership, including modifications to ShareCare's Articles of Incorporation.

3.06 Special Meetings.

Special meetings of the members may be called by the Board or by the President. Such meetings shall also be called by the President or Secretary at the written request of not less than 10 percent of the members.

3.07 Place of Meetings.

All membership meetings shall be held at the corporation's principal office or at any other place determined by the Board and stated in the notice of the meeting.

3.08 Notice of Meetings.

Except as otherwise provided by statute, notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. The notice shall describe any means of remote communication by which members may participate in the meeting, pursuant to this Article.

The Board of Directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting. The secretary of the Organization (or other person designated by the Board as having charge of the membership records) shall make and certify a complete list of the members entitled to vote at a membership meeting, which shall be available for inspection by the members at the meeting.

The attendance at or participation of a member at a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or when he or she arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting. In addition, the member may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.09 Quorum.

Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represent (15)% of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

3.10 *Voting.*

Each member is entitled to one vote on each matter submitted to a vote, in any manner authorized to vote by these bylaws and procedures adopted by the board. When an action, other than the election of new directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be approved by a plurality of votes cast at any election.

3.11 *Meeting by Telephone or Similar Equipment.*

If the board provides the means to participate, members may participate in a meeting by conference telephone or other means of remote communication if all individuals who are participating in the meeting can communicate with the other participants. Participation in a meeting under this section constitutes attendance in person at the meeting.

3.12 *Action Without a Meeting*

- A. Any action the members are permitted to take at an annual or special meeting, including the election of new directors, may be taken without a meeting if the Board provides a ballot to each member that is entitled to vote on the action in the same manner by which the member is entitled to receive a notice of meeting under this Article.
- B. The ballot shall set forth each proposed action; provided an opportunity to vote for or against each proposed action; and specify a time by which the ballot must be returned (which should be at least 20 but not more than 90 days after the date the ballot was provided to the member).
- C. An action is considered approved by the members by ballot if the total number of votes cast in ballots received by the Organization by the time specified in the ballots equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by members present was the same as the number of votes cast by ballot. An invalid ballot or an abstention does not constitute a vote cast on that action.

ARTICLE 4 **BOARD**

4.01 *General Powers*

The business, property, and affairs of the Organization shall be managed by the Board of Directors (individually, "Director", or collectively "Board" or "Board of Directors"). Except as limited by law, all authority and duties of the Board are subject to the authority of the Board to delegate any specific power to an officer, director, member, employee, contractor, or volunteer of the Organization, including its authority to hire additional staff or independent contractors to staff. The Board shall retain oversight authority over any

delegation of authority to the extent necessary to ensure the Organization's compliance with law and retain its 501(c)(3) tax-exempt status.

4.02 *Number*

There shall be not less than 9 nor more than 12 Directors on the Board, as shall be fixed from time to time by the Board.

4.03 *Qualifications*

Directors shall meet the following qualifications:

- A. Support the mission and purposes of the Organization;
- B. Attend events and participate in activities;
- C. Attend 75% of all board meetings in a 12-month period;
- D. Perform the Director's duties in good faith; and
- E. Agree to, sign as needed and follow Organization policies and procedures.

4.04 *Election and Tenure.*

The nominating committee will recommend new Directors to the Board, who will be approved at the next annual meeting, or without meeting, in another manner, authorized in these bylaws. Directors shall hold office for a 3-year term. Directors may serve up to two consecutive terms. Directors may serve additional terms if two years have passed since the Director's last term on the Board. Directors' terms shall be staggered so that as close to an equal number of Directors' terms ends every year as is practicable.

4.05 *Resignation or Removal.*

Any Director may resign at any time by providing written notice to the Organization. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A death of a Director will be treated as a resignation. A successor shall be appointed as provided in section 4.06 of the bylaws. Any director may be removed with or without cause by a majority vote of the quorum of members entitled to vote at an election of directors.

4.06 *Vacancy*

The Board may appoint an interim Director to fill a vacancy on the Board to serve a term for the balance of the term and will be approved at the next annual meeting. The Director may be approved at the end of the term in the manner otherwise provided by these bylaws.

4.07 *Manner of Voting.*

To the extent permitted by law, on all actions subject to approval by the Board of Directors, a director may cast a vote either orally, in writing, or by electronic transmission such as electronic mail, if permitted by the policy or practices of the Board of Directors. However,

proxy voting shall not be permitted. The Organization shall maintain a record of all votes that are submitted by remote communication.

