

**Bylaws**  
**Community Resource Center, Inc.**

**Article I – Name and Area of Operation**

The name of the Corporation is Community Resource Center, Inc. The area served is the Village of Manchester and the surrounding townships of Bridgewater, Freedom, Manchester, and Sharon which roughly correspond to the Manchester Community School District.

**Article II – Not for Profit Incorporation**

The Community Resource Center (CRC) is a non-profit corporation organized under the laws of the State of Michigan pursuant to the provisions of Act 162 Public Acts of 1982, as amended. As required by MCL 432.103 (9) (b), the CRC's organization as a non-profit organization shall be perpetual.

**Article III – Purposes**

The purposes of the Corporation are exclusively charitable and/or educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or in any U.S. Internal Revenue Code. The Corporation may:

- A. Provide Manchester area residents with information and referrals to public and charitable human resource service programs, assess patterns of underserved needs, and educate the community as to the availability of human resource services.
- B. Establish, maintain, and operate functions and services in the Manchester area to assist the unemployed, low income, the elderly, the frail, those suffering temporary financial distress, and others in the service area in need of direct services, education, advocacy, or other support to decrease their hardships.
- C. Conduct fund raising activities to further the purposes of the Corporation either directly or in cooperation with other Section 501 (c) (3) organizations.
- D. Acquire, own, utilize, or dispose of personal property and interests, including gifts, grants, bequests, and devices. All proceeds of such acts will further the purposes of the Corporation.

## **VISION:**

Our vision is a Manchester community where everyone thrives. Our goal is to expand our reach, improve our services, and continue to be a pillar of support for those facing food and financial insecurity.

## **MISSION:**

At the Manchester Community Resource Center, our mission is to serve all individuals and families by connecting them to resources that improve their lives. We invite you to join us in our mission, whether through volunteering, donating, spreading the word about our services or shopping in our food pantry. Together, we can make a significant difference in the fight against hunger and ensure that no one in our community goes without a meal.

## **EQUITY:**

Our core values revolve around compassion, dignity, and respect for all. We strive to create a welcoming and non-judgmental environment where everyone can access the resources they need. We understand that food and financial insecurity can affect anyone, and our commitment to serving our community is unwavering. We continuously evaluate our policies and programs to eliminate unintentional barriers to ensure that no one is excluded or left behind. We rely on the generosity of community members, volunteers, and supporters to make our organization a beacon of hope for individuals and families facing food and financial insecurity. With their help, we are able to make a positive impact on the lives of the people we serve.

## **Article IV – Board of Directors**

- A. Conduct of Business The business and affairs of the Corporation are managed by a Board of Directors which functions as the governing body of the Corporation. The Board of Directors meets as often as necessary to conduct the business of the Corporation, but must meet at least quarterly.
- B. Number and Selection of Board Members  
The Board of Directors consists of a minimum of nine (9) and a maximum of fifteen (15) persons, not including non-voting members. It is requested that each participating organization appoint one person to represent it on the Board. Each represented organization will have one (1) vote. The remaining Board members are appointed from the public at large, by the Nominating Committee and approved by the Board and each will have one (1) vote.

C. Participating Organizations

Participating organizations may include, but are not limited to, other community non-profits. The board will approve the addition of any new "participating organizations" through majority vote.

D. The CRC Executive Director

The Executive Director (ED), a non-voting member of the Board, is a paid position of the Corporation who reports to the CRC board at regularly scheduled Board meetings. The Board sets the ED's annual salary based on a yearly performance review conducted by the Board.

E. Term

Board members serve a term of three (3) years and are eligible to renew, subject to Board approval.

F. Vacancies

A vacancy may be filled with a person selected by the remaining members of the Board by majority vote.

G. Removal

A Board member may be removed by a vote of the majority of the Board members.

H. Annual Meeting

The Board of Directors will meet each March for the election of officers and any other business appropriate to this meeting. If less than a quorum attends the meeting, the annual meeting will be held at a later date, either at a regular or special meeting.

Notice of the annual meeting will be given to the Board members. The public will be invited to attend by publishing a notice of the meeting in a general circulation newspaper in Washtenaw County and on Manchester area electronic media.

I. Regular and Special Meetings

Nine regular meetings per year of the Board of Directors will be held at such times and places as agreed by the Board. Board members will be notified one (1) week prior to the meetings of agenda, minutes, budget, director's report and supporting documents. Electronic reports will be sent in December.

