

BYLAWS OF THE SAGINAW COMMUNITY ENRICHMENT COMMISSION

ARTICLE I

- 1.1 **Name** The name of the organization is the Saginaw Community Enrichment Commission, which was created by ordinance of the City of Saginaw, enacted December 8, 1986.
- 1.2 **Office** The principal office of this organization shall be located in Saginaw, Michigan.
- 1.3 **Purpose** The purposes for which this organization is formed are:
- A. To promote, develop and expand the cultural arts in Saginaw and its environs.
 - B. To act in an advisory capacity for the direction of the investment in community enrichment activities by administering a grants making program and by raising funds for that program.
 - C. To raise the level of awareness of the community for the importance of the cultural enrichment in the economic growth of Saginaw.

ARTICLE II - Board of Directors

- 2.1 **Number** The Board of Directors shall consist of not more that seventeen (17) members.
- 2.2 **Management Power Resides in Board of Directors** The property, business and affairs of the Commission shall be managed by the Board of Directors. The Board of Directors shall elect a Chairman, Vice-Chairman, Secretary and Treasurer of the Board from among its members as is provided below. The Board may employ or retain the services of such persons, including attorneys and accountants, as it determines to be necessary or desirable for the proper administration of commission business. Members of the Board of Directors shall serve on a voluntary basis without compensation. Reimbursement of individual directors for authorized expenses may be granted by the Board of Directors.
- 2.3 **Election of Board Members** Board members shall be elected to a three (3) year term. At the end of the term their membership shall be reviewed.
- 2.4 **Vacancies** Vacancies on the Board shall be filled by individuals recommended by the Board of Directors to the City Council.

2.5 Termination of Membership

- A. Board membership shall be terminated by death or by resignation, or by the Board of Directors at a meeting thereof finding that a member has ceased to actively participate in the affairs of this organization.
- B. Members are expected to attend all Commission meetings and participate actively in the activities of the Commission.
- C. Absences from three consecutive Commission meetings shall be deemed a resignation unless due to extenuating circumstances as determined by the Executive Committee.

2.6 Meetings

- A. Meetings shall be held at such times and places as shall be fixed by the Board of Directors.
- B. Board of Directors shall designate one meeting per year as the annual meeting of the members to be held as soon as practicable after the end of the fiscal year.

2.7 Notice of Meetings The notice of all meetings of the Board shall be in writing or may be made by telephone, at least one day in advance. Such notice shall in all cases state the time and place of the meeting.

2.7.1 Quorum, Voting No less than seven (7) of the Directors shall constitute a quorum, and actions shall be by a majority of a quorum. Each director shall have one vote.

2.7.2 Liability The Board of Directors shall not be liable for acts, neglects or defaults of any employee, agent or representative selected with reasonable care, nor for anything it may do or refrain from doing in good faith, including the following, if done in good faith: Errors in judgement, acts committed on advice of council, or mistakes of fact or law.

2.7.3 Honorary Members of Commission An honorary member is an individual, company, foundation, trust fund or governmental or private official or body who or which has made a notable and extraordinary contribution of time, effort or funds to this Commission or to its purposes as set forth in Article I, Section 3. The honorary member shall be recommended to the Board of Directors and become such by the affirmative vote of a majority of the directors. Suitable recognition of honorary membership shall be accorded at the discretion of the Board.

