

BYLAWS OF GLENSIDE NEIGHBORHOOD ASSOCIATION, INC.

(A Michigan Nonprofit Corporation)

ARTICLE I - Name, Offices and Territory

Section 1. Name. The name of this organization shall be the Glenside Neighborhood Association, Inc. (Hereinafter GNA.)

Section 2. Registered Office. The registered office shall be located at 2325 Westwood Street, Muskegon MI 49441 and the names of the resident agent in charge thereof is the President of GNA.

Section 3. Territory. The primary territorial concern shall be the area bounded by Sherman Avenue, Westwood Drive, Winchester Drive and McGraft Park.

ARTICLE II - Purposes

Section 1. GNA is concerned with all aspects of the neighborhood as it relates to the residents of the area and may do any and all lawful acts in furtherance of the following purposes:

- a) To promote communication, cooperation and friendship among the residents;
- b) To maintain and improve our property and the physical appearance of our community;
- c) To identify neighborhood problems and social needs and to develop and implement solutions;
- d) To have a voice in civic matters affecting our community;
- e) To initiate neighborhood programs to improve the quality of life;
- f) To develop a spirit of pride and individual obligation to the area in which we reside;
- g) To receive and disburse monies, gifts, bequests and goods for community services and for charity; this corporation is organized exclusively for charitable, religious, educational and scientific purposes, and for other such purposes defined by 2.501 (c) (3) of the Internal Revenue Code. This corporation shall not carry on activities not permitted to be carried on by a corporation exempt from the Federal Tax under 501(c) (3) of the Internal Revenue Code;
- h) No part of the earnings of the GNA may benefit or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for professional services rendered and to make payments and distributions in furtherance of the purposes set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE III - Membership

Section 1. Membership. Membership in the GNA shall be open to all residents within the stated boundaries. Any person who has obtained the full age of 18 years and is a resident or property owner in the Glenside Neighborhood is eligible to become a member of the non-profit organization. Membership in the GNA shall be available without regard to religion, race, color, national origin, age, sex, sexual orientation, gender identity or expression, height, weight, familial status, or marital status.

Section 2. At Large Membership. In addition to the foregoing classes, any individual, institution, organization or donor that has a genuine interest and concern for the purposes set forth in Article II may become an At Large Member with Board approval. At Large Members shall not have the right to hold office but may serve in an appointive capacity.

ARTICLE IV - Meeting

Section 1. Annual Meeting. The Annual Meeting of the GNA shall be held in May of each year on such a day and at such a time as shall be determined by the Board of Directors. Members shall begin given seven (7) days notice of the meeting, time and place.

Section 2. Eligibility. All residents and At Large Members shall be eligible to vote.

Section 3. Regular Meetings. GNA shall meet at least twice a year, one of which may be the Annual Meeting; the date, time and location to be set by the Board of Directors. Members shall be given at least seven (7) days notice of these meetings. Meetings may also be called by a majority of the Board of Directors and members of the Board of Directors shall be given three (3) days notice of the meeting, date, time and location.

Section 4. Quorum. A two-thirds majority of the members of the Board of Directors then constitutes a quorum for the transaction of business and any meeting of the Board of Directors, provided, that if less than a two-thirds majority of the directors are present at a meeting, a two-thirds majority of the directors present may adjourn the meeting from time to time without further notice. The vote of a two-thirds majority of the members present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is required by the Michigan Nonprofit Corporation Act, the articles of incorporation, or these Bylaws.

ARTICLE V - Board of Directors

Section 1. Purpose. The activities, affairs and property of the non-profit organization shall be managed, directed and controlled, and its powers exercised and vested in the Board of Directors.

Section 2. Directorship. The Board of Directors shall be comprised of not less than eight (8) members and not more than twenty (20) members as may be designated by the Board of Directors from time to time. At-Large Members may be appointed by the President with the approval of the Board.

Section 3. Term. Members of the Board of Directors shall hold office for terms of two (2) years, or until their death or resignation, or until they are removed from office for cause, as determined by two-thirds vote of the members of the Board. Nothing herein shall prohibit unlimited succession.

