



## BYLAWS

### SENIOR COORDINATING AGING NETWORK II (SCAN Macomb)

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#### ARTICLE 1: NAME

The name of this non-profit organization shall be Senior Coordinating Aging Network II (dba's to be registered as required by law: SCAN Macomb, Senior Coordinating Aging Network of Macomb County, and SCAN Macomb County).

#### ARTICLE 2: PURPOSE

*Section 2.01:* Senior Coordinating Aging Network II (SCAN Macomb) is a non-profit coalition of individuals from public, private, and non-profit agencies who are interested in pursuing strategies and approaches for enhanced coordination of services and programs for the aging. Specifically, SCAN Macomb will seek to accomplish its purpose by following educational and networking strategies.

- (a) To provide an opportunity for service providers to interact with other professionals in the field.
- (b) To provide a forum where information and ideas about new programs, services, workshops, and legislation can be exchanged.
- (c) To provide speakers and programs to keep members informed about current trends.
- (d) To provide donations to charitable organizations in need of enhancing their mission to serve older adults.

#### ARTICLE 3: LOCATION

*Section 3.01: Registered Office.* The Registered office of SCAN Macomb is located at the office of:49694 Keycove Court, Chesterfield, MI 48047. The Registered Office of SCAN Macomb may be changed by the Executive Board from time to time upon filing notices as may be required by law.

*Section 3.02: Registered Agent.* The Resident Agent is the current Chairperson. The Resident Agent may be changed by the Executive Board from time to time upon filing of such notices as required by law.

*Section 3.03: Mailing Address.* The mailing address of SCAN Macomb is: 49694 Keycove Court, Chesterfield, MI 48047. The mailing address of SCAN Macomb may be changed by the Executive Board from time to time upon filing of such notices as may be required by law.

#### ARTICLE 4: MEMBERSHIP

*Section 4.01: Qualifications and Responsibilities of Members.* SCAN Macomb shall be comprised of professional individuals and representatives from public, private, or non-profit organizations servicing older adults. Each individual is a member. Organizations may not be a member.

*Section 4.02: Voting.* For the purposes of the general administrative or executive functions of SCAN Macomb, all individual members, regardless of agency or community affiliation shall be allowed to vote while in attendance at general membership meetings. Such functions include, for example: approval of minutes, accepting treasurer's reports, approval of amendments/revisions to SCAN Macomb bylaws, etc.



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*Section 4.03: Membership Dues.* The Executive Board shall have the authority to set and change the amount of annual dues payable to SCAN Macomb by members. Renewal dues shall be paid on or before an individual's annual membership anniversary date.

#### **ARTICLE 5: MEETINGS**

*Section 5.01: General Meetings.* Regular meetings of the members will usually be held the 3<sup>rd</sup> Friday of the odd numbered months. Special meetings may be called as needed. Cancellation or rescheduling of a regular meeting can occur with a majority vote of the board. The Chairperson shall prepare an agenda for the General Meeting.

*Section 5.02: Executive Board Meetings.* Executive Board meetings will usually be held at the decision of the Board. Special meetings may be called, as needed, by a majority vote of the Executive Board or Chairperson. Cancellation or rescheduling of an Executive Board meeting can occur at the discretion of the Chairperson.

*Section 5.03: Notice.* No less than five (5) and no more than thirty (30) days prior to a scheduled meeting, a notice of every general meeting shall be given to each member of SCAN Macomb. Such notice of such meeting shall state the date, time, and location, and program/speaker.

*Section 5.04: Quorum.* A simple majority (more than half) of the attending members with active voting status shall constitute a quorum. If a quorum of the general membership is not present, a quorum of the Executive Board shall constitute the authority to vote on issues at hand on behalf of the membership.

#### **ARTICLE 6: OFFICERS**

*Section 6.01: Designations.* The Executive Board of SCAN Macomb shall be comprised of the following Officer positions: a Chairperson, Vice Chair, Secretary, Treasurer, and a minimum of five (5) and maximum of nine (9) Members At Large. The same person, except for the Chairperson, may hold any two or more offices.

Committees established: Program/Special Events; Technology; Charity (s); Membership; and Elections.

*Section 6.02: Election of Officers.* Election of officers shall take place every two (2) years. The Chairperson and Secretary shall be elected odd years. The Vice Chair and Treasurer shall be elected even years. The Members in good standing shall elect all Officers from the Executive Board for terms of two years. Nominations shall only be made and accepted by Members in good standing.

*Section 6.03: Qualifications and Non-Discrimination.* The Members qualified to vote, as described in Article 4, shall nominate all members of the Executive board of SCAN Macomb. SCAN Macomb emphasizes the dignity and equality common to all persons and in all of its activities does not engage in or condone discrimination against individuals on the basis of race, color, sexual orientation, gender, religion, disability, age, veteran status, ancestry, national origin, or ethnic origin.