J. Notice of Meetings of the Board of Directors

Notice, given in any manner, of the time and place of all meetings will be given to the Board members three (3) days prior to the date of the meeting. Notices for special meetings will state the purpose of the meeting. No

business may be conducted at such meetings other than those specified in the notice.

K. Waiver of Notice of Meeting

Notice, given in any manner, of any meeting of the Board may be waived before or after the meeting. Attendance at a meeting constitutes a waiver of the meeting.

L. Action without Meeting

Any action required by the Board members, at any meeting, may be taken without an in-person meeting, without prior notice, with and without a vote, providing all voting- eligible members agree in writing (including electronic form). The action request will be initiated and sent out by the President of the Board. If by electronic means, action, support and vote will be required by hitting "reply all." The secretary will report all results to the minutes.

M. Quorum and Voting Requirements

A majority of the members of the Board constitute a quorum for the transaction of business. The vote of a majority of Board Directors present at a meeting constitutes an act of the Board. A member of the Board may participate in a meeting via any remote conferencing and be considered in attendance.

N. Powers of the Board of Directors

The Board of Directors has the power and authority to control and manage the business, property, affairs, and funds of the Corporation. The Board performs all functions permitted to a Section 501 (c) (3) organization under the Internal Revenue Code and the laws of the State of Michigan, including raising funds and securing obligations in the interest of the Corporation.

O. Limitations on Powers of Board of Directors

Voting by not less than three fourths ( $\frac{3}{4}$ ) of the members of the Board is required for the following actions of the Board. Voting results are determined by a simple majority.

1. Any amendment to the Articles of Incorporation or Bylaws of the Corporation that affect the size of the Board of Directors, its constituency, or manner of selection.
2. The election or removal of members of the Board.
3. Participation in any partnership or joint venture.
4. Approval of plans to merge, consolidate, or dissolve.

5. Cessation of activities of the Corporation and dissolution.

P. Compensation

No member of the Board is entitled to any compensation for services rendered, except in cases where such services are beyond the scope of his/her duties as a Board member. In such cases compensation must be approved by the Board.

Q. Execution of Conveyances, Mortgages, and Contracts

All conveyances, mortgages, and material contracts must be acknowledged in the name of the Corporation by the President and the Secretary or Treasurer.

### **Article V - Officers**

A. Officers

The Officers are the President, Vice President, Secretary, and Treasurer.

B. Election and Term of Office

The Officers are elected for a term of one (1) year by the Board of Directors at its annual meeting. The slate of Officers is nominated by the President, acting for the Nominating Committee. Nominations remain open until the time of election.

C. Removal

Any Officer may be removed with or without cause by the majority of the Board of Directors in office.

D. Vacancies The Board of Directors may select a successor to any open office to serve until the expiration of the normal term.

E. Roles and Responsibilities of Officers:

1. President

The President is elected from members of the Board and presides at each meeting. The President, in conjunction with the CRC Executive Director (ED), sets the agenda for each Board meeting and sends it to the Board prior to the Board meeting.

The President initiates the annual review of the ED. Other duties may be assigned by the Board of Directors.

2. Vice President

The Vice President performs duties assigned by the president. In the president's absence, the Vice President assumes the duties and powers of the President.

3. Secretary

The Secretary ensures the recording, preservation, and distribution of the minutes of the meetings of the Board of Directors.

4. Treasurer

The Treasurer ensures that an accounting system is in place and maintained to provide a true and accurate accounting of the financial transactions of the CRC. The Treasurer provides the Board with a financial report at each Board meeting and, in cooperation with the Executive Director (and other interested Board members), prepares and presents a budget for the following year.

### **Article VI - Executive Director**

A. The CRC Executive Director is the Chief Executive Officer of the Corporation with full responsibility for all activities, volunteers, and employees.

Responsibilities include:

1. Achieve the mission and objectives of the Corporation in accordance with policies approved by the Board of Directors.
2. Prepare the annual budget, in cooperation with the Treasurer and other Board members.
3. Report to the CRC board on a monthly basis.
4. Select, manage, and discharge staff.
5. Serve as the chief liaison officer and channel of communication for all official communications between the Board and the community (including county and state governmental agencies).

The Executive Director employs and manages all staff and volunteers to conduct the business of the Corporation. The Executive Director makes recommendations to the Board regarding policies requiring Board approval. On behalf of the Board of Directors, the Executive Director has the power to perform all acts, execute and deliver all documents and policies set by the Board, with the exception of those included in Article V., Section P.