Section 4. Quorum. Quorum should be a two-thirds majority of the Directors.

Section 5. Vacancies. Vacancies shall be filled by the President with a two-thirds majority approval of the Board for the remainder of the vacated term.

Section 6. Removal. Any Director who shall fail to attend board meetings three consecutive times, without an acceptable excuse, may be removed by two-thirds majority vote of the remaining Directors present at the meeting of the Board. Any Director may be removed, for cause, by a two-thirds vote of the remaining Directors at any meeting of the Board.

Section 7. Duties. The duties of the Board of Directors shall be (a) to conduct necessary business in the intervals between meetings of the non-profit organization and such other business as may be necessary; (b) to create standing committees; (c) to approve the plans and work of the standing committees; (d) to present a report at annual meetings of the non-profit organization; (e) to approve routine bills within the budget within the limits of the budget; and (f) such other business as the Board has statutory authority to conduct pursuant to the Michigan Nonprofit Corporations Act.

Section 8. Compensation. Directors shall receive no compensation for the services as directors. Nothing contained herein, however, shall be construed to preclude any Director from serving the non-profit organization in any other capacity and receiving compensation therefore.

ARTICLE VI - Nomination and Election of Directors

Section 1. Election. Members of the Board of Directors shall be regularly elected by the standing members at the Annual Meeting in May. Existing board members may also be elected to fill a vacancy on the Executive Board for the remainder of the unexpired term. At-Large members may be elected outside of the annual meeting by a two-thirds majority.

ARTICLE VII - Officers and Their Election and Duties

Section 1. Officers. The officers of GNA shall be: president, vice president, secretary, treasurer.

Section 2. Elections. The officers shall be elected by the Directors at the first scheduled meeting of the Board of Directors after the Annual Meeting, June. Officers shall serve a two year term or until their successors shall be duly elected and qualified.

Section 3. Term. The term of office for all officers shall be two years.

Section 4. Removal and Vacancies. Any officer elected by the Board of Directors may be removed at any time, with cause, by a vote of the two-thirds majority of the Directors. If the office of any officer shall become vacant for any reason the vacancy shall be filled by the President with a two-thirds majority approval of the Board for the remainder of the vacated term.

Section 5. Contracts. The President, Vice President, or any other officer specifically authorized by the Board of Directors, may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the expressed and specific authorization of the Board of Directors, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation.

Section 6. President. The President shall preside at Board meetings, appoint Board members to committees with the approval of the Board of Directors; have general and acting management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall be ex officio member of all standing committees, and shall have the general powers and duties of supervision and management of the Corporation.

Section 7. Vice President. The Vice President shall perform such duties as are delegated to him or her by the President and in the absence or in event of the disability of the President, perform the duties and exercise the

powers of the President and shall perform such other duties as the Board of Directors shall prescribe and serve as an ex officio member of all committees and receive reports from all committees.

Section 8. Secretary. The secretary shall keep minutes of all meetings of the Board of Directors and record all votes and minutes of all proceedings in a book kept for that purpose; and shall perform like duties for standing committees when required; have charge of the books and papers, all papers to be kept at the permanent address of the Association and perform all duties appropriate to this office.

Section 9. Treasurer. The Treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of the Corporation as may be ordered by the Board taking proper vouchers full of disbursements, and shall render to the President and Directors upon their request and at regular meetings of the Board of Directors an account of all the treasurer's transactions and of the financial condition of the corporation. The Treasurer shall submit a full financial report to the Board at the Annual Meeting. The Treasurer is authorized to delegate ministerial bookkeeping duties to another person, but the treasurer shall be responsible to ensure that accurate and proper records are maintained.

ARTICLE VIII - Fiscal Year

The fiscal year of the GNA shall be the calendar year.

ARTICLE IX - Committees

Section 1. Committees. Standing and ad hoc committees shall be established by the Board of Directors.

