



HOLT ALLIANCE™
Business. Schools. Government.

BY-LAWS of
Holt-Dimondale School Business Alliance
(A Non-Profit Corporation)

Article I - ORGANIZATION

Section 1 - Name: The Holt-Dimondale School Business Alliance, a non-profit corporation incorporated in the State of Michigan. Also doing business as “The Holt Business Alliance.”

Section 2 - Location: The principal office of the corporation is located at the Holt Public Schools Administration Building located in Delhi Charter Township, Ingham County, and State of Michigan.

Section 3 - Purposes: The corporation is organized as a business league within the meaning of Section 501(c) (6) of the Internal Revenue code of 1986 (the “Code”) or the corresponding provisions of any future revenue laws of the United States. More specifically, the purposes for which the corporation is formed are:

- A. To establish an association with the common business interest for the promotion, development and support of the communities of Holt, Dimondale, and Delhi Charter Township and Windsor Township with respect to the development and growth of business, housing, public education and other societal aspects;
- B. To work collectively towards the foregoing objectives; and
- C. To address and support collectively issues relating to the exchange of ideas and experiences for the mutual improvement, support and development of the communities.

The corporation may engage in any activity connected with the above-stated purposes for which non-profit corporations may be organized under the Michigan Non-Profit Corporation Act.

Section 4 - Prohibited Conduct: The Corporation shall not engage in any activity not permitted by:

- A. A corporation exempt from Federal income tax under Section 501(c) (6) of the Code.
- B. A corporation contributions to which are deductible under Section 170(c) (2) of the Code.
- C. The corporation shall not distribute any assets for the benefit of the Board of Directors or members of the corporation.
- D. To permit solicitation of financial contributions except as approved by the Board of Directors.

Article II - STOCK

Section 1 - Non-stock membership: The Corporation is formed on a non-stock membership basis.

Article III – MEETINGS

Section 1 - Membership Meetings:

- A. **Regular meeting:** The members shall meet monthly (a minimum of 9 times) throughout the year, in such place and time as designated by the Board of Directors.
- B. **Annual meeting:** The annual meeting of the members, shall be held at such place and time as designated by the Board of Directors.
- C. **Notice of meeting:** At least ten (10) calendar days prior to the date fixed for the holding of the annual meeting, notice of the time and place of such meeting shall be communicated to each member entitled to vote.
- D. **Special meeting:**
 - a. A special meeting of the members may be called at any time by the President or by the Board of Directors. Such special meetings shall be held at a time and place to be fixed by the President or by the Board of Directors. Notice of any special meeting shall be given to the members as provided for herein.
 - b. A special meeting of the members may be called at any time by a petition signed by a minimum of thirty four percent (34%) of the current members. Such special meeting shall be held at a time and place to be fixed by the President or by the Board of Directors. Notice of any special meeting shall be given to the members as provided for herein.
 - c. The business at special meetings of the members shall be limited to that for which the meeting was called. The rules and procedures for the special meeting of the members shall be the same as those for the annual meeting.

Section 2 - Board of Director Meetings:

- A. **Place of meetings:** Any and all meetings of the members and of the Board of Directors of the corporation must be held within the State of Michigan, at such times and places as may be designated by the Board of Directors.
- B. **Organizational meeting:** The new Board of Directors, as approved at the annual meeting of members shall convene for the purpose of electing officers for the New Year.
- C. **Monthly meeting:** Monthly meetings of the Board of Directors shall be held at such time and place, as designated by the Board of Directors. No notice of the Monthly meeting of the Board of Directors shall be required.
- D. **Telephonic meetings:** Any member of the Board of Directors or of a committee designated by the Board of Directors may participate in a meeting by conference telephone or alternate communications equipment by means of which all persons participating in the meeting can hear each other. Participating in a meeting as provided herein constitutes presence in person at the meeting.
- E. **Special meetings:**

- a. Special meetings of the Board of Directors may be called by the President at any time upon forty-eight (48) hours' notice to each Director.
- b. The business at a special meeting of the Board of Directors shall be limited to that for which the meeting was called. All rules and procedures at the meeting shall be the same as those for a Monthly Board of Director's meeting.

Section 3 - Service of Notice and Conduct:

- A. **Notice:** Every notice shall be deemed duly served to the member at their last address appearing upon the membership records of the corporation at one of the following:
 - a. When the notice has been deposited in the United States mail with postage fully prepaid properly addressed; or,
 - b. When the notice is conveyed by facsimile; or,
 - c. When the notice is conveyed by electronic mail.
- B. **Waiver of notice:** Notice of the time, place and purpose of any meeting (special or otherwise) of the members or of the Board of Directors may be waived verbally, telephonically or in writing, either before or after such meeting has been conducted.
- C. **Parliamentary Authority:** "Robert's Rules of Order Newly Revised," latest edition, shall be the parliamentary authority for all matters of substance or procedure not specifically covered by these bylaws.

