

BYLAWS
OF
GIFTS FOR ALL GOD’S CHILDREN
(a Michigan Nonprofit Corporation)

As amended
01/27/2020

ARTICLE
I NAME

The name of the Corporation
is:

“GIFTS FOR ALL GOD’S
CHILDREN”

ARTICLE II
CORPORATE
PURPOSE

2.01 The purpose or purposes for which the Corporation is organized are exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), or corresponding provisions of any subsequent federal tax laws, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

2.02 The purposes for which the Corporation is organized are to meet the needs of at-risk children and underprivileged families through gifts of clothing, school supplies, food, and other activities and programs that connect them to Christ and support their health, welfare and well-being.

2.03 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

2.04 If the Corporation is a private foundation as defined in Section 509 of the Code: The Corporation will distribute its income for each taxable year at such time and in such matter as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code

- (a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code;
- (b) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code;
- (c) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code;
- (d) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

**ARTICLE III
CAPITALIZATION**

3.01 The Corporation is organized on a non-stock basis.

3.02 The Corporation is to be financed through contributions from individuals, foundations or other organizations, grants, and fundraising events and activities.

3.03 The Corporation will not have members.

3.04 The Corporation is organized on a directorship basis.

**ARTICLE IV
REGISTERED
OFFICE**

4.01 The address of the registered office is 853 Downhill Lane, Rochester Hills, MI 48307.

4.02 The name of the resident agent at the registered office is: Patricia S. Jacques

4.03 The Board of Directors may determine and specify in the future a different principal office location within the state of Michigan

4.04 The Board of Directors may establish other offices inside or outside the state of Michigan

**ARTICLE V BOARD OF
DIRECTORS**

5.01 *General Powers.* The business, property, and operations of the Corporation shall be managed by the Board of Directors. The Board may divide the functions and activities of the Corporation into one or more divisions for accounting, administrative and other purposes and may adopt reasonable and appropriate regulations in connection with such divisions.

5.02 There shall be not less than 5 and no more than 9 directors on the Board. The number of directors shall be fixed from time to time by the Board of Directors.

5.03 *Term.* Each director of the Corporation shall hold office for a term of two (2) years, unless such term is ended due to the director's death, resignation, or removal. The Board

of Directors may establish policies to provide for additional terms of office for directors.

5.04 Resignation. A director may resign at any time by providing written notice to the Corporation. The resignation will be effective upon receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 5.08 of the bylaws.

5.05 Removal. A director can be removed pursuant to policy.

5.06 Board Vacancies. A vacancy on the Board may be filled with a person selected by the remaining directors of the Board.

5.07 Annual Meeting. An annual meeting shall be held each year on or before June 30th. If the annual meeting is not held at that time, the Board shall hold the meeting as soon thereafter as convenient. The Board shall elect officers at the annual meeting.

5.08 Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by resolution of the Board.

5.09 Special Meetings. Special meetings of the Board may be called by the Executive Director or any two directors. Notice of the time and place of special meetings shall be given to each director at least three days before the meeting.

5.10 Statement of Meeting Purpose. Neither the business nor purpose of any regular or special meeting of the Board need to be specified in the notice for that meeting, unless the meeting is called for the purpose of the Corporation entering into a transaction which exceeds One Thousand Dollars (\$1,000.00).

5.11 Waiver of Notice. The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

5.12 Meeting by Telephone or Electronic Messaging. A director may participate in a meeting by conference telephone or electronic text messaging through which all persons participating in the meeting can effectively communicate. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

5.13 Quorum. A majority of the directors in office constitutes a quorum for the

transaction of any business at any meeting of the Board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

5.14 *Consent to Corporate Actions.* Any action required or permitted pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all directors' consent to the action in writing. Written consent shall be filed with the minutes of the Board's proceeding.

5.15 *Consent to Corporate Actions via Silence.* The Board may take action via electronic mail ("email") sent to the email addresses of all directors on file with the Corporation, so long as no action shall be taken without seventy-two (72) hours notice of the proposed action. A director's failure to respond to a written request for Board action sent via email shall be deemed an assent to the particular action so long as the email request for action clearly requests a response to the written action within seventy-two (72) hours.

ARTICLE VI OFFICERS

6.01 The officers of the Corporation shall be appointed by the Board at the annual meeting. The officers shall be a Board Chairperson, Immediate Past Chairperson, Vice Chairperson, Secretary, Treasurer, and Executive Director. The Executive Director shall be a voting member of the Board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law.

