

By-laws
Community Recovery Alliance
ADDRESS (TBD)
Petoskey, MI 49770

Article I.
NAME

Section 1.

The name of the corporation shall be the Community Recovery Alliance, Inc., a certified non-profit corporation in the State of Michigan: with ID# (TBD) and EIN# (TBD)

Section 2.

The corporation may also choose to do business in the name of CRA of Emmet County.

Section 3.

The organization may change its name at the pleasure of the Board of Directors in keeping with the requirements of the State of Michigan.

Section 4.

These bylaws shall be considered an organizational document supporting and expanding upon the intent of the language in the Articles of Incorporation.

Article II.
PURPOSE

Section 1. Mission Statement

The mission of Community Recovery Alliance (CRA) is to serve as a resource center for individuals and families impacted by drugs and alcohol addictions, mental illness issues, and incarceration as a result of those issues.

Section 2.

Community Recovery Alliance is organized exclusively for charitable, community service, and educational purposes within the meaning of section 501(c) 3 of the Internal Revenue Code.

Section 3.

Community Recovery Alliance is a 501 (c) 3 nonprofit public charity, as identified by the Internal Revenue Service of the United States, but is not linked to or affiliated with any governmental, academic, religious, commercial, or political organization. CRA does not discriminate on the basis of gender, race, ethnicity, national origin, religion, political affiliation or beliefs, sexual orientation, or gender identity or expression and does not promote a particular religious affiliation, dogma, or doctrine as part of its mission or in exchange for its services.

* If the Board decides to change its mission statement here, it follows that every associated organizational document must reflect that change as well.)

Article III. Organizational Structure

Section 1.

Community Recovery Alliance (CRA) is organized on a non-stock, directorship basis and is managed by a Board of Directors.

Section 2.

For purposes of budgeting and reporting, the fiscal year of CRA begins on October 1st of each calendar year and runs through September 30th of the following calendar year.

Article IV. Board of Directors

Section 1 . Membership

Membership on the VWB Board of Directors is limited to no more than eleven and no fewer than five men and women who are appointed to serve two-year terms at the pleasure of the Board.

Section 2. Appointments

During the last quarter of each fiscal year, the Board of Directors shall appoint Directors to replace those whose terms will expire at the end of the fiscal year. The immediate past Chairperson will serve as an ex officio member of the Board of Directors and of the Board's Executive Committee for one year following his or her term in office.

Section 3. Election procedure

New Directors shall be nominated for Board Membership by an ad hoc committee of the current Board, appointed by the Chairperson of the current Board. Nominees will then be appointed to the Board by a majority vote of the Directors present at a regularly scheduled meeting of the Board, provided there is a quorum present. Directors so appointed shall serve immediately and extend through a two-year term beginning on the first day of the next fiscal year.

Section 4. Responsibilities

The Board is responsible for overall policy making and oversight of CRA but delegates responsibility for day-to-day operations of CRA to the staff and to standing Board Committees.

Section 5. Compensation

Board members will receive no compensation for their service to the organization as a Director other than reimbursement for reasonable expenses associated with their service to the organization. All compensation issues will be addressed with proper consideration given to the established Conflict of Interest Policy of CRA.

Section 6: Vacancies

Whenever a vacancy on the Board exists, through resignation, removal, or other significant circumstances, the secretary will receive nominations from the remaining members of the Board, identifying persons willing to fill those vacancies; and then those vacancies can be filled by a simple majority vote of the Board members present at any

appropriately scheduled Board meeting.

Section 7: Resignation and termination

Notification of a resignation from the Board must be received in writing by the secretary of the Board, and notification of that resignation shall be disseminated by the secretary to the remaining Board members as soon as is practical. Any member's position on the Board may be terminated for any reason provided that termination is approved by a majority of the remaining Board members.

