

Bylaws Of Michigan Military Moms
Revised 1-28-16

Article One - Organization

Section One - Name

The name of this organization shall be Michigan Military Moms.

Section 2 - Logo



Article Two - Purpose

Section 1 - Mission Statement

The Michigan Military Moms is a support group united by pride and dedicated to our sons and daughters, either serving or have served in the United States military. We have no political, ideological, or religious agenda.

Section 2 - Non-Profit

The organization is incorporated under and shall operate as a non-profit corporation as outlined by the State of Michigan.

We shall operate and have such powers as granted by the laws of a non-profit corporation as outlined by the State of Michigan.

Section 3 - 501(c)3

Said organization is organized exclusively for charitable, educational, and scientific purposes, including such purposes, the making of distributions to organizations that qualify for exempt organizations under Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 3 - Membership and Dues

Section 1 - Eligibility

1. Membership in this organization shall be open to mothers, step mothers, mothers-in-law, and other female care givers of our military members who are serving, or who have served in the United States military.
2. Members shall pay dues as established by the Executive Board (herein referred to as the Board).
3. Members shall update their membership status information annually in a manner as prescribed by the Board.

Section 2 - Rights and Privileges

Members shall have voting rights, providing they are current in the status of their dues.

Section 3 - Termination

1. Any member may terminate their membership at any time by submitting a written resignation, signed and dated by the member.
2. Membership may be terminated by a two thirds (2/3) majority vote of the General Membership if it is determined that the said member does not adhere to the By-Laws, Sensitivity Guidelines or the Standing Rules. Prior to such vote, the member has a right to due process (a hearing before the vote with the opportunity to present evidence or witnesses). The Board would then notify the member by written correspondence of the status of her membership.

Section Four - Membership List Update

The Board shall update the list of members annually based upon compliance with the eligibility requirements in Article Three (3) Section One (1)

Article Four - Meetings

Section One - Regular Meetings

1. Regular meetings of this organization shall be held at American Legion Post 364 on the 2nd and 4th Thursday of each month, unless otherwise determined by the Board. The Board would notify the General membership when and if a change to the meeting shall take place.
2. The location may only be changed by a 2/3 majority vote of the General membership.

Section Two - Annual Meeting

The Annual Membership meeting of this organization shall be held in November of every year, at a date and time to be determined by the Board. Notice of this meeting shall be by email, first class mail or directly by phone of the member as their information appears on the membership list at least (10) days before the scheduled date set for said meeting. The following items shall be on the agenda:

1. Receiving reports of the officers
2. Election of the Executive Board (in alternating years)
3. Transacting any other business that may arise.

Section Three - Special Meetings

Special meetings may be called by the Board and the general membership shall be notified of such meeting and the topic(s) for the meeting by email, first class mail or directly by phone of the member as their information appears on the membership list and/or by posting on the Michigan Military Moms website at least three (3) days and not more than thirty (30) days before the scheduled date set for said meeting. Only business stated may be discussed.

SECTION FOUR - Voting

1. Voice vote is the regular method of voting unless otherwise specified in these bylaws.
2. A 2/3 majority shall prevail unless otherwise specified in these bylaws.
3. Each member is entitled to one (1) vote and may be present or vote by email from the members email of record on the membership list or proxy in written form signed and dated by the member voting said proxy.

4. All decisions regarding this organization (but not limited to) fundraisers, events, expenses, not included in this budget, presentations, and speakers, will be brought before the general membership for vote prior to commitment.

Section Five - Quorum

A quorum shall consist of 2/3 majority of the members on the membership list.

Article V - Executive Board

The Executive Board shall consist of (8) eight members and shall have control and management of the affairs and business of this organization.

Section 1 - Eligibility

1. Executive Board Members must be members of the organization
2. Vice President, Corresponding Secretary, Recording Secretary and Treasurer may hold the position of Director. Treasurer may also hold the position of Corresponding Secretary or Recording Secretary, and Corresponding Secretary and Recording Secretary may be held by the same person.
3. Executive Board Members must be a member for at least one year and have attended at least ten (10) meetings in the past year, including packagings and events before holding a board position.

