

BYLAWS
OF
UNITED CEREBRAL PALSY ASSOCIATION OF MICHIGAN, INC.

Revision Adopted April 16, 2014

ARTICLE I

Name and Purpose

Section 1. The name of this corporation is the United Cerebral Palsy Association of Michigan, Incorporated (UCP Michigan), and all counties of the state of Michigan, with the exception of the counties of Wayne, Oakland and Macomb, are designated as the Corporation's service area.

Section 2. Mission Statement: United Cerebral Palsy of Michigan connects people with disabilities to the opportunities and resources needed to live productive and independent lives.

Section 3. The United Cerebral Palsy Association of Michigan, its volunteers, staff, and supporters are committed to the integration and inclusion of people with disabilities into the community and empowering people with cerebral palsy and other disabilities to have control and choice in all aspects of their lives.

We will advance this commitment by working with people with disabilities and their families, the United Cerebral Palsy national organization (UCPA), other UCP affiliates, and other committed individuals and organizations to:

- Positively affect the lives of persons with cerebral palsy and other disabilities;
- Assure the rights and entitlements of persons with disabilities;
- Promote equal access to all aspects of community, including education, employment, health care, independent living and recreation;
- Educate decisions makers and the public about cerebral palsy and disability issues, and
- Promote person-centered planning, choice and self-determination for people with cerebral palsy and other disabilities.

ARTICLE II

Directorship

The Corporation shall be organized as a Directorship Corporation. The Board of Directors of the Corporation shall be the governing body of the Corporation. The persons sitting as Directors on the Board of Directors of the Corporation shall have full voting rights for the purposes of amendment of the Articles of Incorporation and the Bylaws of the Corporation. The Corporation shall not have voting members. The Board of Directors of the Corporation is empowered to create classes of non-voting members who may participate in committees or other activities as established by the Board of Directors in Article VI.

ARTICLE III

Officers

Section 1. The Officers of the Corporation shall be:

- (a) President
- (b) Vice-President (may have two vice presidents)
- (c) Secretary
- (d) Treasurer
- (e) Immediate past president

Section 2. The Officers shall be elected by the Board of Directors from its own membership at the Annual Meeting of the Board of Directors and shall hold office for three years, or until their successors are elected. The President shall hold office for a single term of three years and is ineligible to succeed himself/herself in this office. Vacancies may be filled by the Board of Directors at any regular or special meeting of the Board.

Section 3. The President shall:

- (a) Preside at all meetings of the Board of Directors.
- (b) Preside at meetings of the Executive Committee.

- (c) Appoint Directors and others to committees or task forces authorized by the Board of Directors.

- Section 4. The Vice-President shall render such assistance to the President as may be required. If the office of the President is vacated for any reason, the Vice-President shall be designated by the Board to assume the title of President and all the duties and privileges of that office until the office of the President is filled at a regular or special meeting of the Board of Directors.
- Section 5. The Secretary and his/her appointed assistants shall keep a record of the proceedings of the Corporation, the Board of Directors, and the Executive Committee; shall notify new Directors of their election; shall issue all notices of meetings of the Board of Directors and Executive Committee, and conduct all correspondence of the Corporation, Board of Directors and Executive Committee as directed. All minutes or copies thereof shall be made available to the President and the Directors, at a reasonable time prior to the next meeting.
- Section 6. The Treasurer and his/her appointed assistants shall regularly require and review such financial reports as he/she deems necessary to assure the financial integrity of the Corporation and shall make a report of the Corporation's financial condition at each Board meeting, the Annual Meeting and at such other times as shall be required by the President, the Executive Committee or the Board of Directors. He/she shall also chair the Budget Committee and shall annually review the proposed budget and present a budget to the Board of Directors for approval.
- Section 7. All checks, drafts and orders for payment of money shall be signed by those Officers and/or agents as the Board of Directors shall from time to time designate for that purpose.
- Section 8. Each Officer also shall perform such other duties as may be assigned by the Board of Directors.