Article IV - QUORUM

Section 1 - Quorum of members: No quorum shall be required for the transaction of business at a meeting of voting members provided notice including time, location and purpose is provided all current Voting Members pursuant to Article III, section 1, paragraph C. of these By-laws.

Section 2 - Quorum of Board of Directors: Five (5) voting members of the Board present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Article V - VOTING

Section 1 - Methods: Each member in good standing shall be entitled to one vote on every question, provided it is represented in person or by proxy at the meetings.

Section 2 - Proxy: Any member may vote in person or may designate another to act in their stead by way of a proxy signed & dated by the member. Unless the proxy states otherwise, the proxy shall extend to all meetings of the membership & shall remain in force one year from its date and no longer.

Section 3 - Decisions: A simple majority (51%) of all votes cast at a meeting where notice including time, location and purpose of the meeting is provided all current Voting Members pursuant to Article III, section 1, paragraph C. of these By-laws shall be necessary to approve the question presented.

- A. **Roll Call Vote:** A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present so request.

Article VI - DIRECTORS

Section 1 - Number of Directors: The activities, business, property and affairs shall be managed by a Board of Directors. The Board of Directors shall consist of nine (9) to eleven (11) persons ratified by and from the membership. The initial Board of Directors shall be as specified in the Articles of Incorporation. Each Director shall hold office for the term for which they are elected.

Section 2 - Election of Directors. Each Director shall be elected for a term of three (3) years. At each Annual Meeting, the members shall elect Directors to succeed the Directors whose terms then expire. A Director may be elected to a successive terms.

- A. **Staggered Terms;** No more than one-third of the Director terms shall expire in any one year.
- B. **Term Limits;** Director shall not be elected for more than two consecutive terms.
- C. **Representation;** There shall be a minimum of one (1) Director employed by Delhi Charter Township and one (1) employed by the Holt Public Schools.

Section 3 - Director Vacancies. Vacancies on the Board of Directors shall be filled by appointment made by the Board of Directors. A Director elected by the Board shall hold office until the next Annual Meeting.

Section 4 - Reserved.

Section 5 - Power to Board Officers. The Board of Directors shall appoint as Officers of the Corporation, a President, a President Elect, Immediate Past President, a Secretary and a Treasurer for an annual term of office. All officers shall be members of the Board of Directors.

Section 6 - Power to appoint other officers and agents. The Board of Directors shall have the power to appoint such other officers and agents or committees as the Board of Directors may deem necessary for transaction of business.

Section 7 - Removal of officers and agents. Any officer or agent may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of the membership will be served.

Section 8 - Power to fill vacancies. The Board of Directors shall fill any vacancy in any office.

Section 9 - Delegation of powers. The Board of Directors may delegate all or any of the powers and duties of any officer to any other Officer or Director, but no Officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10 - Power to require bonds. The Board of Directors may require any Officer or agent to file with the corporation a bond for the faithful performance of their duties acceptable to the Board of Directors.

Section 11 - Compensation. Directors shall serve without compensation.

Section 12 - Removal of Directors. A Director may be removed with or without cause by a two-thirds majority vote of the total membership.

Section 13 - Rules and regulations. The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures and programs of the membership and its management.

Section 14 - Indemnification: All directors, past & present, shall be indemnified, to the fullest extent permitted by law, for all sums paid or incurred and occasioned by any fine, judgment, settlement and/ or expense, including reasonable attorney fees related to the business affairs of the corporation.

Article VII - OFFICERS

Section 1 - President: The President shall be appointed by the Board of Directors from the membership. The President shall be the chief executive officer of the corporation. The President shall preside over all meetings of the Board of Directors and of the members. The President shall be an ex officio member of all standing committees and shall have the general powers and duties usually vested in the office of the President. No employee of Holt Public Schools can serve as President unless otherwise determined and approved by the Board of Directors.

- A. **Term Limits;** The President shall not hold the same office for more than two annual consecutive terms.
- B. **Succession** - When the President's term expires or becomes vacant, the current President-elect shall assume without appointment the office of President.

Section 2 - President Elect: The President Elect shall be appointed from the membership of the Board of Directors. The President Elect shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 3 - Secretary: The Secretary shall be appointed from the membership of the Board of Directors. The Secretary shall attend all meetings of the members and of the Board of Directors and shall record and preserve the minutes of all meetings and all corporate papers.