Section 2. Auditing Committee. The Board of Directors shall appoint an auditing committee consisting of three (3) Directors at the first meeting following the Annual Meeting. The President, Treasurer, or signature of checks are not eligible.

The committee will review the Association's book and records annually prior to the Annual Meeting and attach a statement of their findings to the annual financial statement of the Treasurer or may, if directed by the Board of Directors, secure the services of a Certified Public Accountant to accomplish such review.

ARTICLE X - Amendments

Any amendment to these Bylaws may be adopted by two-thirds (2/3) vote of the members present at the annual membership meeting or a special meeting called for that purpose, as provided in these Bylaws, except that written notice of the proposed amendment shall have been given to the membership ten (10) days prior to the meeting.

ARTICLE XI - Directors' and Officers' Liability and Indemnification

(a) A volunteer Director of the non-profit organization is not personally liable to the non-profit organization or its members for monetary damages for breach of the director's fiduciary duty. However this Section shall not eliminate or limit the liability of a Director for any of the following:

- (i) A breach of the Directors duty of loyalty to the non-profit organization or its members;
- (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- (iii) A violation of Section 555(1) of the Michigan Nonprofit Corporation Act;
- (iv) A transaction from which the Director derived an improper personal benefit;
- (v) An act or omission occurring before the date this amended document was filed; or
- (vi) An act or omission that is grossly negligent.

A volunteer Director of the Corporation shall only be personally liable for monetary damages for breach of fiduciary duty as a Director to the Corporation or its members to the extent set forth in this Section. The Corporation hereby assumes all liability to any person other than the Corporation or its members, if any, for all acts or omissions all for a volunteer Director occurring on or after the date this Article is filed by the Michigan Department of Commerce, incurred in the good faith performance of the directors duties as a volunteer director; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumptions inconsistent with the statute of the corporation as an organization described in section 501(c)3 of the Internal Revenue Code of 1986. If the Michigan Nonprofit Corporation Act, or any other applicable law, is amended to authorize the further elimination or limitation of the liability of a Directors of nonprofit corporations and the liability of a Director of the Corporation shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, or any other applicable law, as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)3 of the Internal Revenue Code of 1986.

(b) The Corporation assumes all liability to any person, other than the Corporation or its members, for all acts or omissions of a volunteer Director occurring on or after the date of filing of this amendment.

(c) Provided such indemnification does not violate the status of the Corporation as an organization described in 501(c)3 of the Internal Revenue Code of 1986, the Corporation shall indemnify a person who was or is a party or is threatened to be made a party to threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, partner, trustee, employee, or agent of another entity, whether for profit or not, against expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the person acted in good faith and in any manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation or its members.

(c) (1) To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in this Article or in defense of a claim, issue, or matter in the action, suit, or proceeding, he or she shall be indemnified against expenses, including actual and reasonable attorney fees, incurred by him or her in connection with the action, suit, or proceeding and an action, suit or proceeding brought to enforce the mandatory indemnification provided in this subsection.

(2) An indemnification under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in this specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she had met the applicable standards of conduct as set forth in this Article. This determination shall be made in any of the following ways:

(a) By a majority vote of the quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding.

(b) If the quorum described in (a) is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested Directors.

(c) By independent legal counsel in a written opinion.

(d) By the members.

(e) The notification provided in this Article continues as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of the person.

ARTICLE XII - Dissolution

Upon dissolution of the GNA; the Board of Directors, shall, after paying or making provision for payment of all the liabilities of the Corporation dispose of all assets of the GNA exclusively for one or more exempt purposes within the meaning of the section 501(c)3 of the Internal Revenue Code or corresponding section of any future tax code, the remaining assets of the Corporation. Any such assets not disposed of shall be disposed of by circuit court of Muskegon County, exclusively for such purposes or to such organizations as said court shall determine which are organized or operated exclusively for such purpose

Ratified and Adopted 3-1-1997

Amended 4/19/2023

DATED: 4/22/23

BY: 

President
Henry Flores
Glenside Neighborhood Association, Inc.

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