ARTICLE IV

Board of Directors

- Section 1. The Board of Directors shall consist of the following:
- (a) Each Michigan affiliate in good standing with UCPA shall have one Director on the Board of Directors of UCP Michigan. Candidates for such Directorship may be recommended to the Nominating Committee by the respective affiliate(s) and presented to the Board of Directors for election.
 - (b) Not less than seven and no more than fifteen Directors-At-Large, not including Officers of the Corporation nor Affiliate Directors, shall serve on the Board. The Nominating Committee, giving full consideration to geographic distribution, ethnicity/race, primary and secondary consumer and other relevant interests shall recommend to the Board of Directors candidates for position of Directors-At-Large whose leadership, ability, and experience may be helpful to the Corporation. Directors-At-Large shall be elected by a majority vote of the Board of Directors.
 - (c) Current Michigan members of the National UCPA Board of Trustees shall be Ex-Officio members of the UCP Michigan Board of Directors.
- Section 2. The full term of each Director shall be three years. The Board of Directors may, by appointment, name a successor to fill the unexpired term of any Director whose office has been vacated for any reason.
- Section 3. The Board of Directors shall have the complete management and control of the Corporation, the funds and property thereof. Two-fifths of the Directors of the Board, including those Directors serving as Officers, shall constitute a quorum, which will be necessary for any transaction of business. Except as otherwise expressly provided in these Bylaws or provided by law, the acts of a majority of the Directors present at a meeting where a quorum is in attendance shall be the acts of the Board of Directors. The Board of Directors shall make such rules and regulations for the management and operation of the Corporation, not inconsistent with the Bylaws, as it deems expedient and in accordance with the principles and purposes of the Corporation.
- Section 4. The Officers of the Corporation and Executive Director (Ex-Officio) shall function as the Executive Committee along with two committee chairpersons. The committee chairpersons will be appointed by the board president at the annual meeting as a primary and alternate member of the executive committee. The

alternate member will attend the executive committee if the primary member is unable to attend.

In all cases in which specific directions shall not have been given by the Board of Directors, the Executive Committee shall possess and may exercise during the intervals between the meetings of the Board of Directors all the powers of the Board of Directors in such ways as the Executive Committee shall deem to be in the best interests of the Corporation. All proceedings of the Executive Committee shall be reported to the Board of Directors at its next succeeding meeting and shall be deemed ratified unless revised or altered by the Board. Meetings of the Executive Committee may be called by the President. Executive Committee meetings also may be called by the Vice-President or Secretary upon receipt of the written request of three Executive Committee members.

Section 5. The Executive Committee or Board of Directors may delegate such powers and duties vested in them to a committee or task force of the Corporation as may be deemed necessary. Such delegation of powers and duties to a committee may be revoked at any time by the Executive Committee or Board of Directors.

Section 6. The Board of Directors may appoint an honorary chairperson for a renewable one year term. The Board will determine the duties and role of the chairperson. The chairperson may serve on the Board of Directors if voted on through the regular nominating process.

Section 7. The President or Board of Directors may authorize such committees or task forces as may be deemed necessary from time to time to serve the purposes of the Corporation. A quorum for any authorized committee shall be one-half of the committee membership.

The Nominating Committee shall be a Standing Committee.

Section 8. The Board of Directors shall meet annually, immediately following the Annual Meeting, and at such other times by order of the President. A Board meeting also may be called by the Vice-President or by the Secretary upon receipt of the written request of three members of the Board.

Section 9. The Annual Meeting of the Corporation shall be held between April 1 and June 30 of each year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The date, time and place are to be determined by the Executive Committee.

Section 10. Notices of the time, place and purpose of the Annual Meeting shall be either personally delivered or mailed, electronically or by U.S. mail, not less than ten (10) nor more than forty (40) days before the meeting, upon each member of the Board of Directors. If mailed, such notice shall be directed to each member of the Corporation at his/her e-mail or postal address as it appears on the books of the

Corporation unless he/she shall have filed with the Secretary of the Corporation a written request that notices be mailed to some other address in which case it shall be mailed to the address designated in such request.

- Section 11. Notice of all Directors' meetings, other than the Annual Meeting, shall be given by mailing the same at least ten (10) days before the meeting, electronically or by U.S. mail. Any and all business may be transacted at any properly constituted Directors' meeting, including those conducted telephonically.
- Section 12. All the Corporate powers, except such as are otherwise provided for in these Bylaws and by statute, are vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to the Executive Committee or to Officers of the Corporation such powers as they may see fit.
- Section 13. In respect to all questions of construction arising under these Bylaws, the decision of the Board of Directors shall prevail.
- Section 14. Any person made a party to any legal action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the Corporation, shall be indemnified by the Corporation against judgments, fines, amounts paid in settlement and reasonable expenses (including fees of an attorney retained with the consent of the Corporation) to the extent permitted by law. A Director or Officer shall not be entitled to indemnification for those items for which he/she may be personally liable to the Corporation as described below in this section.