Section 2 - Terms

All Terms shall be two (2) years.

Section Three - Election

1. The Board shall be elected by the general membership and each member shall have one (1) vote for each position.
2. A 2/3 majority of the general membership is required for the election.
3. Voting shall be by paper ballot in person or internet ballot via email from the members email address of record or proxy in written form, signed and dated by the member voting said proxy.

Section Four - Removal

An Executive Board Member may be removed with or without cause, by a vote of the 2/3 majority of the general membership.

Section Five - Filling Vacancies

1. Vacancies in the Board shall be filled by appointment for the remainder of the term through a vote of the 2/3 majority of the remaining members of the Board until a replacement can be elected for the remainder of the term, if the general membership determines they wish to elect a replacement.
2. A quorum of the Executive Board shall be defined as the 2/3 majority of the remaining members of the board.
3. A delay in filling any vacancy will not affect the validity of any action considered, approved or taken by the Board before the vacancy is filled, provided a quorum is maintained.

Section Six - Composition of Executive Board

1. Chairperson
2. Vice-Chairperson
3. Corresponding Secretary
4. Recording Secretary
5. Treasurer
6. Three (3) Members at large - (Directors)

Section Seven - Duties of the Executive Board Members

(Including, but not limited to)

1. Chairperson

- a. To be the general executive office of the organization
- b. Preside over all general membership meetings and board meetings
- c. Sign contracts and/or legal paperwork for the organization
- d. May co-sign checks or drafts of the organization
- e. Shall be responsible for compliance and with all Federal and State non-profit regulations
- f. Contact the other chapters at least twice a year. Once preferably in February or March to get updated list of attendees.

2. Vice Chairperson

- a. Preside at general membership and Board meetings in the absence of the Chairperson.
- b. Assist the Chairperson, as requested.
- c. May co-sign checks or drafts of the organization
- d. Shall in the event of the absence or inability of the chairperson to exercise her office, become acting chairperson of the organization, with all rights, privileges and powers as if she were appointed the chairperson.

3. Corresponding Secretary

- a. Carry forth with all organization correspondence
- b. Maintain files of all correspondence for the organization.
- c. May co-sign on checks or drafts of the organization.

Recording Secretary

- a. Record and publish minutes of membership business meetings and board meetings.
- b. Act as the custodian of corporation documents, minutes, and reports as required by law.
- c. See that all books, reports and certificates, as required by law are properly kept or filed.
- d. May co-sign on checks or drafts of the organization
- e. Responsible for bi-weekly newsletter, including printing paper copies and calling members who are not on the email list.

4. Treasurer

- a. Act as the custodian of the organizations funds subject to the direction of the Executive Board.
- b. Co-sign checks or drafts of the organization.
- c. Pay expenses of the organization as directed and approved by the membership.
- d. Collaborate with the board in preparation of the annual budget.
- e. Prepare and give financial report at least semi-annually.
- f. Responsible for timely filing of the corporation's tax forms.

5. Members at Large - (Directors)

- a. Represent the general membership and convey member interests and concerns to the board.
- b. Shall be responsible for compliance with all Federal and State non-profit regulations.
- c. May co-sign on checks or drafts of the organization.

Section Eight - Executive Board Meetings and Voting

1. The Board shall meet no less than once a year which shall be held at a time and place to be determined by the Board.
2. All Board members, except Chairperson, shall have one vote. The Chairperson shall vote only to break a tie.
3. Any number of Board members may participate in any meeting of the Board by or through the use of any means of communication (including but not limited to: speakerphone, conference call, webcam, conferencing or other videoconferencing) by which all members participating may

contemporaneously hear or otherwise perceive each other's statements during the meeting.

4. Voting shall be done in person, via any of the above mentioned telecommunication methods or by proxy.
5. A quorum shall consist of 2/3 majority of the Executive Board.

Section Nine - Budget

1. The Board shall prepare and approve an annual budget in the first quarter of every calendar year.
2. The Board shall review the budget by the end of the 2nd quarter and revise if needed.
3. All purchases not budgeted for in the annual budget will need to be approved prior to acquiring, by the general membership.