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*Section 6.04: Chairperson.* The Chairperson shall:

- (a) Preside over all meetings of the Executive Board;
- (b) Shall have administrative, managerial, and supervisory control over all the operations of SCAN Macomb;
- (c) Shall have the power and authority to make any and all of the ordinary and usual decisions concerning the operations of SCAN Macomb.

*Section 6.05: Vice Chair.* The Vice Chair will preside over meetings of SCAN Macomb in the absence of the Chairperson. The Vice Chair will support the Chairperson as needed on committees, projects, and any other administrative responsibilities needed for the operation of SCAN Macomb. In the event that the Chairperson can no longer continue in office, the Vice Chair shall assume the office of Chairperson.

*Section 6.06: Secretary.* During the absence of the Chairperson and the Vice Chair, the Secretary shall exercise all the functions of the Chairperson. The Secretary shall perform all duties as assigned by the Chairperson or by the Executive Board including:

- (a) Issuing notices for all meetings, except for notices of special meetings of the Executive Board which are called by the requisite number of Officers.
- (b) Keeping minutes of all meetings, including a record of attendance;
- (c) Maintaining a register of the name and mailing address of each Member and Officer of SCAN Macomb;
- (d) Making such reports and performing such other duties as are required by the office of Secretary, or are properly required by the Executive Board.

*Section 6.07: Treasurer.* The Treasurer shall be responsible for:

- (a) Taking charge of and maintaining custody of all monies and securities of SCAN Macomb;
- (b) Receiving and giving receipts for monies due and payable to SCAN Macomb from any source;
- (c) Depositing all monies in the name of SCAN Macomb in banks, trust companies, or other depositories as authorized by resolution of the Executive Board;
- (d) Writing checks and distributing funds to discharge obligations of SCAN Macomb;
- (e) An official copy of all documents filed with the State of Michigan related to SCAN Macomb, including Articles Of Incorporation and any articles of amendment related to incorporation, registered office, or registered agent of SCAN Macomb;
- (f) Maintaining the financial books and records of SCAN Macomb;
- (g) Preparing financial reports every one month period and at intervals specified by the Chairperson or by the Executive Board;
- (h) Filing all necessary local, state, and federal tax forms as required by law;
- (i) Performing all other duties required by the office of Treasurer, or as assigned by the Chairperson or the Executive Board;
- (j) Report on the account activities and current funds balances at all regular meetings.

*Section 6.08: Members At Large:* The Members At Large shall be responsible for:

- (a) During the absence or disability of the Secretary, a Member At Large shall exercise all functions of the Secretary;
- (b) Actively participating in a committee chairperson role and/or committee role.



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*Section 6.09: Delegation.* If any Officer of SCAN Macomb is absent or unable to act and no other person is authorized to act in such Officer's place by the provision of these Bylaws, the Executive Board may delegate the powers or duties of the absent Officer to any other Officer.

*Section 6.10: Vacancies.* All vacancies on the Executive Board, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the remaining Officers. An Officer elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor or until a successor is nominated and elected.

*Section 6.11: Other Officers.* The Executive Board may appoint such other Officers as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Executive Board.

*Section 6.12: Loans.* SCAN Macomb shall make no loans to any Officer or Agent.

*Section 6.13: Term and Removal.* The Officers of SCAN Macomb shall hold office for two years, or until they are no longer Members of the Executive Board. Officers shall serve no more than three consecutive terms in the same office. Terms begin in January each year unless membership votes to change a term start date. Any Officer or Agent elected by the membership or appointed by the Executive Board may be removed at any time for sufficient cause specifically related to performance of their duties (e.g. failure to show up to two or more consecutive meetings), by the affirmative vote of a majority of the non-removed Executive Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any removed Officer or Agent may request a hearing from the Executive Board to reconsider their decision within thirty (30) days of removal.

*Section 6.14: Indemnification of Officers and Agents.* SCAN Macomb agrees to indemnify, defend and save harmless its Officers and Agents from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon another member, arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by sole negligence of the member or any other party indemnified herein.

*Section 6.15: Liability Insurance.* Liability insurance for Officers may, at the discretion of the Executive Board, be purchased to protect both the Officers and SCAN Macomb from potential harm.

## **ARTICLE 7: EXECUTIVE BOARD**

*Section 7.01: Powers.* All authority and responsibility related to managing the affairs, property, and interests of SCAN Macomb and exercising the powers of SCAN Macomb shall be vested in the Executive Board. In addition to the powers and authorities expressly conferred upon it by the Articles of Incorporation and these corporate bylaws, the Executive Board may exercise all such powers of SCAN Macomb and perform all such lawful acts and duties as are not prohibited by statute or otherwise prohibited by the Articles of Incorporation or these corporate bylaws.



