

Michigan Military and Veterans Hall of Honor

Bylaws

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Thursday, May 24, 2018

Article 1

Office

Section 1. Principal Office.

The principal office of the Veterans Hall of Honor is located at 7661 Jerome Road, Jerome, Michigan 49249 or other such location by board approval.

Article 2

Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes.

The purposes of the Corporation are set forth in the Articles of Incorporation.

Section 2. Vision and Mission of the Michigan Hall of Honor.

1. Vision. To create a Hall of Honor for Michigan citizens who have distinguished themselves through military service and/or public service as a veteran of the Armed Forces of the United States.

2. Mission.

a. To recognize Michigan's most distinguished service members and veterans through a Hall of Honor induction while creating a means and location to educate future generations of Michigan's military legacy;

b. To educate Michigan citizens, and particularly young people, about the military and civic service of state veterans in order to inspire a sense of pride, patriotism, and civic virtue;

c. To promote through scholarships, grants, and other means, the research and teaching of Michigan's military heritage and the importance of military service to citizenship throughout the state.

Article 3

Directors

Section 1. Number of Directors.

The corporation shall consist of a minimum of 11 and a maximum of 15 unpaid directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications for Directors.

Directors shall be of the age of majority in this state, with the following taken into consideration:

1. Extensive professional experience with significant leadership accomplishments in the military, business, government, philanthropy, or the nonprofit sector.
2. A commitment to and understanding of the Michigan Military and Veterans Hall of Honor Ceremony based on experience or familiarity with military ceremonies.
3. Diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
4. Personal qualities of integrity, credibility, with an interest to recognize those who have or are serving in the United States Armed Forces for their accomplishments during or after military service.

Section 3. Powers.

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties.

1. It shall be the duty of the Directors to:
 - a. Have full power and authority over the affairs of the corporation.
 - b. Perform all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws.
 - c. Appoint and remove, employ and discharge, and except as otherwise provided in these bylaws. Prescribe the duties and fix the compensation, if any, of all officers, agents, and employees.
 - d. Supervise all officers, agents, volunteers, and employees of the corporation to assure that their duties are performed properly.
 - e. Meet at such times and places as required by these bylaws.
 - f. Register their addresses with the secretary, and notices of meetings mailed or e-mailed to them as such addresses shall be valid notices thereof.

Section 5. Term of Office of Directors.

Directors will serve three-year terms, but those terms will be staggered with the appointment of the first board of directors.

Section 6. Compensation.

Directors shall serve without compensation. Reimbursements of expenses shall be approved by the Board of Directors in advance.

Section 7. Place of Meetings.

Meetings shall be held primarily at Baker College, 2800 Springport Road, Jackson, Michigan 49202, and at such other place as may be designated from time to time by the President of the Board of Directors.

Section 8. Regular Board Meetings.

Regular meetings shall be held monthly on the third Thursday of the month at 5:00 p.m., unless such day falls on a legal holiday, in which the regular meeting shall be held at the same hour and place on the next business day.

Section 9. Special Board Meetings.

Special meetings of the Board of Directors may be called by the president or by three members of the Board of Directors. A written request for a special meeting will be submitted to the secretary, who will provide notice as required under Section 10 (b). The Secretary will designate the place, date and time for the special meeting.

Section 10. Notice of Board Meetings.

- a. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors since date is already set in these bylaws.
- b. Special Meetings. At least a 10-day prior notice shall be given by the secretary to each Director of each special meeting of the board. Such notice shall be written and may be given personally, by first class mail, by facsimile machine, or by email and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return email message or telephone call within twenty-four hours of the first transmission. Only business for which the meeting was called can be transacted.
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director under provisions of the Articles of Incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to giving of such notice.

Section 11. Quorum for Board Meetings.

1. Legal Quorum.

- a. A quorum shall consist of 60% of the members of the Board of Directors be present physically or by electronic means.
- b. All board members attending by electronic means shall be entitled to vote as if they were personally and physically present at the meeting.
- c. No business shall be acted upon by the board at any meeting at which the required quorum is not present.

Section 12. Majority Action as Board Action.

Every act or decision done or made by a majority of the Directors is the act of the Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Board Meetings.

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article 4

Officers

Section 1. Number of Officers

There may be five officer positions of President, Vice President, Secretary, Treasurer, and Chaplain. Directors are appointed to serve as unpaid officers of the corporation. The officers, in turn, oversee the salaried staff if any.

1. President.

- a. The president shall be the principal executive officer, with responsibilities of presiding over all meetings and shall appoint all committees with the approval of the board of directors.
- b. Helps guide and mediate board actions with respect to organizational priorities and governance concerns.
- c. Informally evaluates the effectiveness of the board members and evaluates annually the performance of the organization in achieving its mission.

2. Vice President.

- a. The vice-president assists the President and shall assume duties thereof during the President's absence or inability to serve.
- b. Plan and arrange programs and workshops for the Michigan Military and Veterans Hall of Honor, subject to the approval of the board of directors.
- c. Monitors financial planning and financial reports.