6.02 *Term of Office.* Each officer shall hold office for a period of two (2) years or until a successor is appointed. An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective upon receipt or at a later time designated in the notice.

6.03 *Removal.* An officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights. An officer shall be removed from his or her appointed office if he or she is also removed from the Board.

6.04 *Vacancies.* A vacancy in any office for any reason may be filled by the Board.

6.05 *Executive Director.* The Executive Director shall be the chief executive officer of the Corporation and shall exercise overall supervision over the affairs and business of the Corporation. The Executive Director will enforce all rules and regulations of the Corporation and recommend adoption of other rules and regulations necessary for the proper operation of the Corporation. The Executive Director shall make regular reports, including an annual report, of the business and affairs of the Corporation to the Corporation. The Executive Director shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, to employ qualified personnel, ensure adequate staff education and evaluation, ensure the accuracy of informational materials. The Executive Director will sign agreements on behalf of the Corporation, unless the he/she or the Board instructs that the signing be done with or by some other officer, agent, or employee. The Executive Director shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the Executive Director's right of the Board to delegate any specific power to any other officer of the Corporation. The Executive Director is a board member ex officio with vote but does not have authority to execute contracts that incur debt.

6.06 *Chairperson.* The Chairperson shall preside at all board meetings. The Chairperson shall have the power to perform duties for the Corporation and will work to ensure engagement of the board members. If the Chairperson is absent or unable to perform his or her duties, the Vice Chairperson shall perform the Chairperson's duties until the Board directs otherwise. The Chairperson shall perform all duties incident to the office. The Chairperson shall see that an agenda is prepared for all the meetings at which he/she presides. The Chairperson shall see that all actions taken by the Board of Directors are executed. The Chairperson can appoint committees from time to time. At the expiration of his/her term, the Chairperson shall become the Immediate Past Chairperson.

6.07 *Secretary.* The secretary shall:

- (a) Keep minutes of board meetings and special meetings and furnish copies of such minutes to appropriate parties;
- (b) Provide notice to each director as required by law, the articles of incorporation, or these bylaws;
- (c) Be the custodian of corporate records, minutes, attendance, and correspondence;
- (d) Keep a register of the names and addresses of each officer and director,

reports and bylaws;

(e) Maintain the Policy and Procedure Handbook;

(f) Perform all duties incident to the office and other duties assigned by the Executive Director

6.08 *Treasurer*. The Treasurer shall:

(a) Oversee any employee or volunteer completing accounting functions and all fiduciary responsibilities, budgeting, forecasting, cash flow and proposals;

(b) Review and approve monthly, quarterly, and annual financial reporting;

(c) Recommend appropriate procedures for budget preparation;

(d) Recommend financial policies that can be measured and reviewed by the Board of Directors, officers, the Audit Committee and all other committees and volunteers that need to perform to the policies;

(e) Review all policies, proposals, and spending that financially affect goals and mission statement;

(f) Provide recommendations to the Audit Committee; and

(g) Perform all duties incident to the office and other duties assigned by the Chairperson.

6.09 *Vice Chairperson*. The Vice Chairperson shall:

(a) Work closely with and assist the Chairperson in carrying out all the Chairperson's duties and assist in organizing meetings and setting up future events;

(b) Act for the Chairperson in his or her absence or at the Chairperson's request, and step into that office when the position becomes vacant;

(c) Perform other responsibilities as assigned by the Board.

6.10 *Immediate Past Chairperson* (ex officio with vote). The Immediate Past Chairperson, or other former board member as appointed, shall be a member of the Board and shall:

- (a) Assist the Chairperson in the administration of the organization; and
- (b) Perform other duties as established by the Board.

ARTICLE VII COMMITTEES AND TASK FORCES

7.01 *General Powers*. The standing committees shall be an *Executive Committee* and an *Audit Committee* and such other special committees as the Board of Directors may authorize. The Board, at each annual meeting, shall or at any special meeting may, appoint or cause to be appointed all standing committees. The Board shall appoint the chairperson of all standing committees and fill all vacancies in such committees. The Chairperson of each standing committee shall provide a report of any action items to the Board of Directors on a regular basis. The Board may create special committees and/or task forces as needed and shall determine the duties, authority and methods of selecting the members. Upon completion of the tasks for which created, these groups shall stand discharged.