Section Ten - Compensation

No Executive Board member shall be entitled to receive any salary or compensation, however, out of pocket expenses for the organization that are reasonable and supported by documentation (receipt, cancelled check etc) may be reimbursed.

Section Eleven - Indemnification

Any Executive Board member who is involved in litigation by reason of her position as an Executive Board member of this corporation shall be indemnified and held harmless by the corporation to the fullest extent, authorized by law as it now exists or may subsequently be amended (but, in the case of such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

Article 6 - Committees

1. Committees shall be formed by the Board as their need is determined.
2. Committee chair or co-chairs shall be determined by the volunteering members vote by the general membership, or appointment by the Board as determined by the Board.

Article 7 - Dissolution

In the event of the dissolution of the Michigan Military Moms, the net assets of the organization shall be distributed to a military organization whose purposes are similar to those of this organization, as decided upon by the Executive Board and the general membership. No funds shall be used to benefit any member of the organization.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 8 - Amendments

These by-laws may be altered, amended, repealed or add to by the approval of 2/3 majority of the members present at a general or special meeting.

Article 9 - Personal Liability and Forfeiture of Property Interest

Section 1 - Rights and Privileges

1. Any person whose membership in this organization has been terminated for any reason shall forfeit:
 - a. All rights & privileges as a member
 - b. All interest in any funds or property belonging to the organization

Page 11

Section 2 - Financial Responsibility

All persons or corporations extending credit to, contracting with, or having any claim against this organization, its Executive Board, or its members shall look only to the funds and property of the organization for payment of any contract, claim, payment, or debt that may otherwise become due or payable to them from the organization, Executive Board, or the membership. Members of the organization or the Executive Board (present or future) shall not be personally liable for any debts contracted in the name of the organization.

Article 10 - Standing Rules

1. Both the program year and fiscal year for this organization shall be January through December.
2. When procedures are necessitated, Roberts Rules of Orders, as revised, shall govern all procedural and parliamentary matters.
3. Sensitivity Guidelines will be given to all members and shall be made part of our standing rules.
4. No member shall be denied benefits of membership due to hardship.

Sensitivity Guidelines - Michigan Military Moms

Michigan Military Moms was established to encourage connecting and sharing among Moms of heroes. The meetings are for support, encouragement, and answering questions.

The friendly atmosphere encourages conversation among friends who understand the emotions you are experiencing during these uncertain times - from basic training, through deployment to a combat zone, to separation from the military. The atmosphere is intended to promote camaraderie to help minimize general bewilderment by the military lifestyle and the fear of the unknown when a service member returns from deployment and family members don't know what to expect.

Our mission focuses in four distinct areas:

Informing - To research and providing reliable sources of information about the United States military, deployment assistance, transition back to civilian life, or any other area as deemed appropriate.

Connecting - To provide a means for mothers of the United States military members in our area to connect with each other.

Sharing - To provide an environment for sharing personal news, stories and letters related to our troops in order to help others to feel more connected to their military hero.

Supporting - To lend emotional and spiritual support and encouragement to each other in honor of our military heroes, as well as, supporting our children as they serve or have served.

Guiding Principles to ensure Proper decorum during our Meetings

1. This forum is meant to provide a place to connect and share.
2. We do not address political, religious, or ideological views of the war or other conflicts in which the United States may be involved.
3. No profanity or otherwise objectionable language will be tolerated.
4. We are always faithful to the United States military and the government of the United States.
5. We consider every service person to be a hero, regardless of his/her location or capacity.
6. We will be sensitive to the feelings of others.
7. Security and safety of our troops is always a priority, so for that reason we will be sensitive to discussing issues such as location, deployment and return dates, troop movement, and other issues that may touch upon their safety or the safety of others.
8. We will, at all times, be sensitive to our Gold Star families and hold them in high esteem.

Non-adherence to these guidelines requiring discussion with the member by a member of the Board on more than one (1) occasion may lead to termination, pursuant to Article 3, Section 3.

Certification

These bylaws were updated and voted on by the general membership on 1-28-16 as stated in the minutes from same date meeting.