Section 4 - Treasurer: The Treasurer shall be appointed from the membership of the Board of Directors, and shall have custody of all corporate funds and securities, and shall account for the same. The Treasurer shall make such payments as are authorized by the Board of Directors on checks or vouchers signed by the Treasurer and by such other officers, if any, as may be designated from time to time by the Board of Directors. The Treasurer shall make a detailed exhibit of the state of the corporation's finances, and shall make such other reports as the corporation or the Board of Directors may prescribe.

Section 5 - Immediate Past President: When the President's term expires, they shall assume without appointment the office of Immediate Past President and shall serve as a consultant to the Board of Directors and shall provide other duties as may be assigned by the Board of Directors.

- A. **Succession;** Should the current Immediate Past President cease to be an active member, the most recent Past President shall assume the office of Immediate Past President.

Section 6 - Compensation: All Officers of the corporation shall serve without compensation.

Article VIII - COMMITTEES

Section 1 - Committees. There shall be the following two (2) standing committees: (1) membership, (2) finance. The Board of Directors shall also create other committees as the Board of Directors may deem necessary. The Board of Directors may appoint, or authorize the President to appoint, the members of each committee. A committee shall have and exercise the authority given to it by the Board of Directors.

- A. **Committee organization:** Each Standing committee shall have minimum of three (3) members consisting of a Board Member as Chair, A Vice-Chair and member at large.
- B. **Membership:** The Committee on Membership shall devise ways and means of maintaining membership. The committee shall also devise effective plans for the orientation and induction of new members and the utilization of all members. The committee shall also promote the concept of all regular attendance at club meetings.
- C. **Finance:** The Committee on Finances shall develop and monitor an annual budget, make recommendations on revenue methods and to complete annual reviews of the book of accounts of the corporation, and shall make recommendations to the Board of Directors.
The committee shall audit the books and transactions of the treasurer at the close of the fiscal year. This committee may appoint a non-member with accounting expertise to review the books of the treasurer and to make recommendations and comments on the status of the books. This report shall be read at the next regular scheduled meeting of the members of the Chapter.

Article IX - FINANCE

Section 1 - Checks: All checks, drafts and orders for payment of corporate funds shall be signed in the name of the corporation and shall be countersigned by the Treasurer and a Director shall, from time to time, designate for that purpose.

Section 2 - Contracts, Conveyances: The Board of Directors shall have the power to appoint agents who shall have the authority to execute all instruments for and on the behalf of the corporation.

Section 3 - Disbursements: The Corporation shall pay reasonable compensation for services rendered to the corporation, reimburse all costs and to disburse corporate funds in fulfillment of the purposes set forth in Article I, Section 3.

Article X - MEMBERSHIP

Section 1 - Classes of membership: There shall be two (2) classes of membership, voting and non-voting membership.

A. **Voting Membership** shall pay annual dues and shall consist of either:

- a. **Organizations;** Each business, government, school or other legally established organization shall designate one individual who shall vote for that member.
- b. **Individuals;** Any individual who is not designated to vote for an organization who shall have a single vote.

B. **Non-Voting Membership** shall not pay dues and shall consist of either;

- a. **Affiliate;** An employee of an Organization member.
- b. **Honorary;** Any Organization or Individual so designated by the Board of Directors.

Section 2 - Membership: Upon submission of application, payment of annual dues and approval by the Board of Directors, an Organization or Individual shall become a member.

Section 3 - Membership Dues: Membership dues, as determined by the Board of Directors, shall be payable annually in advance for the period January 1 to December 31 for each voting member. Annual dues

shall be invoiced no later than January 1 of each new calendar year for all Members current as of December 31st of the year being completed.

- A. **Partial Year Dues;** All new membership applications submitted subsequent to January 31 shall pay annual membership dues for their first year based on a published schedule approved by the Board of Directors and currently in effect.

Section 4 - Membership Termination:

- A. **Resignation:** Membership in the corporation shall terminate upon written resignation of a member.
- B. **Failure to Pay:** Any membership shall automatic terminate for failure to pay annual membership dues within 60 calendar days of the date of invoice.
- C. **Revocation:** Any membership may be terminated by the Board of Directors.

Article XI - AMENDMENTS

Section 1 - Amendments: These Bylaws may be amended, altered, changed, modified or repealed by the affirmative vote of the members.

Holt-Dimondale School Business Alliance

**Approved by a majority vote of members
present at Special Meeting, June 16, 2016**



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