

Bylaws of the Michigan Foundation for Exceptional Children

Article I Organization

Section 1. The Michigan Foundation for Exceptional Children (hereinafter called the "Foundation") is a non-profit charitable corporation organized as a part of the Michigan Council For Exceptional Children (hereinafter called "MCEC") and operates under the conditions established under Section 501(C)(3) of the Internal Revenue Code.

Section 2. The offices of the Foundation shall be c/o LaPointe & Associates, 2143 Commons Parkway, Okemos MI 48864.

Article II Purpose and Objectives

Section 1. The general purpose for which the Foundation is formed is to advance the educational, physical, vocational and personal-social development of children and youth with exceptionalities. In furtherance of this broad aim, the Foundation may sponsor or engage in activities including, but not limited to those that may:

- 1.1 Provide resources or engage directly in activities for the purpose of insuring the full education, physical, vocational and personal-social development of children and youth with exceptionalities.
- 1.2 Strive to protect the legal, educational and human rights of children and youth with exceptionalities.
- 1.3 Act with other agencies, associations and individuals with related objectives.
- 1.4 Provide information or conduct activities designed to assist teachers, families, paraeducators and others in the guidance and education of children and youth with exceptionalities.
- 1.5 Provide guidance and direction in the development of program and facility standards and subsequent models and processes for creating, revising, and evaluating programs for children and youth with exceptionalities.
- 1.6 Develop, field test and, to the extent that they would otherwise be unavailable for use, produce new materials and products for use in educational, physical, vocational and personal-social development activities and programs for children and youth with exceptionalities.
- 1.7 Serve as a catalyst in the State of Michigan, to support the availability of appropriate programs and services for children and youth with exceptionalities.
- 1.8 Engage in such other activities as are necessary to accomplish its general purposes, to include public awareness activities involving the field of special education including research; field testing; dissemination of information; holding of seminars or meetings and conventions; receiving and administering grants and contributions; and the funding and granting of scholarships and other awards.

Section 2. It is provided, however, that the Foundation shall not engage in any activity which would be inconsistent with the status of an educational and charitable organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or any successor provision thereto, and provided further that none of the above stated purposes of the Foundation shall be construed as other than the public benefit purposes appropriate for such a charitable and educational organization.

Article III Revenues and Expenditures

Section 1. Initial funding for the Foundation will come from the MCEC fund equity. The Foundation Treasurer will keep all foundation monies in a separate account. Subsequent contributions from the MCEC general budget will be determined, by the MCEC executive board at the annual summer planning meeting, on the basis of prior year profits or losses and anticipated outcomes for the following year's budget.

Since MCEC has 501(c)(3) status making it non-taxable and able to grant potential donors full deductions on their federal income taxes, a wide variety of potential revenue sources become available to the Foundation, i.e. MCEC raffles, auctions, memorial donations, or simply charitable contributions.

Section 2. Routine expenditures incurred in running the Foundation (travel, postage, supplies, printing, etc.) will come out of the MCEC general budget. Foundation monies will be expended for Foundation approved projects only.

Section 3. The Foundation activities will function solely on income generated by the Foundation monies (interest, dividends, etc). For at least the first few years, project expenditures will include not only Foundation income, but also up to one half of the yearly contribution from MCEC's general budget.

Article IV Directors

Section 1. Membership. The entire Board of Directors shall consist of up to ten (10) members and not less than five (5) members.

Section 2. Manner of Appointment. New Directors shall be selected and solicited by the existing Board of Directors of the Foundation and shall be appointed as needed to fill vacancies.

Section 3. Term of Office. The term of office of each Director shall be for three years and until his/her successor has been duly appointed. The three-year terms shall be staggered. The initial reconstituted Board members will have terms of two or three years. The past president of MCEC shall serve a one-year term, held during that MCEC term of office.

