

# Brightmoor Artisans Collective

## By laws

Approved for adoption 12/12/2016.  
Non-profit, membership based organization.



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## Bylaws of Brightmoor Artisans Collective

### Article I -- Name and Purpose

Section 1 -- *Name*: The name of the organization shall be Brightmoor Artisans Collective. It shall be a non-profit organization incorporated under the laws of the State of Michigan.

Section 2 -- *Purpose*: Brightmoor Artisans Collective (“corporation”) is organized exclusively for charitable, scientific and educational purposes, including:

to create an equitable, sustainable and local economy based on healthy, locally grown and crafted products in Brightmoor;

to create a space where community members can safely and creatively work and learn together to process, market and consume affordable and healthy food; and

to do things as permitted by the Nonprofit Corporation Act, as revised and amended.

### Article II -- Membership

Section 1 -- *Eligibility for membership*: Application for membership shall be open to any persons who support the purpose statement in Article I, section 2. Membership is granted after receipt of the annual membership dues.

Section 2 -- *Annual Dues*: The amount required for annual dues shall be \$45 each year. The annual dues must be received by the Secretary at the Annual Meeting. Continued membership is contingent upon being up-to-date on payment of membership dues.

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Section 3 -- *Rights of members*: Each voting member shall be eligible to cast a vote if present at a voting meeting. Voting members are also entitled to enroll in the work trade program as defined in the Policies and Procedures of the corporation.

Section 4 -- *Resignation and Termination*: Members may resign at will and such resignation will not result in reimbursement of dues or other prepaid charges. A membership will be considered immediately terminated for all purposes for the failure to timely remit annual dues. A member can also have their membership terminated by a majority vote of the voting members.

Section 5 -- *Non-Transferrable Membership*: A membership is not transferable or assignable.

Section 6 -- *Provisional Period*: Members will be subject to a non-voting membership period for one month after joining, following which time they will be granted voting privileges. A member terminated due to their failure to remit timely annual dues will be subject to the same provisional period as a new member upon payment of dues.

### Article III -- Meetings of Members

Section 1 -- *Regular Meetings*: Regular meetings of the members shall be held at least quarterly, at a time and place designated by the Secretary.

Section 2 -- *Annual Meetings*: An annual meeting of the members shall take place in the month of December, the specific date, time, and location of which will be designated by the secretary. At the annual meeting, the voting members shall elect the members of the board, receive reports on the activity of the organization, and determine the direction of the organization for the coming year.

Section 3 -- *Special Meetings*: Special meetings may be called by the board, or the majority of the voting members.

Section 4 -- *Notice of meetings*: An electronic mail message will be sent to those voting members who have previously elected to receive notices via electronic mail as well as postal mail notification to those voting members requesting it ten (10) days before the meeting to each voting member with the time, place, if any, and purpose of the meeting.

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Section 5 – *Waiver of meetings*: Whenever any notice is required to be given to any voting member pursuant to the Bylaws, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the voting member entitled to such notice, shall be deemed equivalent to the giving of such notice.

Section 6 -- *Quorum*: At least ten voting members present at any meeting shall constitute a quorum.

Section 7 -- *Voting*: All issues to be voted on will be decided by a  $\frac{2}{3}$  majority vote of the voting members present.

#### Article IV -- Board of Directors

Section 1 -- *Board role, size, and compensation*: The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the Kitchen Manager. The board is responsible for approving the annual budget. Expenditures in excess of annual budget for any item and unbudgeted expenditures will be presented by the Kitchen Manager to the board for approval. A majority of the board may request a vote of membership on any matter. The board shall have up to nine (9), but no fewer than three (3) members. The board members are required to be voting members of the organization. The board shall receive no compensation other than reimbursement of reasonable expenses.

Section 2 -- *Terms*: For the initial term, the Committee Heads shall be elected to the board for a one-year term and two members serving as the Treasurer and Secretary shall be elected to a two year term. Thereafter, board members whose terms are expiring will be elected at each annual meeting and shall serve for terms of two (2) years. Board members may serve up to five (5) consecutive terms.

Section 3 -- *Meetings and Notice*: The board shall meet at least quarterly, at an agreed upon time and place. As needed, special meetings may be called by the board at any time. An electronic mail notification will be sent out the week before any special meeting to each board member to the address disclosed by each board member. Meetings may take place electronically upon the unanimous written consent of the board members.

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Section 4 – *Waiver of meetings*: whenever any notice is required to be given to any board member pursuant to the Bylaws, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the board member entitled to such notice, shall be deemed equivalent to the giving of such notice.

Section 5 - *Action without meeting*: Any action required or permitted to be taken by the board at a meeting may be taken without a meeting if all of the board members shall consent in writing to such action. The action shall be evidenced by one or more written consents describing the action taken, signed by each board member, and included in the minutes or filed with the corporate records reflecting the action taken. Any action taken hereunder shall be effective upon the receipt of the written consent of all of the board members' approval of the action under consideration. Electronic voting shall be permitted in conjunction with the solicitation of written consents.

Section 6 - *Telephonic meetings*: The board shall permit any or all board members to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all board members participating may simultaneously hear each other during the meeting. A board member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7 -- *Board elections*: New board members shall be elected, or re-elected, by the voting members at the annual meeting. Board members will be elected by a  $\frac{2}{3}$  majority vote of the members present at the annual meeting.

Section 8 -- *Election procedures*: The voting members shall be responsible for nominating a slate of prospective board members representing the organization's diverse constituency no later than thirty days before the annual December meeting. The nominations must be in writing and received by the Secretary.

Section 9 -- *Quorum*: A quorum must be attended by at least  $\frac{3}{4}$  majority of board members for motions to pass.