B. The Executive Director is an “at-will” employee of the Corporation and may be removed by the Board of Directors with or without cause.

## Article VII – Committees of the Board

### A. Committees

The programs of the Board are Administrative, Program, and Special in nature.

1. Administrative Committees are the Executive Committee, the Nominating Committee, the Financial Committee, and the **Fund Development** Committee.
2. Program Committees are established by resolution of the Board to meet the needs and mission of the organization.
3. Special Committees are activated by the Board or Director when time-based tasks occur. Special committees, such as the annual Banquet Committee, only have power to act on behalf of the task with which they are discharged.

### B. Appointment of Committees

Committees are responsible for assembling their own members and reporting them to the Board. Board members may serve on one or more Special committees. Service on the Nominating, Finance, and Executive committees is limited to Board members in accordance with the definition of the committee.

### C. Executive Committee

The Executive Committee, unless the Board of Directors resolves otherwise, consists of the elected Officers. The Executive Committee has the power to exercise all powers of the Board in the affairs of the Corporation. The Executive Committee does not have the power to act on behalf of the Corporation to:

1. Amend the Articles of Incorporation.
2. Amend the Bylaws.
3. Adopt an agreement of merger or consolidation.
4. Authorize the sale or lease of assets.
5. Authorize dissolution.
6. Fill vacancies on the Board.

D. Nominating Committee

The Nominating Committee is a group that manages the nominating of potential board members. The Nominating Committee consists of three (3) or more Board members and one member is the President. The Committee will:

1. Recommend potential Board members.
2. Fill vacancies on the Board.

E. Fund Development Committee:

The Fund Development Committee consists of one (1) or more Board members and any number of members of the community. The duties of the Fund Development Committee are:

1. Propose methods for fundraising to the CRC director each year.
2. Assist the Director and Special Committees in promotion of events.
3. Assist the Director in preparation of the annual report.

F. Finance Committee

The Finance Committee consists of the President, Treasurer, and Executive Director. The duties of the Finance Committee are:

1. Provide overall financial oversight for the organization.
2. Develop the annual budget and provide to the board for review and adoption.

## **Article VIII – Indemnification**

A. Indemnification

The Corporation indemnifies, to the fullest extent allowed by Michigan law, any person and heirs and legal representatives of that person, who made or threatened to make a party to any action, suit or proceeding (civil, criminal, administrative, or investigative) whether brought by or in the right of the Corporation against a director, officer, employee, or person who served on a formally constituted voluntary committee of the Corporation, including legal fees, fines, and amounts paid in settlement actually and reasonably incurred.

B. Liability Insurance

The Corporation may purchase and maintain insurance only in excess of a valid, collective insurance or other source of indemnification on behalf of any person described in Article IX.A. against any liability asserted against that person or incurred by “said person” while serving in a CRC capacity.

## **Article IX- Finances**

### **A. Funds**

All money paid to the Corporation will be placed in a general operating fund or in a separate fund designated for a particular purpose or project.

### **B. Disbursements**

Upon approval of the budget, the Treasurer is authorized to make, or authorizes the Executive Director to make, disbursements on accounts and expenses (including payroll) provided for in the budget without prior approval of the Board. In cases where disbursement is made by the Executive Director, those in excess of \$1,000.00 must be pre-approved in writing by the Treasurer or President with proper notice prior to release.

### **C. Fiscal Year**

The fiscal year is January 1 through December 31.

### **D. Budget**

The executive director and treasurer will submit to the Board of Directors for approval of a budget for the upcoming year.

### **E. Bonding**

Officers and staff that the Board designates will be bonded by a fidelity bond in the amount set by the Board and paid for by the Corporation.

## **Article X – Dissolution**

### **A. Procedure**

In case of dissolution, the assets (cash and property) of the Corporation will be distributed within the service area, as directed by the Board of Directors, to one or more government or IRS designated 501 (c) (3) charitable organizations.

## **Article XI – Amendments**

### **A. Revisions**

The bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors. Any proposed alterations will be submitted to the Board at least ten (10) days prior to the meeting at which they will be voted upon.

Original bylaws adopted 16 November 1988.

Amended 1 March 1998, 27 September 2006, 28 May 2008, 16 February 2022, 15 March 2023, **December 20, 2023**.