



Advocating for vulnerable  
children and families  
since 1969



# Articles of Incorporation

## Article I

The name by which this Corporation is to be known in law is Michigan Federation for Children and Families.

## Article II

The purpose or purposes for which the Corporation is organized are:

To improve services to children and families throughout Michigan and the nation by such means as (a) encouraging closer partnership, dialogue and coordination among private and public service providers, (b) working for an equitable distribution of funds to develop and expand child and family services, (c) developing and promoting appropriate standards for child and family care in private and public agencies, (d) informing legislative bodies, governmental departments, the judiciary and private organizations about child and family needs, (e) conducting educational and informational activities and (f) raising funds needed to support the organization's work.

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

## Article III

The Corporation is organized on a non-stock basis. The amount of assets, classified as to real and personal property, which it possesses (as determined at April 30, 2003) is as follows:

Real property . . . . .	\$242.47
Personal property . . . . .	\$0.00

The general terms of financing of the Corporation are as follows: dues, grants, contributions, income from activities. The Corporation is organized on a membership basis.

## Article IV

The address of the registered office of the Corporation is: 309 North Washington Square, Suite 011, Lansing, MI 48933-1222. The name of the resident agent is William E. Long.

## Article V

### Section 1. Nonprofit operation.

No part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as may be elected under provisions of the Internal Revenue Code, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political

campaign or behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

### Section 2. Dissolution.

Upon the dissolution of the Corporation, any remaining unencumbered assets shall be distributed by the Corporation to any nonprofit organization or organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of by the Corporation shall be so disposed of by the Circuit Court or any other court of the State of Michigan that has jurisdiction in the place where the principal office of the Corporation is then located.

### Section 3. Action without a meeting.

In addition to any other means of decision making permitted by law, any action that may be taken at a meeting of the members may be taken without a meeting if a written consent stating the action is signed by the number of members that would be required to approve the action at a meeting attended by all members entitled to vote.

### Section 4. Directors' and officers' liability.

The personal liability of volunteer directors and officers of the Corporation is eliminated to the fullest extent permitted by the provisions of Section 209(c) and (d) of the Michigan Nonprofit Corporation Act, as amended and supplemented. To the fullest extent permitted by law, the Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director or officer incurred in the good faith performance of duties as a director or officer occurring on or after the date this Article is adopted by the Corporation. If the Michigan Nonprofit Corporation Act is amended after adoption of this Article to authorize corporate action further eliminating or limiting the personal liability of volunteer directors and officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a volunteer director or officer of the Corporation pursuant to this Article existing at the time of any acts or omissions occurring before the effective date of the repeal or modification.

### Section 5. Nondiscrimination.

The Corporation shall not discriminate against any person on the basis of age, race, color, sex, religion, physical handicap, national origin or any other basis provided in federal, state or local law, regarding any service performed by or for the Corporation.

# Bylaws

In these bylaws, Michigan Federation for Children and Families is hereinafter sometimes referred to as "Federation."

## Section 1. Membership

**1.1. Eligibility.** Membership is open to private, nonprofit child and family service agencies, associations, and organizations that subscribe to the purposes of the Federation as defined in Article II of the Articles of Incorporation and that meet one of the following two criteria:

**1.1.1. Full membership** is open to private nonprofit child and family service agencies, statewide or regional agencies responsible for coordination and/or provision of services of private nonprofit child and family service agencies and agencies operated as subdivisions or branches of a national, regional, or statewide administered child and family service agency in Michigan.

**1.1.2. Affiliate membership** is open to statewide, regional and local private nonprofit associations, educational institutions and organizations that are organized to promote public and private nonprofit policies and services that benefit children and families, whose members are not otherwise eligible for full membership in the Federation.

**1.2. Members.** Members must meet the membership standards and pay the dues established by the board of directors. Membership shall commence with the member's initial payment of dues and shall be continuous unless terminated as provided in Section 1.3.

**1.3. Termination.** Membership is ended by a written notice by either party, failure to pay required dues, or removal by a two-thirds vote of the board of directors whenever, in the board's judgment, areas of noncompliance with the membership standards have not been resolved by the member and the best interests of the Federation will be served by removal.

## Section 2. Membership Meetings

**2.1. Representation and Voting.** A full or affiliate member shall be represented by its chief administrator, except that the chief administrator may authorize a senior administrator as the member's representative if such authorization delegates full responsibility for representing the member and if such delegation is submitted in writing by the chief administrator. Each full and affiliate member representative shall have one vote upon all questions presented to the membership for action. No proxy voting is permitted.