4.08 *Meetings.*

- A. **Regular Meetings.** Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice other than the resolution.
- B. **Special Meetings.** Special meetings of the Board may be called by the president or any two Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner at least 24 hours before the meeting.
- C. **Statement of Purpose.** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.
- D. **Waiver of Notice.** The attendance at or participation of a Director at a Board meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or when he or she arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- E. **Meeting by Telephone or Similar Equipment.** A Director may participate in a meeting by conference telephone or other means of remote communication if all individuals who are participating in the meeting can communicate with the other participants. Participation in a meeting under this section constitutes attendance in person at the meeting.
- F. **Voting and Quorum.** A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by at least a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the Board, except as otherwise provided by law or herein. A majority of the Board may adopt a policy designating certain decisions as significant decisions that must be approved by a majority of the Board, regardless of the number of directors at a meeting ("Significant Decisions"). Significant Decisions shall include:
- Appointment of a board member;
 - Voting to approve/propose members or amendment of bylaws or the articles of incorporation;
 - Hiring or termination of an executive director, or any other contract or agreement delegating significant decision-making authority to another individual or entity;
 - Significant expenditure on capital asset acquisition or improvements representing at least 25% of the Organization's budget;

- Any decision designated as a “significant decision” if the board adopts a policy designating certain decisions as significant decisions that must be approved by a majority of the Board, regardless of the number of directors at a meeting.

4.09 *Consent to Corporate Actions (Action without Meeting).*

Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing or by electronic transmission. Written consents and electronic transmissions shall be filed with the minutes of the Board’s proceeding.

4.10 *Election of Officers*

The officers of Organization designated below shall be elected by the Board of Directors. Following the annual meeting, the Directors shall meet as soon as practical for the purpose of electing the officers. The Board may appoint additional officers who shall serve at the pleasure of the Board. The officers serve two-year terms and may be elected to additional terms, up to three terms. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required. An officer may resign at any time by providing written notice to Organization. Notice of resignation is effective on receipt or at a later time designated in the notice. A vacancy in any office shall be filled by the Board.

4.11 *Officer Duties.*

All duties of officers are subject to the authority of the Board to delegate any specific power to another officer, director, member, employee, or volunteer of the Organization, in a manner consistent with law:

- A. President/Chairperson.** The President (who may be referred to as the “Chairperson”) shall supervise the general control and management of the business and affairs of Organization and shall preside at meetings of the Board of Directors.
- B. Vice President.** The Vice president shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or unable to perform his or her duties, the Vice President shall perform all duties incident to the office.
- C. Secretary.** The secretary shall (a) keep minutes of Board meetings and other corporate records and correspondence; (b) be responsible for providing notice to each Director; and (c) keep a register of the member and director names and addresses.
- D. Treasurer.** The treasurer shall (a) deposit and keep receipt of all monies which shall be deposited in a recognized financial institution in the name of the Organization; (b) give a report of at all general membership and Board meetings; (c) keep accurate books and records of corporate receipts and disbursements; (d)

oversee filing of the annual tax return; and (d) oversee preparation of an annual cash receipts and disbursement statement.

4.12 *Duties*

In addition to any other duties required by law, the Articles of Incorporation, these Bylaws, or adopted by the Board, a Director of the Organization shall discharge his or her duties as a Director, including his or her duties as an officer or a member of a committee, in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner he or she reasonably believes is in the best interests of the Organization.

In discharging these and other duties, unless the Director has knowledge concerning the matter in question that makes reliance unwarranted a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared by third parties, if prepared or presented by any of the following:

- A. One or more directors, officers, or employees of the corporation, or of a domestic or foreign corporation or a business Organization under joint control or common control, whom the director or officer reasonably believes to be reliable and competent in the matters presented;
- B. Legal counsel, public accountants, engineers, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; or
- C. A committee of the Board of which he or she is not a member if the director or officer reasonably believes that the committee merits confidence.

ARTICLE 5 COMMITTEES

5.01 *Committees; General Powers.*

The Board may designate one or more committees and subcommittees, as defined in the Michigan Nonprofit Corporation Act. Committees may include one or more Directors as well as individuals who are not Directors.

A committee with at least one Director may exercise any powers of the Board in managing the Organization's business affairs to the extent the powers are delegated in writing by the Board to the Committee, except that no committee shall have the power to: (a) amend the articles of incorporation; (b) adopt an agreement of merger or conversion; (c) amend the bylaws of the Organization; (d) fill vacancies on the Board; or (e) fix compensation of the Directors for serving on the Board or on a committee.

Any committee that does not include at least one Director may not execute the power or authority of the board in the management of the business and affairs of the Organization,

but may perform under the direction of the board other functions determined from time to time by the Board.