**Article V.
Meetings**

Section 1. Time and place

The Board of Directors is required by the IRS to meet at least once a year; but the Board shall customarily meet monthly at a time and place agreed upon by the Board of Directors. At least one meeting of the Board of Directors will take place during the fourth quarter of the fiscal year for the purpose of adopting an annual budget for the following fiscal year and for accepting new appointments and nominations to the Board. Special meetings of the Board of Directors may be called by the Board Chairperson or by a majority of Board Members.

Section 2. Notification

Members of the Board shall receive notice of any and all Board of Directors meetings at least two weeks in advance of each meeting. Special meetings of the Board may be called at any time without regard to the two-week notice whenever an emergency occurs or the special meeting is considered necessary by the Executive Committee of the Board. Notification of regular as well as emergency meetings of the Board of Directors, including the times and places of those meeting, will be considered appropriately delivered when delivered by telephone, via the US Postal Service, or when delivered by email or other commonly used electronic means.

Section 3. Quorum

For the purposes of conducting the business of the organization, a quorum is convened whenever forty percent (40%) of appointed Board members are present, either in person or electronically, at an appropriately called Board meeting.

**Article VI.
Officers and Duties**

Section 1. Officers

There shall be four officers of the board: president, vice-president, secretary and treasurer. Officers will serve for terms of two years.

Section 2. The duties of the President

The President shall convene Board meetings, shall preside at those meetings, and in the absence of the Vice-President, shall designate some other Executive Committee Member to preside in the President's absence.

Section 3. The duties of the Vice-President:

The Vice-President will convene meetings of the full Board in the absence of the

President and will chair certain ad hoc committees as created by the Board.

Section 4. The duties of the Secretary

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 minutes and the agenda to each Board member, and assuring that all appropriate corporate records are maintained.

Section 5. The duties of the Treasurer

The Treasurer shall deliver a financial report to the Board at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and to the public. The Treasurer, in conjunction with the Executive Committee, shall oversee the filing of all necessary annual reports to local, state, and federal authorities such as the annual Form 990 with the federal government, the License to Solicit with the State of Michigan, the CDP Report and The Michigan Department of Licensing and Regulatory Affairs Nonprofit Corporation Annual Report in a timely manner, necessary to keep the organization compliant with any requirements regarding financial reporting.

Section 6. Election of Officers and Terms of Office

Provided a quorum is present, Officers of the Board shall be elected by a majority of the members of the Board attending a regularly scheduled meeting during the last quarter of the fiscal year. Officers shall serve two-year terms. No Board Member shall serve in the same office for more than three consecutive terms.

Section 7. Vacancies Among Officers

Whenever a vacancy occurs among the current office holders, at the next meeting of the Board at which a quorum exists, the remaining Board Members shall elect a Board Member to fill and complete the officer's existing term.

**Article VII.
Committees**

Section 1. Standing Committees and Ad Hoc Committees

The standing committees of the Board of Directors shall include an Executive Committee, a Finance Committee, a Development Committee and a Marketing/Public Relations Committee. The Board of Directors may create additional, ad hoc committees, such as housing, data collection, etc., as needed. The Board President will appoint all committee chairs. The Executive Director (staff) is an ex officio member of all committees.

Section 2: Executive Committee

All four officers plus the immediate past Chairperson shall serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and by-laws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the full Board.

Section 3: Finance Committee

The Treasurer shall chair the Finance Committee that will consist of the Treasurer

and at least three other board members. The Finance Committee is responsible for developing and reviewing all fiscal procedures, including development plans and annual budgets, in conjunction with the staff and other Board members. All budgets are subject to the approval of the Board and all expenditures must be in line with the established budget. Any major changes in the budget must be approved by the Board. The Executive Committee has the authority to make decisions about financial matters in the name of the Board when decisions must be made in a timely manner.

Section 4: Marketing/Public Relations Committee

The chair of the Marketing/Public Relations Committee must be a member of the Board of Directors and is appointed to serve as Chair of the Committee by the Board. In conjunction with the Executive Director of VWB, the Marketing Committee's responsibilities include oversight over any and all publicity associated with CRA, whether in print or delivered to the public electronically through radio, television, or online resources.