A volunteer Director of the Corporation or chairperson shall not be personally liable to the Corporation (or its members or Directors) for monetary damages for a breach of fiduciary duty as a Director, except for liability:

- (1) for any breach of the Director's duty or loyalty to the Corporation;
- (2) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (3) for a violation of Section 551 (1) of the Michigan Business Corporation Act;
- (4) for any transaction from which the Director derived an improper personal benefit;
- (5) for any act or omission that is grossly negligent, and
- (6) for any acts or omission occurring before the date this Article is filed by the Michigan Department of Commerce.

If, after the adoption of this Article by the Directors of the Corporation, the

Michigan Non-Profit Corporation Act is amended to further eliminate or limit the liability of a Director, then a Director of the Corporation (in addition to the circumstances in which a Director is not personally liable as set forth in the preceding paragraph) shall not be liable to the Corporation or its members to the fullest extent permitted by the Michigan Non-Profit Corporation Act, as so amended.

Any repeal or modification of this Article by the Directors of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

The Corporation assumes all liability to any person other than the corporation, or its Directors for all acts or omissions of a volunteer Director after January 1, 1998.

Section 15. A Director of the Board of Directors shall not be absent from more than two Board meetings in a twelve (12) month period. A Director absent from more than two meetings may be removed by action of the Board.

Section 16. No Director or chairperson, or immediate family of a Director or chairperson, may receive any material benefit or personal financial remuneration, either directly from United Cerebral Palsy Association of Michigan, Inc., or from the proceeds of contracts executed by United Cerebral Palsy Association of Michigan, Inc., unless such relationship, and benefits to be derived there from, have been approved to be in the best interest of the Corporation by the Board of Directors, after full disclosure, and if such relationship complies with all federal and state regulations.

Section 17. Any Director or chairperson may be removed from the Board for "cause" by a simple majority vote of the Board (excluding the Member in question).

"For cause" may include, but shall not be limited to, improper use of Board position to influence, or place in jeopardy, the agency's independent and objective advocacy policy.

"For cause" may also include, but is not limited to, a Director's use of Board position to further personal gain, or the finding that a Director is working in discord with the philosophies and Mission of United Cerebral Palsy Association of Michigan, Inc.

ARTICLE V

Executive Director

Section 1. The Board of Directors shall employ an Executive Director and create other positions, as may be required to properly administer the affairs of the Corporation.

The Executive Director shall be responsible for the day to day operation of the corporation. The Executive Director shall hire people to fill positions created by the Board of Directors and those employed shall be accountable to and supervised by the Executive Director. The Executive Director is authorized to enter into contracts on behalf of the Corporation, unless such authority is limited by the Board of Directors.

Section 2. The Executive Director shall be a member, Ex-Officio, of the Board of Directors, the Executive Committee, and all other authorized committees or task forces.

Section 3. No person employed by the Corporation shall have the power to vote at any meeting of the Corporation.

ARTICLE VI

Membership

Section 1. Membership Eligibility:

Membership in United Cerebral Palsy of Michigan shall be open to any individual.

Section 2. Membership Fees:

The cost of membership will be as the Board of Directors shall determine from time to time.

Section 3. Membership benefits:

Benefits of membership in UCP Michigan shall be as determined from time to time by the Board of Directors.

ARTICLE VII

General

Section 1. Any Director desiring to resign from the Board of Directors, Executive Committee, or other Committee of the Corporation may do so by providing such resignation in writing addressed to the Secretary.

Section 2. The affairs of this Corporation with respect to all financial reports shall be operated on a July - June fiscal year basis.

Section 3. Whenever the Corporation, the Board of Directors, the Executive Committee, or any

committee or task force thereof is authorized to take any action requiring notice or requiring the lapse of the prescribed period of time, such action may be taken without notice and without the lapse of time, if at any time before or after such action be completed such requirements be waived in writing by the Board of Directors or Executive Committee entitled to said notice or entitled to participate in the action to be taken.

Section 4. These Bylaws may be amended at any regular or special meeting of the Board of Directors of the Corporation provided a copy of such amendment be within the notice of the meeting.

ARTICLE VIII

Dissolution

Section 1. Upon dissolution or other termination of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations under section 501 (c)(3) of the Internal Revenue Law, as the Board of Directors shall determine.

Articles III revised and adopted as above on April 16, 2014.
Articles I, III and IV revised ad adopted as above on March 13, 2013.
Article IV sections 2 and 14 revised and adopted as above on Sept 15, 2010
Article VI adopted by the Board on December 7, 2007