5.02 *Establishing Committees*

The Board shall establish committees by resolution or other written document and shall make reasonable efforts to state in the resolution: the committee's purposes, the terms and qualifications of committee members, the authority and responsibilities of the committee (including spending authority, if any), and the ways in which members of the committees are selected and removed. All committee members serve at the pleasure of the Board, and Committees may be modified or terminated by the Board at any time.

5.03 *Committee Voting, Notice, and Meetings.*

Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in these bylaws for notice, voting, and meetings of the Board.

ARTICLE 6 **CONTRACTS AND FINANCIAL MATTERS**

6.01 *General.*

No corporate documents (including agreements, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any person unless authorized by the Board, these bylaws, or a policy or resolution adopted by the Board.

6.02 *Financial Procedures.*

Organization shall adopt and follow financial procedures creating clear lines of authority to ensure all financial transactions are properly authorized, appropriated, executed and recorded; including distributing review of financial duties among multiple people and multiple persons reviewing expenditures and revenue sources to help ensure protection from fraud and error. The distribution of duties will aim for maximum protection of the Organization's assets while also considering efficiency of operations. No person is authorized to sign a check made out to him- or herself. Two-person verification is required for expenditures over \$500 unless the expenditure is specifically authorized in a board-approved budget or an exception is created by the Board or by Board policy.

6.03 *Fiscal Year*

For tax and accounting purposes the fiscal year is a period of 12 consecutive months beginning January 1 and ending December 31.

6.04 *Financial Reports*

On an annual basis, the Board shall have a qualified person or entity prepare a report on the financial activities of the Organization for the preceding fiscal year and distribute that report to each director at the annual meeting of the Board. The Board may in its discretion require a full audit. The report may be distributed electronically but will be provided in

written form to any Board member who so requests. The report shall include all of the following for the preceding fiscal year:

- A. An income statement.
- B. The year-end balance sheet, including trust funds and funds restricted by donors or the board.
- C. A statement of source and application of funds, if the corporation prepares that statement.
- D. Any other information required by the Board.

6.05 *Budget*

If the Board approves an annual budget, all expenditures must be within the budget or as otherwise approved by the Board. Any change in the budget must be approved by the Board or other designated executive committee.

ARTICLE 7 INDEMNIFICATION

7.01 *Nonderivative and Derivative Actions.*

Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any nature, against expenses (including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement) in part or in full to the extent the Board determines the following criteria are met:

- A. The suit arises out of actions or inactions taken by the person in his or capacity as a Director, officer, employee, volunteer, or agent of the Organization (or another entity at the request of Organization);
- B. The person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization, and the person acted or reasonably believed he or she was acting within the scope of his or her authority under the Organization;
- C. With respect to any criminal action or proceeding, the person had no reasonable cause to believe his or her conduct was unlawful;
- D. The lawsuit (and/or defense) and the proposed legal strategy and costs have been given prior authorization by the Board of Directors, unless this requirement is waived by the Board;
- E. The person provided prompt and timely notice of the lawsuit to the Board (usually within 14 days), unless the Board waives this requirement;
- F. The expenses are covered by insurance carried by the Board (unless this requirement is waived by the Board);
- G. The person is not liable to the Organization for the claim, issue, or matter; and
- H. Indemnification is authorized by law, the Articles of Incorporation, these Bylaws, and is consistent with the Organization's status as a 501(c)(3) organization.

7.02 Authority to Determine That Indemnification Is Proper.

The Organization's decisions regarding whether indemnification is proper and the extent to which indemnification is proper shall be made in one of the following ways, or other manner authorized by statute:

- A. By a majority vote of a quorum of the Board that consists of Directors who are not parties or threatened to be made parties to the action, suit, or proceeding;
- B. If the Board is unable to obtain a quorum under subdivision (a), by majority vote of a committee appointed by the Board that consists of at least 2 directors who are not at the time parties or threatened to be made parties to the action, suit, or proceeding (all Directors may participate in designating the committee); or
- C. By independent legal counsel in a written opinion.

7.03 Exempt Purposes.

Notwithstanding any other provision in this article, no indemnification or insurance shall be maintained if doing so would be inconsistent with the Organization's tax-exempt purposes recognized under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 8 COMPENSATION

When authorized by the Board, a person shall be reasonably compensated for services rendered to the Organization as an officer, Director, employee, agent, or independent contractor, except as prohibited by these bylaws. The Board shall adopt a policy on setting compensation consistent with the responsibilities of an Organization with Section 501(c)(3) status under the Internal Revenue Code.

ARTICLE 9 AMENDMENTS

The Board of Directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by majority vote of the Board, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the Board. The members and each affected class of members, if any, shall approve by a majority vote any bylaw denying, limiting, or otherwise prescribing the voting rights of any class of members.

Bylaws adopted on _____ March 18, 2020 _____,