

NORTHWEST DETROIT YOUTH COALITION BYLAWS

Article 1.

Definitions: Name, Board, Boundaries

Name. The “Corporation” shall mean: Northwest Detroit Youth Coalition, its successors and assigns.

Board. The “Board” shall mean the Board of Directors of the Corporation.

Boundaries: The boundaries are by Woodward Ave on the east, Telegraph Rd on the west, W. Eight Mile Rd. on the north and Fenkell Rd. on the south.

Article 2.

Purposes, Mission, Objectives and Governing Instruments

Section 2.01 Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

Section 2.02 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.04 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3.

Goals of the Organization

1. Identify existing programs for youth in the community.
2. Increase communication within the area of programs and opportunities available to youth.
3. Increase and facilitate the coordination of programs for Youth when needed.
4. Support and enhance existing programs in the community.
5. Increase emphasis on preventive approaches to youth-related issues.
6. Develop new programs and activities for youth.
7. Promote planning and a shared community vision for Youth development.

**Article 4.
Membership**

The Corporation shall have no members.

**Article 5.
Directors**

Section 5.01 Composition of the Board. Residents of the set boundaries and others who support the goals and efforts of the Northwest Detroit Youth Coalition are eligible to become Directors of the organization.

Section 5.02 Annual Meeting. A meeting of the Board shall be held annually in November at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 5.03 Number. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3).

Section 5.04 Election and Term of Office. The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Each Director shall hold office until the next annual meeting of the Board and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal.

Section 5.05 Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 5.06 Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Section 5.07 Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 5.08 Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 5.09 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 5.10 Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 5.11 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective. _Absence of a board member from three (3) consecutive meetings shall constitute that person's resignation unless the person has provided an excuse for not attending acceptable to the President of the Coalition; however, the person may be reinstated by a two thirds (2/3) vote of the remaining directors.

Section 5.12 Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 5.13 Compensation. No part of the net earnings of this Youth Coalition shall inure to the benefit of any private individual, no director or officer of the Coalition shall receive any financial benefit from the Youth Coalition except such reasonable compensation as may be allowed for services actually rendered to the Youth Coalition and as prescribed by law.

Article 6. Officers and Duties

Section 6.01 Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice-President. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed. The same person may hold more than one office, except that the same person may not be both President and Treasurer.

Section 6.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 6.03 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 6.04 Powers and Duties of the Vice-Presidents. Each of the Vice-Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

Section 6.05 Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may

direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 6.06 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 6.07 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 6.08 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 6.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Article 7. EXECUTIVE BOARD

Section 7.01. The officers of the Coalition shall constitute the Executive Board.

Section 7.02. The Executive Board shall have general supervision of the affairs of the Coalition between its business meetings, fix the hour and place of Coalition meetings, make recommendations to the Coalition, and shall perform such other duties as are specified in these bylaws, and set the agenda for the next meeting.

Article 8. COMMITTEES

Section 8.01. A Finance Committee composed of the Treasurer and two other members shall be appointed by the President. It shall be the duty of the committee to prepare a budget for the following fiscal year and to submit it to the Coalition. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which runs from January 1st to December 31st, which may be adopted by a majority vote.

Section 8.02. Such other committees, standing or special, shall be appointed by the President as the Youth Coalition or the Executive Committee shall from time to time deem necessary to carry on the work of the Youth Coalition. The President shall be ex officio a member of all committees except the Nominating Committee.

Article 9.
AMENDMENT OF BYLAWS

Section 9.01 These bylaws may be amended at any regular meeting of the Youth Coalition by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

Article 10.
DISSOLUTION

In the event of a dissolution of the Northwest Detroit Youth Coalition, the net assets of the Coalition shall be applied and distributed as follows:

Section 10.01. All liabilities and obligations shall be paid, satisfied and discharged or adequate provisions shall be made therefore.

Section 10.02. Assets held by the Youth Coalition upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

Section 10.03. Assets held for charitable, religious, benevolent, educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations engaged in similar activities, pursuant to a plan of distribution as provided by law provided however, said organization shall qualify under Section 501(c)(3) of the Internal Revenue Code.

Article 11.
INDEMNIFICATION

Each person who is or was a director or officer of the Youth Coalition or a member of any committee of the Youth Coalition and each person who serves or served at the request of the Youth Coalition as a director, officer, agent, or committee member of any other corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Youth Coalition against corporation law of the State of Michigan as it may be in effect from time to time.

Adopted April 1997

Revised December 2014

Revised March 2017

Northwest Detroit Youth Coalition (NWDYC)
By-Laws Addendum/Practices

March 2017

1. **Meeting Schedule:** Board meetings are held on the second Monday of each month, except August and December.
2. **Mission:** To empower, enrich and enhance youth in northwest Detroit.

Vision: Youth in northwest Detroit are capable of exceeding their expectations and discovering their potential.

3. **Annual Meeting:** Held in November