**2.2. Annual Membership Meeting.** The annual membership meeting shall be held within 60 days before the end of each fiscal year, at a time and place fixed by the board of directors. Notice shall be communicated in writing or electronically at least 30 days but not more than 60 days before the meeting to the last known address of each person on the Federation's membership rolls as of the date the notice is sent. Items to be considered at the annual meeting shall be limited to those approved by the board of directors, including election of board members, receipt of a board-approved budget for the new fiscal year and receipt of a report on the previous year's activities and projected activities for the new fiscal year.

**2.3. Special Meetings.** Special meetings of the membership may be called by the president when, in the judgment of the executive committee, the urgency of corporate business demands action by the membership. Items to be considered at special membership meetings shall be limited to those approved by the executive committee or board and contained in written or electronic notice to the membership at least forty-eight (48) hours prior to such meeting time.

**2.3.1. Provider Network Activities.** Provider networks may be organized by geography or service sectors. Each provider network

may develop and implement activities consistent with the purposes of the Federation as defined in Article II of the Articles of Incorporation. Activities may include, but are not limited to, meetings for information and program coordination, activities with local public bodies and boards, state and federal legislative activity, training, education, cost and program coordination and public relations. Activities may include the active participation of member agency boards and staffs. All formal endorsements and/or positions of the Federation must be approved by the Federation board.

**2.4. Quorum, Voting and Procedures.** One-third (1/3) of the membership of the Federation representing full and affiliate members shall constitute a quorum for the transaction of business at a membership meeting, and a simple majority of those present will constitute an affirmative vote; except as provided in Section 9.1. A decision may be made in a meeting in which some or all member representatives participate by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other, provided that all participants are advised of the use of communications equipment and the names of the participants in the conference are divulged to all participants; such participation constitutes presence in person at the meeting. Votes of member representatives on the conference telephone or similar communications equipment shall be taken by roll-call. In addition, any action required to be taken at a meeting of the membership may be taken without a meeting via electronic communication (e-mail, fax, internet survey software, etc.). Responses to the electronic communication must constitute a quorum, and a simple majority of those responses will constitute an affirmative vote.

## Section 3. Board of Directors

**3.1. Composition, Selection and Terms.** The affairs and property of the Federation shall be managed by a board of directors (hereafter "board"), all of whom are member representatives. Total membership on the board shall be no fewer than twelve (12) and shall not exceed twenty-four (24) except as permitted in sections 4.3 and 5.1 of these Bylaws. The board shall be constituted as follows:

**3.1.1. Directors.** Two groups of directors shall be elected as follows:

**3.1.1.1. Full Members.** No fewer than two-thirds of directors, serving staggered three-year terms, shall represent full members. At each annual meeting, the membership shall elect approximately one-third of the directors representing full members. No director representing full members shall serve more than two (2) terms in succession, excluding service for less than one-half of an unexpired term; a member shall be eligible for reelection as a director representing full members following a one-year absence from the board of directors.

**3.1.1.2. Affiliate Members.** No more than four (4) directors, serving staggered three-year terms, shall represent affiliate members. At each annual meeting, the membership may elect approximately one-third of the directors representing affiliate members.

**3.2. Nominating Committee.** Directors shall be elected at an annual meeting from a slate of nominees proposed by the nominating committee, which shall function as follows:

**3.2.1. Composition.** The committee shall consist of five (5) to seven (7) member representatives appointed by the president and confirmed by the board. A majority of nominating committee members shall be representatives of full members. A simple majority of members of the committee will constitute an affirmative vote.

**3.2.2. Powers and Duties.** At least thirty (30) days before each annual membership meeting, the committee shall submit a slate of

nominees to fill vacancies on the board. In preparing this slate, the committee shall consider the present and proposed composition of the board, including the factors of leadership, gender, ethnicity, geography, program specialization and additional qualities the committee believes will contribute to the effectiveness of the board. At the first meeting of the board following each annual membership meeting and as vacancies occur, the committee shall recommend to the board a slate of officers and non-officer members of the executive committee.

**3.3. Removal of Directors and Filling of Vacancies.** A director may be removed from the board by the board of directors whenever, in its judgment, the best interests of the Federation will be served thereby. A director who is absent from three (3) consecutive meetings of the board or from more than one-half (1/2) of the meetings in a calendar year may be contacted by the board president regarding attendance and the matter may be brought to the attention of the board at its next meeting. Removal from the board for any reason shall require two-thirds (2/3) of the quorum present. The nominating committee may recommend nominees to fill board vacancies, and the board of directors may elect a director to complete an unexpired term.

**3.4. Board Powers and Duties.** Subject to any limits in the Articles of Incorporation and these Bylaws, the board shall exercise all powers of the Federation allowed under Section 261(1) of 1982 Public Act 162 as amended (MCL 450.2261(1)), including but not limited to the following powers:

**3.4.1. Executing Contracts, Conveyances, etc.** The board of directors shall have full power and authority to designate the officers and/or agents who shall execute any contract, conveyance or other instrument on behalf of this Federation. When the execution of such contracts, conveyances, or other instruments has been authorized without specification of the executing officers, the president, vice-president, secretary, or treasurer may execute them in the name of and on behalf of this Federation.