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*Section 7.02: Committees.* The Executive Board may appoint, from time to time, standing or temporary committees, consisting of Members of SCAN Macomb and including no less than one (1) Officer. Such committees may be vested with such powers as the Executive Board may determine by resolution, passed by a majority of the full Executive Board. All committees appointed by the Executive Board shall keep regular minutes of the transactions of their meetings and transmit their minutes to the Chairperson of SCAN Macomb for keeping with SCAN Macomb's records. The designation of any such committee, and the delegation of authority thereto, shall not relieve the Executive Board of any responsibility imposed by law.

*Section 7.03: Notice.* Except as may otherwise be required by law, any notice to any Officer may be delivered personally, or by mail, or by electronic mail. If mailed, the notice will be deemed delivered when deposited in the United States mail and addressed to the addressee at his or her last known address in the records of SCAN Macomb with sufficient postage paid. If mailed electronically, the notice will be deemed delivered when sent to the last known electronic address in the record of SCAN Macomb.

*Section 7.04: Reserved Powers of the Executive Board.* The Executive Board shall not delegate its authority to any committee, and no committee shall exercise the authority of the Executive Board, in reference to:

- (a) Electing, appointing, or removing any Officer of SCAN Macomb, or
- (b) Amending the Articles of Incorporation; or
- (c) Adopting a plan of merger or consolidation with another entity; or
- (d) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property or assets of SCAN Macomb; or
- (e) Authorizing the voluntary dissolution of SCAN Macomb; or
- (f) Amending, altering, or repealing any resolution of the Executive Board, which by its term provided that it shall not be amended, altered, or repealed by such committee.

## ARTICLE 8: FISCAL CONTROLS

*Section 8.01: Fiscal Year.* SCAN Macomb's fiscal year shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

*Section 8.02: Internal Controls.* The Membership shall set up Audit Committee (of 2 people) who will review these accounts, bank statements and disbursements on a semi-annual basis, to ensure fiscal responsibility and verify accounting. The Membership shall annually review the balance of funds in SCAN Macomb accounts to determine the amount of funds available to offer for donations, keeping reasonable reserves.

*Section 8.03: Independent GAAP Audit/Review.* An independent agent will perform either an audit or review no less than every two years. They will review the accounts, bank statements and disbursements to ensure fiscal responsibility and verify accounting.



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#### ARTICLE 9: AFFILIATION

*Section 9.01: State Affiliation.* In order to share best practices and enhance the purposes outlined in Article 2 of these bylaws, SCAN Macomb shall affiliate itself with Senior Coordinating Aging Networks of Michigan, Inc. (SCAN Michigan). Such Affiliation shall not supersede, encumber or replace these bylaws and purpose of SCAN Macomb and shall only serve to improve SCAN Macomb.

*Section 9.02 Chapter Affiliation.* SCAN Macomb shall send a delegation to attend other chapter SCAN meetings and shall welcome, at no cost, other SCAN chapters to attend its meetings and events.

#### ARTICLE 10: AMMENDMENTS

*Section 10.01:* The Executive Board shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided that:

- (a) Motion to alter, amend, or repeal the Bylaws of SCAN Macomb is properly made and seconded at any regular or special meeting of the Executive Board, and tabled for action to be taken at a subsequent regular or special meeting of the Executive Board;
- (b) No amendment shall authorize the Executive board to conduct the affairs of SCAN Macomb in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- (c) The language of the motion to alter, amend, or repeal the Bylaws of SCAN Macomb is stated in the minutes of the meeting at which the motion was made and seconded, and such minutes are distributed to all Officers in advance of the subsequent regular or special meeting of the Executive board; and
- (d) The vote upon the motion to alter, amend, or repeal SCAN Macomb is taken at the subsequent meeting of the Executive Board, at which a quorum is present and a majority of the Officers present votes to accept or reject the motion.

#### ARTICLE 11: PARLIAMENTARY PROCEDURES

*Section 11.1.* The Bylaws of SCAN Macomb may be suspended by a two-thirds vote of the attending registered members, in good standing, of the organization at a meeting convened for this specific purpose.

*Section 11.2.* Roberts Rules of Order, latest edition shall be the governing Parliamentary Law of SCAN Macomb.

#### ARTICLE 12: DISSOLUTION OF THE ORGANIZATION

*Section 12.01:* SCAN Macomb may be dissolved at any time by a two-thirds vote of the required membership attending a special meeting convened for this specific purpose, providing written notification has been delivered to the registered membership no less than thirty(30) days prior to the scheduled meeting date.



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*IN WITNESS WHEREOF, Senior Coordinating Aging Network II (SCAN Macomb) has duly executed and ratified these Bylaws on this 3rd day of September, 2020.*

*Chairperson for Senior Coordinating Aging Network II (Scan Macomb),*

*Printed Name:* Karen Adair

*Signature:* 

*Date:* 09 / 08 / 2020

*Vice Chair for Senior Coordinating Aging Network II (SCAN Macomb),*

*Printed Name:* Krista Kuligowski

*Signature:*  *Date:* 09 / 08 / 2020

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**09 / 08 / 2020**

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