

# **C.H.A.S.E. MICHIGAN, INC. BYLAWS**

## **BYLAW I – FISCAL AND ADMINISTRATIVE YEAR**

Section 1. The fiscal and administrative year of C.H.A.S.E. Michigan., Inc. shall be from July 1 through June 30.

## **BYLAW 2 – QUORUM**

Section 1. A quorum for any meeting of the Board of Directors shall be when three (3) members are present when all members have been made aware of meeting.

## **BYLAW 3 – PARLIMENTARY PROCEDURE**

Section 1. All meetings and business of C.H.A.S.E. Michigan, Inc. shall be conducted in accordance with Roberts' Rules of Order, current edition.

## **BYLAW 4 – MEETINGS**

Section 1. REGULAR MEETINGS. C.H.A.S.E. Michigan, Inc. shall regularly convene on a day selected by the Board of Directors . At the discretion of the Board of Directors, the summer meetings may be omitted. Notices of each meeting shall be sent prior to each meeting.

Section 2. SPECIAL MEETINGS. Special meetings shall be called by the President upon his own volition or upon request of two or more members of the Board of Directors. The purpose of such meetings shall be set forth in the notice to the Board of Directors and notices shall be sent at least 24 hours prior to the date of the meeting. No business other than that for which the meeting was called shall be transacted.

Section 3. ANNUAL MEETINGS. The meeting held in the month of August of each year shall be designated as the Annual Meeting with election of officers.

Section 4. ORDER OF BUSINESS. The order of business for the regular meetings of C.H.A.S.E. Michigan, Inc. shall be:

- a) Prayer
- b) Reading of minutes of previous meeting
- c) Treasurer's report
- d) Reading of communications
- e) Reports of officers
- f) Reports of committees
- g) Unfinished business
- h) New business
- i) Adjournment

The order of business for the Annual Meeting shall be:

- a) Prayer
- b) Roll call of officers
- c) Reading of minutes of previous meeting
- d) Treasurer's report
- e) Reading of communications
- f) Reports of officers
- g) Reports of committees
- h) Unfinished business
- i) Announcement of results of election
- j) Installation of officers
- k) New business
- l) Adjournment

**BYLAW 5 – SUCCESSION OF OFFICERS**

Section 1. If the President is unable to perform his duties, the Vice President shall perform the duties until such time as the President is able to resume his duties or until the end of the term for which a new President is elected.

**BYLAW 6 – OFFICERS AND THEIR DUTIES**

Section 1. **PRESIDENT.** It shall be the duty of the President to preside at all meetings of C.H.A.S.E. Michigan, Inc. and at meetings of the Board of Directors. He shall be, ex-officio, a member of all committees except the Nominating Committee. He shall appoint committee members to all standing and special committees necessary to carry on the functions of C.H.A.S.E. Michigan, Inc.

Section 2. **VICE PRESIDENT.** The Vice President shall be an aide to the President and shall, in the absence of the President, perform the duties of that office. In the case of permanent disability or resignation of the President, the Vice President shall assume the duties of the President for the remainder of the unexpired term in accordance with Section 1 of Bylaw 5.

Section 3. **SECRETARY.** The Secretary shall keep an accurate record of all proceedings of C.H.A.S.E. Michigan, Inc. and shall have custody of all official papers and records, except those of the Treasurer. The Secretary shall submit a written report at the Annual Meeting covering the activities of his/her office, C.H.A.S.E. Michigan, Inc. activities. At the expiration of his/her term of office, he/she shall turn over to his/her successor all books, documents, and other C.H.A.S.E. Michigan, Inc. property in his/her custody, and shall receive a receipt for same.

Section 4. **TREASURER.** The Treasurer shall keep an accurate record and shall have custody of all funds of C.H.A.S.E. Michigan, Inc. He/she shall pay all bills as directed by the Board of Directors and shall submit a monthly report to the Board of Directors of all monies received and disbursed since the previous report. The Treasurer shall present a report at each C.H.A.S.E. meeting. At the Annual Meeting, he/she shall submit a written report covering the activities of his/her office, including the complete financial statement of all receipts and disbursement. At the expiration of his/her term of office, he/she shall turn over to his/her successor all books, monies, and other C.H.A.S.E. Michigan, Inc. property in his/her custody, and shall receive a receipt for same.

**BYLAW 7 – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall have general supervision and control of all matters pertaining to C.H.A.S.E. Michigan, Inc. All board members will serve as Directors.

**BYLAW 8 – CONTROL OF FUNDS**

Section 1. All funds of C.H.A.S.E. Michigan, Inc. shall be deposited in the C.H.A.S.E. Michigan, Inc. name by the Treasurer or President in a bank or other financial institution approved by the Board of Directors.