**3.4.2. Executive Director.** The board of directors shall have the power to employ and discharge an executive director who, subject to the direction of the board, shall be charged with the responsibility for the conduct of the business of the Federation and shall perform such duties as the board shall direct.

**3.4.3. Annual Budget.** The board of directors shall have the power to approve the annual budget of the Federation.

**3.5. Meetings.** The Board shall hold regular meetings at least four (4) times per year, at times and places it determines. Special meetings may be called by the president or executive committee. Items to be considered at special board meetings shall be limited to those approved by the executive committee and contained in the written or electronic notice to the board at least forty-eight (48) hours prior to such meeting time.

**3.6. Quorum, Voting and Procedures.** Except as otherwise provided in these bylaws, all decisions of the board shall be made at a meeting attended by a quorum. A quorum shall consist of one-third (1/3) of the directors then in office. Each director shall have one vote on questions before the board, and no director may cast a vote by proxy. A decision may be made in a meeting in which some or all directors participate by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other, provided that all participants are advised of the use of communications equipment and the names of the participants in the conference are divulged to all participants; such participation constitutes presence in person at the meeting. Votes of member representatives on the

conference telephone or similar communications equipment shall be taken by roll-call. In addition, any action required to be taken at a meeting of the board may be taken without a meeting via electronic communication (e-mail, fax, internet survey software, etc.). Responses to the electronic communication must constitute a quorum, and a simple majority of those responses will constitute an affirmative vote. No director shall vote on a matter that could create a personal conflict of interest unless the nature of the possible conflict has been disclosed to the board and the other members present, by a majority vote, permit the member to vote. Except as otherwise provided in these bylaws, procedural matters shall be determined in accordance with the current edition of Robert's Rules of Order.

**3.7. Special Committees.** Special committees may be appointed by the president with the concurrence of the board for such special purposes as circumstances warrant. A special committee shall limit its activities to the accomplishment of the purpose for which created and shall not have power to act, except as is specifically conferred upon it by the board. Upon completion of the duties for which the committee was appointed, the committee shall stand discharged.

#### Section 4. Officers

**4.1. Officers and Selection.** The officers of the Federation shall consist of a president, a president-elect, a vice-president, a secretary, a treasurer and the immediate past president. They shall be chosen by the board from the board membership. At the first meeting of the board following the annual meeting in even-numbered years, the president-elect, vice-president and treasurer shall be elected; and at the first meeting of the board following the annual meeting in odd-numbered years, the secretary shall be elected.

**4.2. Terms.** The president, vice-president, secretary and treasurer shall serve terms of two years. The president-elect shall serve in that office for no more than three (3) years and shall become president when the preceding president leaves that office. The immediate past president shall serve a term of two years or until a succeeding president leaves the presidency and becomes the immediate past president. No officer shall hold the same office for more than two (2) consecutive two-year terms, excluding service for less than one-half (1/2) of an unexpired term; an officer shall be eligible for reelection to that same office following a one-year absence from that office.

**4.3. Director Status of Officers.** An officer whose term as a director expires during the term in office shall be a voting director until the expiration of the term in that office.

**4.4. Vacancies.** A vacancy in any office may be filled by a director nominated by the nominating committee and elected by the board to serve the remainder of the unexpired term, except that if the office of president becomes vacant, the president-elect shall complete the unexpired term and then serve a full two-year term. If no past president is serving as a director and available to serve in the office of immediate past president, that office shall remain vacant until a president leaves office and is available to serve as immediate past president.

**4.5. Removal.** An officer may be removed from office for any reason by a two-thirds (2/3) vote of the board.

**4.6. Delegation of Authority.** If an officer is absent or unable to carry out the duties of office, the board may delegate the powers and duties of that office to any other officer or director for a specified period of time.

#### 4.7 Duties of Officers.

**4.7.1. President.** The president shall preside at all meetings of the membership, the board and the executive committee. The president shall be a voting ex-officio member of each committee, except the nominating committee, and shall perform such other duties as these Bylaws or the board may prescribe.

**4.7.2. President-Elect.** The president-elect shall perform such duties as the president or the board may assign. During any period of absence or disability of the president, the president-elect shall perform the duties and exercise the powers of the president.

**4.7.3. Vice-President.** The vice-president shall perform such duties as the president or the board may assign. During any period of absence or disability of the president and the president-elect, the vice-president shall perform the duties and exercise the powers of the president.