ARTICLE III - GENERAL BOARD OFFICERS

- 3.1 **Officers** Officers shall be elected to not more than three one year terms. The officers of the organization shall be a Chairman, Vice Chairman, Secretary and Treasurer. The Board of Directors shall elect the officers from their number. Any officer so elected shall hold office until a successor is elected.
- 3.2 **Vacancies** Vacancies in any of the offices occasioned by death, resignation or otherwise shall be filled by the Board of Directors.
- 3.3 **Chairman: Power and Duties** The Chairman shall be the chief executive officer of the organization and shall have general supervision of the organization. The Chairman shall preside at all meetings of the Board of Directors and shall discharge the duties of a presiding officer; shall present at each annual meeting of the Board a report of the business of the organization for the preceding year. The Chairman shall appoint, with the approval of the Board of Directors, the Chairman and members of all general and special committees. The Chairman shall have no voting power except when a tie is reached by the Board of Directors. In the event a Chairman leaves office prior to the ending of the term, a new Chairman shall be elected within 60 days.
- 3.4 **Vice Chairman: Power and Duties** The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the power of the Chairman. The Vice Chairman shall also perform whatever duties and have whatever power the Board of Directors may from time to time assign. No Vice Chairman shall preside as acting Chairman for more than 60 days.
- 3.5 **Secretary: Power and Duties** The Secretary shall attend all meetings of the members, directors, and Executive Committee and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. The Secretary shall give, or cause to be given, notice of all meetings of the directors and Executive Committee, and shall perform whatever additional duties the Board of Directors and the Chairman may from time to time prescribe, and will compile all submitted reports.
- 3.6 **Treasurer: Power and Duties** The Treasurer shall keep full and accurate accounts of receipts and disbursements, shall deposit all organization monies and other valuable effects in the name and to the credit of the organization in a depository or depositories designated by the Board of Directors. All checks and other orders of payment of monies out of the fund of the Commission by such officers or agents as the Board shall designate from time to time. The Treasurer shall, as requested, render to the Board of Directors an account of transactions as Treasurer and of the financial condition of the organization. The Treasurer shall serve as Chairman of the Finance Committee.

3.7 Delegation of Duties Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties to any other officer or officers or to any director or directors.

3.8 Election or Removal The officers of the organization shall be elected by the Board of Directors upon the recommendations of the Nominating Committee. Any officer may be removed from office by the Board of Directors upon a duly called, noticed and conducted Board meeting.

ARTICLE IV - EXECUTIVE COMMITTEE

4.1 Executive Committee The Executive Committee will consist of the officers of the Board of Directors.

ARTICLE V - COMMITTEES

5.1 Committees The committees shall include Executive Committee, Granting Committee, Finance Committee, Public Relations Committee, Nominating Committee, and such other committees as the Board of Directors shall establish from time to time.

5.2 Executive Committee The Executive Committee shall consist of the officers of the Commission. The Executive Committee shall, during intervals between meetings of the Board of Directors, possess and may exercise all of the powers of the board in the management of the affairs of the organization except as to such matters upon which the Board had by resolution acted or has by resolution reserved unto itself.

The Secretary shall keep full and complete minutes of the meetings of the Executive Committee. All actions by the Executive Committee shall be approved by the Board of Directors at its next meeting following such action.

5.3 Finance Committee The Chairman shall appoint a Finance Committee consisting of the Treasurer and such additional members of the Commission as he determines. It shall be the duty of the Finance Committee to supervise the raising of funds to support the activities of the Commission. It shall also act as an auditing committee. The Finance Committee shall submit an annual report in writing to the members of the Commission, which shall include, whenever feasible, an audited statement of all receipts and disbursements and all assets and liabilities of the Commission for the preceding fiscal period. The Committee shall prepare and submit at the annual meeting a budget of recommended income and expenditures for the new year.

- 5.4 Granting Committee The Chairman shall appoint a Granting Committee consisting of five (5) members and shall appoint the chairman of the committee. The Granting Committee shall be responsible for establishing granting criteria and guidelines, establishing granting time tables, serving all grant applications that are in compliance with granting guidelines and submitting these recommendations to the Commission for approval. It shall be responsible for recommending disbursement of granting monies.
- 5.5 Public Relations Committee There shall be a Public Relations Committee appointed by the Chairman that shall function at the direction of the Board.
- 5.6 Nominating Committee A Nominating Committee of not less than three (3) nor more than five (5) shall be appointed by the Chairman from members of the Board. It will prepare a slate of directors to be elected at the annual meeting, and also will make recommendations to fill vacancies.
- 5.7 Other Committees Such other standing or special committees as may be required to assist and advise the Commission may be appointed by the Chairman or elected by the Commission and may include members who are not directors.

ARTICLE VI - MISCELLANEOUS

- 6.1 Rules of Order Applicable The rules contained in Robert's Rules of Order Revised, shall govern meetings in all cases where they are not inconsistent with these Bylaws.
- 6.2 Amendment These Bylaws or any of them may be amended by the directors at any meeting of the Board of Directors, provided that notice of the proposed amendment shall have been included in the notice of the meeting.
- 6.3 Termination of Existence If the existence of this Commission is terminated, the Board of Directors shall render to the Saginaw City Council its windup balance sheet reflecting its asset and liability condition and any remaining assets shall be promptly transferred to a designated 501 (c)(3) organization.

Approved and adopted by the Board of Directors of Saginaw Community Enrichment Commission this 20th day of September 1994.

Revised April 18, 2001