Section 4. Duties, Powers and Manner of Acting. The Board of Directors of the Foundation shall have full control and management of the affairs, business and property of the Foundation. Except as provided elsewhere, the Directors shall in all cases act as a Board, regularly convened, and in the transaction of business the act of a majority of the Directors present at a meeting, shall be the act of the Board, provided a quorum is present at the time a vote is taken. The presence at any meeting of a majority of its seated Directors shall constitute a quorum. The Directors may adopt such rules and regulations for the conduct of their meetings and for the management of the Foundation, which they may deem proper, not inconsistent with law, or these Bylaws. Each Director shall have one vote. In the event that less than a quorum is in attendance for any Board meeting, those present may function in an advisory capacity at the pleasure of the Chairperson, after which the Chairperson may seek Board acceptance of the group's recommendations.

Section 5. Resignation. Any Director of the Foundation may resign his/her office at any time. Such resignation is to be made in writing to the Foundation Chairperson and is to take effect when it is delivered unless the notice specifies a later effective date.

Section 6. Removal. The Foundation Board of Directors has the power to remove any member from office for just cause by vote of a majority of Directors. For just cause shall include improperly disclosing or releasing confidential information; benefiting financially from information obtained by reason of the board position; using funds improperly; soliciting or receiving personal gain from actual or potential donors; engaging in acts of moral turpitude; and or ceasing to participate in fulfilling the responsibilities of a member of the Foundation Board of Directors.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as shall be determined by the majority of the Board of Directors. A meeting of the Foundation Board of Directors can be conducted using a variety of communication modes including electronic and teleconferencing.

Section 8. Special Meetings. The Chairperson may call special meetings of the Board of Directors at any time. The Chairperson must, upon the written request of a majority of all Directors, call a special meeting to be held not more than ten (10) days after the Chairperson has received such a request.

Section 9. Compensation. No member of the Board of Directors shall receive compensation for services as such from the Foundation, but Directors may be reimbursed for expenses in attending meetings of the Board or its committees, or in otherwise carrying out the business of the Board. All reimbursements and expenses will be from MCEC monies and approved by the MCEC Executive Board.

Section 10. Conduct of Meetings. The Foundation Board of Directors may adopt rules of procedure for the conduct of its meetings including Robert's Rules of Order, which shall serve as parliamentary authority.

Article V Officers

Section 1. The officers of the Foundation shall be a Chairperson, Vice-Chairperson, Treasurer and others as appointed by the Board of Directors.

Section 2. The Board of Directors shall elect the Chairperson, Vice-Chairperson and Treasurer of the foundation from the Board membership for terms of one year. Terms of office shall begin upon election or immediately upon their appointment when an unexpired term is to be filled. Individuals may be re-elected for consecutive terms as officers. The Chairperson, Vice-Chairperson and Treasurer remain members of the Board of Directors, eligible to vote and take full part in all other board activities.

Section 3. Except to the extent such powers and responsibilities are vested in the Board of Directors, or other officers, the Chairperson and in the absence of the Chairperson, the Vice-Chairperson shall have general charge over the affairs of the Foundation. The Chairperson shall keep the minutes of the Board of Directors; the Treasurer shall be responsible for preparation and submission of such financial reports and budgets as shall be required. Officers shall have such other powers and perform such other duties as may be elsewhere specified in these Bylaws or may from time to time be assigned them by the Board of Directors.

Article VI Amendments

Section 1. Submission of Proposed Amendments. The proposed amendments to the Bylaws can be introduced by a member at a meeting of the Board or be submitted by a member of the Board to the Chairperson prior to the meeting date. The proposed amendment shall be prepared in writing. At the

meeting of introduction of the amendment, the Directors will receive the proposed amendment for review and recommendation for action at the next meeting. Proposed amendments can be submitted to the Board by electronic means for input and voted upon at the next regular meeting of the Foundation Board.

Section 2. Voting. These Bylaws may be amended by a two-thirds majority vote of the Foundation Board of Directors at a meeting where such proposed action is part of the meeting's agenda.

Approved 11/13/2001

Revised 9/14/2004