**4.7.4. Secretary.** The secretary shall attend membership, board and executive committee meetings and shall keep, or cause to be kept, accurate minutes of the proceedings of these meetings. The secretary shall ensure that timely notice of meetings is provided to those entitled to receive them, shall have custody of the records (except the financial records) and shall perform such other duties as these Bylaws or the board may prescribe.

**4.7.5. Treasurer.** The treasurer shall oversee all funds, shall see that accurate books of account are maintained, shall ensure compliance with government tax, reporting and other requirements and shall provide the Board with financial reports and statements as needed.

#### Section 5. Executive Committee

**5.1. Composition and Selection.** The officers and two additional non-officer executive committee members elected for two-year terms by the board from the board membership at the first meeting following the annual meeting, or at any other time when needed to fill a vacancy, shall constitute an executive committee. Non-officer members of the executive committee shall be eligible to serve for no more than two (2) consecutive two-year terms, excluding service in less than one-half (1/2) of an unexpired term; a non-officer executive committee member shall be eligible for reelection to a non-officer position following a one-year absence from that position. A non-officer executive committee member whose term as a director expires during the term on the executive committee shall be a voting director until the expiration of the term on the executive committee.

**5.2. General powers and limitations.** In emergency situations or during intervals between meetings of the board and, subject to such limitations as may be imposed by law, the Articles of Incorporation or these Bylaws, the executive committee shall have and may exercise all the authority of the board of directors in the management of the Federation, except that no action shall be taken which shall conflict with the expressed policies of the board. Actions taken by the executive committee on behalf of the board shall be reported to the board at its next regular meeting.

**5.3. Quorum and Voting.** Four (4) members shall constitute a quorum of the executive committee, and action on any issue shall require a majority vote of the quorum present. A decision may be made in a meeting in which some or all executive committee members participate by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other, provided that all participants are advised of the use of communications equipment and the names of the participants in the conference are divulged to all participants; such participation constitutes presence in person at the meeting. Votes of member representatives on the conference telephone or similar communications equipment shall

be taken by roll-call. In addition, any action required to be taken at a meeting of the executive committee may be taken without a meeting via electronic communication (e-mail, fax, internet survey software, etc.). Responses to the electronic communication must constitute a quorum, and a simple majority of those responses will constitute an affirmative vote. No executive committee member may cast a vote by proxy. No executive committee member shall vote on a matter that could create a personal conflict of interest unless the nature of the possible conflict has been disclosed to the executive committee and the other members present, by a majority vote, permit the member to vote.

#### Section 6. Finances and Records

**6.1. Acceptance of Funds.** Grants, donations, bequests and other funds and property may be accepted from any source in conformity with policies adopted by the board.

**6.2. Books and Records.** The Federation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board and committees having any of the authority of the board. All books and records of the Federation may be inspected by any member or its agents or attorney, for any proper purpose, at any reasonable time.

**6.3. Payments to Directors and Officers.** There shall be no compensation for serving as an officer or director, but officers and directors may be compensated for other services to the Federation and reimbursed for expenses incurred on its behalf.

**6.4. Fiscal Year.** The financial records and reports of the Federation shall be based on a fiscal year established by resolution of the board.

#### Section 7. Indemnification

**7.1. Indemnification.** To the extent permitted by law, the Federation shall pay or reimburse expenses and liabilities incurred by its officers, directors and employees as a result of actual or threatened legal or administrative proceedings related to their service to the Federation, provided they acted in good faith in the matters giving rise to the proceedings, reasonably believed their actions to be in the best interests of the Federation and did not knowingly violate the law and further provided they have given prompt notice of the matters to the Federation and have given it the opportunity to provide legal counsel and to participate in resolution of the matters. Expenses and liabilities include, but are not limited to, costs of legal counsel reasonably incurred or imposed as a result of actual or threatened proceedings, judgments and fines and settlements reasonably entered into, regardless of whether the officer, director, or employee is still serving the Federation in that capacity at the time the expenses or liabilities are incurred.

#### Section 8. Amendment of Articles of Incorporation or Bylaws

**8.1. Amendment.** The power to make, alter, or repeal all or any part of the Articles of Incorporation or these Bylaws shall be vested in the full and affiliate members of the Federation. Any change in the Articles of Incorporation or these Bylaws requires the affirmative vote of either: (1) A simple majority of the combined full and affiliate member representatives, including a simple majority of the full member representatives, or (2) a two-thirds (2/3) majority of the full member representatives. Any proposal to amend, alter, add to or repeal the Articles of Incorporation or the Bylaws shall not be acted upon unless included in the written or electronic notice sent at least thirty (30) days prior to the meeting date or specified ballot deadline. Voting may be by those authorized representatives present and/or by ballot sent to all full and affiliate member representatives.