3. Secretary.

- a. The Secretary shall keep accurate records of the Corporation's regular and special meetings and shall present the minutes during the next regular meeting for approval. The secretary shall give proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes.
- b. The Secretary shall maintain the bylaws for the Corporation and update when changes are approved by the Board of Directors.
- c. The Secretary also drafts letters and donation reports to be used by donors for tax deductible contributions to the Michigan Military and Veterans Hall of Honor.

4. Treasurer.

- a. Shall keep track of all money that comes in, where it comes from for the corporation to maintain the status of a nonprofit business. The treasurer is responsible for recording receipt of the funds received through donations, grants, and fundraisers, and depositing them into the organization's bank account.
- b. Help the board of directors determine the operating budget for the corporation. The treasurer oversees the receipt and payment of bills and reimbursements to assist in estimating the projected income, allowing the board of directors to better allocate funds to different projects and community outreach programs that the foundation supports as well as plan for operating expenses.
- c. Prepare or arrange for the preparation of the IRS Form 990/990-EZ 501(c) nonprofit tax return each year or whatever IRS and State of Michigan form that is required.

5. Chaplain.

- a. Shall provide prayers to begin all regular and special meetings.
- b. Coordinate the ceremony invocation and benediction prayers.
- c. Prepare prayers for special events during a ceremony. Examples are prayers for a memorial during the ceremony.

Section 2. Office Personnel. The Board of Directors may authorize a paid position of Chief Administrative Officer to conduct the day-to-day operations of the Corporation.

Article 5
Committees

Section 1. Executive Committee.

The Executive Committee of Directors will consist of the President, Vice President, Secretary, Treasurer, and the non-voting Chief Administrative Officer. The Executive Committee may not approve major decisions, such as amendments to articles, or bylaws or major structural changes. This committee may make routine management decisions for the corporation in between formal board meetings. In all cases, the executive committee should keep minutes of its meetings and document all formal action. Regular and timely reports of Executive Committee actions should be presented to the full board.

Section 2. Standing Committees.

These are required permanent committees that perform various ongoing functions for the corporation. Chairs for the standing committees shall be responsible to the Board of Directors. All standing committees shall present written reports at the annual meeting. The chair of each standing committee is responsible to the Board of Directors. The Board may create other committees as needed.

1. Audit Committee.

- a. The President shall appoint three board members, with one designated as chair.
 - b. Annually perform an audit of the secretary's log and present a written report of its findings to the board of directors within sixty days after the close of the fiscal year.
 - c. The committee shall audit the treasurer's records annually and upon change of treasurer and present its written report within sixty days of the close of the fiscal year and change of treasurer.
2. Finance Committee.
- a. The President shall appoint three board members, with one designated the chair.
 - b. Members shall prepare an annual budget each calendar year and submit it to the board of directors for approval at least sixty days in advance of the fiscal year.
 - c. Oversee the bonding of the treasurer if the corporation has donations that exceeds \$25,000.
3. Fundraising Committee.
- a. The President shall appoint three board members, with one designated the chair.
 - b. Suggest means of raising funds.
 - c. The State of Michigan does not require charity registration prior to soliciting donations from the public.
 - d. Soliciting out of state shall not be conducted.
4. Nomination Committee.
- a. The President shall appoint three board members, with one designated the chair.
 - b. The committee shall prepare a slate of candidates to fill an expiring position on the Board of Directors.
 - c. The list of candidates accompanied by the written consent of the nominee shall be forwarded to the board for approval at least sixty days in advance of the election.
 - d. The committee should seek out and maintain a file of those individuals who are qualified and willing to serve on the Board of Directors.
 - e. The names of two candidates, which may include an expiring member, shall be placed in nomination for election for each expiring term.
 - f. Each Director casts one vote for each expiring term, with candidates receiving the highest number of votes are elected to the board.
 - g. Directors that will miss a meeting in person or electronically when an election will be held, may cast an absentee ballot in advance.

Article 6

Financial Management

Section 1. Fiscal Year.

The fiscal year shall begin on January 1 and end on December 31.

Section 2. Budget.

- a. The Board of Directors shall approve a budget that has been prepared by the Financial Committee prior to the beginning of a fiscal year.
- b. The Treasurer shall provide a financial report for each board meeting.
- c. Results of the annual audit will be attached to the minutes of the meeting that they are presented at.

Section 3. Financial Institution.

The Board of Directors shall designate the financial institution in which funds of the corporation are to be deposited.

Section 4. Checking account and Deposits.

- a. The account shall be in the name of Michigan Military and Veterans Hall of Honor.
- b. The Treasurer, President, and Chief Administrative Officer shall be authorized as signatories on the account.
- c. All deposits shall be made within thirty days of receipt.
- d. The Board of Directors may approve the creation of special accounts and may authorize others to be signatories on those accounts.

Section 5. Dissolution of the corporation.

In the event of dissolution, the corporation will follow the requirements set forth in the Articles of Incorporation.

Article 7

Hall of Honor Induction

Section 1. Induction Process. The Board will develop policies and procedures for determining the process for inducting candidates selected by the Board.

