

Bylaws

Cass Kickstart to Careers

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Cass Kickstart to Careers

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

To promote, solicit, and provide funding for child savings accounts for students of Cassopolis Public Schools.

To work in conjunction with Cassopolis Public Schools to provide an environment which sends a message to all students that they have the potential and the support needed for academic success and economic mobility.

Section 2. Specific Purpose

Cass Kickstart to Careers provides Child Savings Accounts (CSAs) to all kindergartners in Cassopolis Public Schools through its partnership with Michigan Gateway Community Foundation, Cassopolis Public Schools and Greater Niles Community Federal Credit Union (Circle Federal Credit Union).

The specific objectives and purpose of this organization shall be:

- a. to provide a CSA to every kindergartner in Cassopolis Public Schools beginning with the class of 2032.
- b. to provide financial literacy education that encourages savings and growth of funds
- c. to encourage career planning

ARTICLE III. MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President and the Secretary-Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Corporation and shall hold office for a three-year term as submitted by the nominations committee.

Members of the Board of Directors shall serve up to 2 additional three year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Initial terms will be as follows:

Three Years:

Ruth Andrews
Torie Conner
Becky Moore

Two Years:

Felomina Patton
Carmen Peake
Jim Ward

One Year:

Donna Warren
Margie Yarger

By majority vote of the Board of Directors, a member may be allowed to continue with consecutive terms.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of October of each calendar year and at a location designated by the Committee of the Board of Directors. Notice of these meetings shall be sent (via email) to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Quorum

At all meetings of the Board of Directors, the acts of the majority of the Directors present at a meeting shall be the acts of the Board of Directors. A quorum or specified majority is not required.

Section 5. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 6. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 7. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by a majority vote of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in these by-laws automatically forfeit their positions on the Board.

ARTICLE V. OFFICERS

The officers of this Board shall be the President and Secretary-Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. Have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

- b. Shall submit a report of the operations of the program for the fiscal year to the Members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- c. Shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Secretary-Treasurer

The Secretary-Treasurer shall preside at all meetings of the Board of Directors in the absence of the President. The Secretary's duties shall consist of:

- a. Shall record all votes and minutes of all proceedings in a book to be kept for that purpose. In concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- b. Shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. Shall present a complete and accurate report of the finances raised by this Board at each meeting of the members, or at any other time upon request to the Board.
- d. Shall perform such other duties as may be prescribed by the Board or the President under whose supervision they shall be.

Section 3. Election of Officers

Nominations shall be received from the floor. The election shall be held at the annual meeting of the Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

ARTICLE VI. COMMITTEES

The board may create committees as needed. The President appoints all committee chairs.

ARTICLE VII. – Conflict of Interest and Compensation

Section 1. 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 and members of committees with governing board delegated powers 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 governing board or committee meeting while the determination

of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 2. Compensation

- a. No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to Directors for services performed by them for the Fund in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken. This provision will not apply to the Executive Advisor of the organization because this individual is a paid employee of the Foundation.

ARTICLE VIII. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Michigan, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE X. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby

shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Ruth Andrews

Tori Connor

Becky Moore

Felomina Patton

Carmen Peake

Jim Ward

Donna Warren

Margie Yarger