Section 10 – *Designation of Corporate Officers*: The corporate officers of the organization shall be the Treasurer, the Secretary, and the three committee heads. All officers will be elected by the

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members at the annual meeting. Additional officers and assistant officers may be appointed by the board of directors as they are deemed necessary.

Section 11 – *Duties*: The officers of the organization shall perform the duties usually pertaining to their respective offices in the organization or as otherwise stated within the Bylaws. Additional duties may be prescribed from time to time by the board of directors. Their duties are as follows:

The committee heads shall represent their committee members at board meetings. Committees maintain operations within their approved annual budgets.

The Treasurer shall make a report at each board meeting, assist in the preparation of the budget, help develop fundraising plans, ensure that corporation is in compliance with MCL 400.273 and make financial information available to board members and the public in order to maintain transparency.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of the minutes and the agenda, and ensuring the corporate records are maintained.

Section 12 -- *Vacancies*: When a vacancy on the board exists mid-term, the Secretary shall receive nominations from the members. These nominations are then voted on at the next regular or special board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 13 -- *Resignation, termination, and absences*: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, such as more than two unexcused absences from board meetings in a year. A board member can be removed for other reasons by a  $\frac{2}{3}$  vote of remaining board members, or  $\frac{2}{3}$  vote of voting members.

Section 14 -- *Special meetings*: Special meetings of the board shall be called upon the request of  $\frac{1}{3}$  of the board. Notices of special meetings shall be sent out by the Secretary to each board member at least a week in advance.

Section 15 – *Board member liability*: A board member of the organization shall not be personally liable to the organization for monetary damages for a breach of the board member's fiduciary duty

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arising under applicable law. This section does not eliminate or limit the liability of a board member for any of the following reasons:

- A breach of the board member's duty of loyalty to the corporation;
- Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;
- A violation of section 551(1) of the Michigan Nonprofit Corporation Act;
- A transaction from which the board member derived an improper personal benefit; and
- An act or omission that is grossly negligent.

Section 16 – *Assumption of liability of board member*: The corporation assumes all liability to any person or entity, other than the corporation, for all acts or omissions of a board member occurring on or after the effective date of these Bylaws and in the good faith performance of the board member's duties as such. Notwithstanding the foregoing, a board member shall be personally liable to the corporation for monetary damages for a breach of fiduciary duty as a board member to the extent set forth in this article, and the corporation shall not be precluded from bringing or maintain a claim against a board member.

Section 17 – *Indemnification*: The organization shall indemnify, to the fullest extent authorized or permitted by Michigan law, any person and such person's heirs and legal representatives, who is made or threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative), whether brought by or in the right of the organization or otherwise, by reason of the fact that such person is or was at any time a board member or officer of the organization. Such person shall be identified against expenses (including attorney fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred or to be incurred by the person in connection with such action, suit or proceedings If such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

## Article V -- Committees

Section 1 -- *Committee formation*: The board may create and disband committees as needed, such as operations, programming, and maintenance. All voting members vote to elect each committee head.

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Section 2 -- *Outreach Committee*: Responsible for facilitating canvassing team (Monthly newsletter canvassing), organizing volunteers for canvassing teams, making reminder phone calls for meetings and events, making social media contributions, and coordinating with the board Secretary.

Section 3 -- *Programming Committee*: Responsible for event planning and facilitation (Quarterly fundraising events), organizing volunteers to set-up/tear down for events, facilitating the setup/tear down for events, submitting budget for events, coordinating with the board Treasurer.

Section 4 -- *Maintenance Committee*: Responsible for bi-monthly inspection for needs (Interior: changing filters and light bulbs, paint touch-ups, etc. Exterior: cleaning gutters, roof, units, parking lot, snow removal, garden maintenance, etc.), organizing volunteers for assistance, and coordinating with the Kitchen Manager.

Section 5 -- *Community Support*: Up to two community support roles; responsible for supporting other board members.

## Article VI -- Staff

Section 1 -- *Kitchen Manager*: The Kitchen Manager shall be hired, managed and terminated at will by the board and serve as the Executive Director of the organization. The kitchen manager has day-to-day responsibilities for the organization, including implementation and execution of the organization's goals and policies. The kitchen manager will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

Section 2 -- *Education Staff*: The education staff is hired and terminated at will by the Executive Director with the approval of the board. The education staff will be managed by the Kitchen Manager. They will be responsible for planning curricula and schedules for the classes that are to be approved by the Kitchen Manager.

## Article VIII -- Dissolution

Section 1 -- *Dissolution*: The board first must adopt a resolution to dissolve the organization by a ¾ majority vote and a plan of distribution of the nonprofit's assets. The proposed dissolution then must be submitted to the voting members, and the members must meet to vote on the proposal. The Secretary will give 10 days' advance notice of the proposed member meeting to each member entitled

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to vote. At the meeting, a  $\frac{2}{3}$  majority of all member votes entitled to be cast must approve the dissolution. The remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

### Article IX-- Conflict of Interest Policy

Section 1 – *Disclosure*: When a member of the board or an officer is affiliated with an organization seeking to provide services or facilities to the corporation, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the board of directors and made a matter of record, either when the interest becomes a matter of board action or as part of a periodic procedure to be established by the board. An affiliation with an organization will be considered to exist when a board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. -- *Voting*: Any board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum.

Section 3 -- *Statement of Position*: The foregoing requirements should not be construed to prevent a board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other board members relating to the matter.

### Article X -- Amendments

Section 1 -- *Amendments*: These bylaws may be amended when necessary by  $\frac{2}{3}$  majority vote of the voting members. Proposed amendments must be submitted to the Secretary.