7.02 The *Executive Committee* shall be comprised of the officers of the Corporation.

7.03 The *Audit Committee* shall include any employee or volunteer with bookkeeping duties, the Treasurer and the Executive Director. It may include members other than Board Members but, members who are not Board members shall not exceed one third of those serving on the committee.

7.04 Each member of the standing committee shall serve until the next annual meeting of the Board, until a successor is elected or qualified, or until death, resignation or removal.

7.05 A committee designated by the Board may exercise any powers of the Board in managing the Corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- (a) Amend the articles of incorporation;

- (b) Adopt an agreement of merger or consolidation;
- (c) Amend or repeal the bylaws of the Corporation or adopt new Bylaws;
- (d) Fill vacancies on the Board; or
- (e) Fix compensation of the directors for serving on the Board or on a committee.

7.03 *Meetings*. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in article III for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

7.04 *Consent to Committee Actions*. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE VIII
LIABILITY/INDEMNIFICATION

8.01 A director or officer of the Corporation is not personally liable to the Corporation for monetary damages for a breach of the directors or officers fiduciary duty. This provision does not eliminate or limit the liability of a director or officer for any of the following:

- (a) A breach of the director's or officer's duty of loyalty to the Corporation;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (d) A transaction from which the director or officer derived an improper personal benefit;
- (e) An act or omission occurring before the effective date of this Article; or

(f) An act or omission that is grossly negligent.

8.02 The Corporation assumes the liability for all acts or omissions of a volunteer provided that:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) The volunteer was acting in good faith;
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (d) The volunteer's conduct was not an intentional tort; and
- (e) The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

8.03 The Corporation assumes all liability to any officer, director or volunteer for all acts or omissions of a person incurred in the good faith performance of his or her duties. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). The volunteer shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

8.04 Subject to all of the provisions of this Article, the Corporation shall indemnify any officer or director who was or is a party to, or is threatened to be made a party to, any

threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation, or (b) the person was or is serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The officer or director shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

8.05 To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 8.03 or 8.04 of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

8.06 The right to indemnification conferred in this Article shall be a contract right and shall apply to the services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 8.05 of this Article, the Corporation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

8.07 Any indemnification under sections 8.03 or 8.04 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standards of conduct set forth in this Article 8. Such determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit, or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, then by a

committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.

(c) By independent legal counsel in written opinion.

8.08 If a person is entitled to indemnification under sections 8.03 or 8.04 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

8.09 Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 8.03 or 8.04 of this Article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

8.10 The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

8.11 The indemnification provided in this Article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

8.12 The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, volunteer or agent of the Corporation, or (b) was or is serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this article or the laws of the State of Michigan.

8.13 If the Act is amended after the date of these Bylaws to authorize corporate action

further eliminating or limiting the personal liability of directors or officers, or allowing the Corporation to further assume the liability of its volunteers, then the liability shall be eliminated, limited, or assumed to the fullest extent permitted by the Act, as amended. If the Corporation’s directors repeal or modify this Article that shall not adversely affect any right or protection of a director, officer, or volunteer of the Corporation existing at the time of such repeal or modification.

**ARTICLE IX
DISSOLUTION**

9.01 Upon the dissolution or liquidation of the Corporation, assets shall be distributed among such organizations as shall qualify at the time as an exempt organization as described in Code Section 501(c)(3) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Oakland County Circuit Court, Oakland County, Michigan, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The Corporation shall not engage in any transaction or do or permit any act or omission which shall operate to deprive it of its tax exempt status under Section 501(c)(3) of the Code.

**ARTICLE X
MISCELLANEOUS**

10.01 *Amendments.* These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the Board at any regular or special meeting of the Board, if notice of the proposed amendment, alteration, change, addition, or repeal is contained in the notice of the meeting.

I hereby certify that the above Bylaws have been duly adopted as of the 27th day of January, 2020

Patricia S. Jacques, Executive
Director _____
Patricia S. Jacques
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Marsha D. Bauer,
Chairperson

DocuSigned by:
Marsha D. Bauer
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Dr. Ingrid L. Draper, Vice
Chairperson

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Dr. Ingrid L. Draper
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Carol Townsend,
Secretary

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Carol Townsend
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John Doerer, Treasurer

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John Doerer
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Asaph James, At Large Member

DocuSigned by:
Asaph James
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Mike Pietila At. Large Member

DocuSigned by:
Mike Pietila
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