Section 2. The President or Secretary and Treasurer shall approve the disbursement of funds in accordance with the actions of the Board of Directors.

Section 3. Travel allowance is limited to the express approval of the Board of Directors.

**BYLAW 9 – COMMITTEES AND THEIR DUTIES**

Section 1. **AUDIT COMMITTEE.** This committee shall examine and audit the books of accounts of C.H.A.S.E. Michigan, Inc. It shall annually review the expenditures being made by C.H.A.S.E. Michigan, Inc. and shall stand ready to offer its advice and council when required. A complete audit of the books may be made at any time.

Section 2. **BUDGET COMMITTEE.** This committee shall prepare and present to the Board of Directors for approval a budget for the control of expenditures of C.H.A.S.E. Michigan, Inc. for the coming year at the earliest practicable date of each fiscal year. It shall annually review the expenditures being made by C.H.A.S.E. Michigan, Inc. and shall stand ready to offer advice and council when required.

### **BYLAW 10 – AMENDMENTS AND SUSPENSION OF BYLAWS**

Section 1. These bylaws may only be amended in the course of two (2) meetings. The first meeting would be proposed of suspended amendment changes, with a vote at the second meeting on the amend/suspension changes.

### **BYLAW 11 – RESIGNATION, SUSPENSION AND EXPULSIONS**

Section 1. All resignations of Board members shall be made to the Secretary in writing. The resignation of any member shall be accepted by the Board of Directors. A member who has resigned or whose membership has ceased in accordance with the provisions of the Bylaw, or who shall have been expelled, shall be obligated for no further responsibilities beyond the current year.

Section 2. Any board member who fails to follow the C.H.A.S.E. Board of Directors Code of Conduct, disciplinary action could take place up to and including suspension or expulsion at the Board of Directors discretion.

### **BYLAW 12 – DISSOLUTION OF PROPERTIES AND HOLDINGS**

Section 1. In the event of necessary dissolution of C.H.A.S.E. Michigan, Inc., upon the resolution of all debts, all current property and holdings shall be disbursed to an organization exempt under Internal Revenue code section 501 (c)(3) or to a government agency for public purpose..

### **BYLAW 13 – CONFLICT OF INTEREST POLICY**

Section 1. Purpose. The purpose of the conflict of interest policy is to protect C.H.A.S.E. Michigan, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of C.H.A.S.E. Michigan, Inc. or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2, a

Definitions – Interested Person. Any officer or member of a committee with Board of Director powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity of which C.H.A.S.E. Michigan, Inc. is a part, he or she is an interested person with respect to all entities.

Section 2, b.

Definitions – Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment of family: a) an ownership or investment interest in any entity with which C.H.A.S.E. Michigan, Inc. has a transaction or arrangement, b) a compensation arrangement with C.H.A.S.E. Michigan, Inc. or with any entity or individual with, any entity or individual with which the transaction or arrangement, or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which C.H.A.S.E. Michigan, Inc. 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 Bylaw 13, section 3, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 3. 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 Board of Directors 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 Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Director members 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 of the Board of Directors, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board of Directors shall determine whether C.H.A.S.E. Michigan, Inc. can 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 Board of Directors shall determine by a majority vote whether the transaction or arrangement is in C.H.A.S.E. Michigan, Inc.'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 Board of Directors has reasonable cause to believe a member of the Board of Directors has failed to disclose actual or possible conflicts of interest, it shall inform the Board of Director member of the basis for such belief and afford the Board of Director member an opportunity to explain the alleged failure to disclose. If, after hearing the Board of Director member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board of Directors with delegated power 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 Board of Directors 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, this 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. Compensation. a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from C.H.A.S.E. Michigan, Inc. for services is precluded from voting on matters pertaining to that member's compensation. b) A voting member of any committee who jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from C.H.A.S.E. Michigan, Inc. for services is precluded from voting on matters pertaining to that member's compensation. c) No voting member of the Board of Directors or any committee who jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from C.H.A.S.E. Michigan, Inc., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Board of Director member and member of committee with Board of Director powers shall annually sign a statement which affirms such person: a) has received a copy of the conflicts of interest policy, b) has read and understands the policy, c) has agreed to comply with the policy and d) understands C.H.A.S.E. Michigan, Inc. is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **BYLAW 14 – TEAM POLICIES AND PLAYER REQUIREMENTS**

Section 1. Team policies and player requirements are listed in the Athletic Handbook and will be updated by June of each year.

This BYLAW was approved by C.H.A.S.E. Michigan, Inc. Board of Directors on: \_\_\_\_\_.