**Article VIII.
Finances**

Section 1. Fiscal Year and accounting practices

As identified in Article III., Section 2. of this document, the fiscal year of CRA shall begin on the first day of October of each calendar year and shall extend through the 30th day of September of the following calendar year. The accounting practices of CRA will be consistent with cash basis reporting as opposed to accrual basis reporting and will be considered a matter of public record, readily available to Board members as well as to the public.

Section 2. Accounts and records

The financial accounts and records shall be maintained in accordance with generally accepted accounting principles. A full and complete outside audit conducted by a licensed CPA need not be conducted until such time as one is required by the IRS or some other significant imperative.

Section 3. Drawing on or creating accounts

The Board of Directors shall require two signatures on all checks drawn on the organization's funds above an amount specified from time to time by the Board of Directors. Removal of funds from CRA accounts, other than by check or electronic fund transfer, or establishing or closing accounts in the name of CRA will require two signatures from among those of the Executive Director, the President, the Vice-President, the Secretary, and the Treasurer.

Section 4. Limitations and signatories on funds drawn

Any checks written against the accounts of CRA which are below the amount specified by the Board may be signed by the Executive Director, the Treasurer, or the President alone. Checks for amounts requiring two signatures will be reviewed by the Board of Directors periodically or as necessary. No signatory may be the sole signatory for a check on which he/she is a payee on the check.

**Article IX.
Indemnification**

Section 1.

Community Recovery Alliance may, by resolution of the Board of Directors, provide for indemnification of any and all of its Directors and Officers or former Directors and Officers against indemnity entered and expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of having been a Director or Officer of CRA except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence, intentional acts, or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct. The corporation may purchase insurance for such indemnification.

**Article X.
Executive Director and Staff**

Section 1; Executive Director

The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and Board policies. The Executive Director 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 his or her job description. The Board may, from time to time, designate other duties normally associated with the position of Executive Director. The Executive Director is responsible for hiring, supervising, and if necessary, terminating any and all employees of Community Recovery Alliance.

**Article XI.
Amendments**

Section 1: Amendments

Proposed amendments must be submitted to the secretary in writing and then distributed to Board members with regular Board announcements. The By-laws may be amended by a majority vote of the Board of Directors present at an appropriately scheduled Board meeting, provided there is a quorum.

**Article XII.
Meeting Via Electronic Means**

Section 1

Any meeting held pursuant to these By-laws shall be allowed by teleconference or other electronic means among one or more individuals in separate locations, so long as some individual is at the place required or noticed for the meeting, and so long as all individuals can properly hear and be heard by other individuals. Any document required by these By-laws to be delivered to Board Members may be delivered by telefax, e-mail, or by USPS.

**Article XIII.
Rules of Order**

Section 1

The conduct of all meetings shall be guided by *Robert Rules of Order* unless expressly provided otherwise in these By-laws, or by law.

Article XIV.
Dissolution

Section 1. Dissolution

CRA may be dissolved by the Board of Directors as specified herein. The Board of Directors shall adopt a resolution proposing dissolution of CRA by the affirmative vote of a majority of all Directors. The resolution must include a plan of dissolution that states to whom the assets owned or held by the CRA will be distributed, after creditors are paid. The plan must be in compliance with all statutes of the State of Michigan and with all Federal regulations relating to section 501(c) 3 of the Internal Revenue Service code.

Section 2. Rationale for distributions

The Board of Directors will have discretion in distributing all assets, but the distribution plan must clearly state and certify that the organization to whom the assets will be distributed is a 501 (c) 3 non-profit, public benefit, corporation.

Section 3. Commitment

The current Board of Directors of Community Recovery Alliance and all subsequent members of its Board of Directors pledge and/or will pledge their commitment to operating Community Recovery Alliance, Inc. as a 501 (C) (3) nonprofit, charitable arts organization forever.