Section 2. Induction Date. The Board will set the date for the induction ceremony within the policies and procedures.

Section 3. Eligibility Criteria. The Board will establish eligibility criteria within its policies and procedures.

Section 4. Selection Process. The Board will determine the final selection from the annual list of nominations and recommendations.

Article 8

Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy.

The purpose of this Conflict of Interest Policy is to protect the tax-exempt status of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an

Officer or Director of this organization or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- a. Interested Person. Any Director or member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a Conflict of Interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures.

- a. Duty to Disclose. In connection with any actual or possible Conflict of Interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors who are considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the directors meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining directors shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible Conflict of Interest.

The president shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or

arrangement. After exercising due diligence, the Directors shall determine whether the Corporation may obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the Directors have reasonable cause to believe a member has failed to disclose actual or possible Conflicts of Interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose.

If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Directors determine the individual has failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings.

The minutes of the Board of Directors board meetings and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible Conflict of Interest, the nature of the financial interest, any action taken to determine whether a Conflict of Interest was present, and the directors or committee's decision as to whether a Conflict of Interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements.

Each Director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms they have:

- a. Received a copy of the Conflict of Interest Policy;
- b. Read and understands the policy;
- c. Agreed to comply with the policy; and
- d. Understands the Corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section. 6. Periodic Reviews.

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-

exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in impermissible private benefit or in an excess benefit transaction.

Section 7. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 6, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Article 9

Remote Communication and Voting by Electronic Transmissions

Section 1. Definitions. Electronic transmissions or electronically transmitted is any form of communication that meets the following:

1. It does not involve the physical transmission of paper.
2. It creates a record that may be retained and retrieved by recipient.
3. It may be directly reproduced in paper form by the recipient through an automated process. This communication can be done by computer or by conference telephone.

Section 2. Participation. A Director not physically present at a meeting of the directors may participate by means of remote communication and is considered present in person and can vote.

Section 3. Verification. The Directors that are physically present will verify in the minutes of the meeting that the person who is participating by remote communication is a Director in good standing.

Section 4. Reasonable Opportunity to Vote. The Director or Directors that are participating by remote communication will be given a reasonable opportunity to participate in the meeting by being asked by the President if the Director(s) participating by remote communication has any questions or statements to make concerning each motion or point of business. The Director(s) participating by remote communication will be given an opportunity to vote on matters submitted to the Directors at the meeting. The President will check to make sure the Director(s) that are participating by remote communication is/are able to hear the complete discussion that is taking place at the meeting.

Section 5. Recording of the remote Vote. The Secretary will record the vote of the Director(s) voting by remote communication and indicate in the minutes that a vote by that Director(s) was/were taken by remote communication.

Section 6. Notice. Notice of a meeting may be by electronic transmission and is considered written notice if that electronic transmission was authorized by the person that is receiving the electronic transmission.

Section 7. Consent. A Director can give consent to actions of the board by electronic transmission if the electric transmitted consent is reproduced in paper form and filed with the Corporation records for that action or actions.

Article 10

Vacancies and Removal or Resignation of Directors

Section 1. When a vacancy occurs on the Board of Directors, the same shall be filled by the Board of Directors. The president may make temporary appointments to fill vacancies, which appointment shall remain in effect until there is a meeting of the Board of Directors to permanently fill the vacancy. The board is not required to fill the vacancy with the individual who was the temporary appointee.

Section 2. When a vacancy occurs in any office, the same may be filled by the Board of Directors at the next meeting. The person filling the vacancy shall complete the term of office that is being replaced.

Section 3. A Director may be removed, and a vacancy declared by an affirmative vote of the majority of the directors for malfeasance or intentional misrepresentation of their military service which includes but is not limited to their rank, discharge status, awards or decorations.

Section 4. If the intentional misrepresentation is disputed, both the charging Director and Director that made the alleged intentional misrepresentation will be given the opportunity to present their individual facts concerning the alleged intentional misrepresentation prior to the vote by the directors.

Section 5. A vacancy will occur upon death or resignation of a Director.

Section 6. In the event a Director resigns, the resignation must be submitted in writing to the Secretary and President setting forth the date that the resignation shall be effective.

Article 11

Amendments to the Bylaws

Section 1. Amendment. Subject to the provisions of law, these bylaws, or any part of them, may be altered, amended, or repealed, and new bylaws adopted by approval of the Board of Directors at a regular or special meeting of the Corporation.

Article 12

Construction and Terms

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 13

Annual Meeting of the Corporation

The regular Board of Directors meeting held in January of each year will be considered the Annual Meeting of the Corporation.

ADOPTION OF BYLAWS.

We, the undersigned, are all the initial Directors of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 12 pages, as the bylaws of this corporation.

Director	Signature	Date
John F. Drake		
James G. Fausone		
Eric B. Fretz		
Valde Garcia		
Decker B. Hains		
Peter L. Jennings		
Lynn Patterson		
Frank T. Rupnik III		
Charles R. Scott		
Robert W. Smith III		