

**Bylaws of**  
**Thumb Coast Dream Makers**

5/5/2022

**ARTICLE I**  
**NAME AND OFFICE LOCATION**

Section 1. THE NAME of this non-profit corporation is Thumb Coast Dream Makers, Inc., (“Corporation”).

Section 2. REGISTERED OFFICE. The registered office and mailing address of the Corporation is 500 Water Street, Port Huron, Michigan 48060. The resident agent shall be the person who from time to time is designated by the Board of Trustees, hereinafter referred to as (the “Board”).

Section 3. PRINCIPAL OFFICE. The Foundation shall have its principal office at 500 Water Street, Port Huron, Michigan or it may maintain offices at such other place or places as the Board may from time to time designate.

**ARTICLE II**  
**THE BOARD**

Section 1. DIRECTORSHIP. The Corporation is organized upon a directorship basis. The property, business and affairs of the Corporation will be overseen by its Board, whose members shall be exclusively elected by the Board of the Community Foundation of St. Clair County (“Foundation”). The Board members will hereinafter be referred to as Trustees.

Section 2. QUALIFICATION. A majority of the Board shall consist of persons already serving on the Board of the Foundation and/or its staff.

Section 3. NUMBER AND TERM OF OFFICE. The Board will consist of not less than three nor more than seven persons plus the President who shall serve as an ex-officio Board member with voting rights. The President of the Corporation shall be the President of the Foundation.

The term of office of any elected Trustee will be for three (3) years from the date of his or her election and will continue until his or her successor has been elected and qualified, or until such Trustee's resignation or removal. If, however, the Trustee is appointed by the Board to fill a vacancy, his or her term will be for the remainder of the term to which the Trustee is succeeding.

An elected Trustee shall not serve more than three (3) consecutive full three (3) year terms of office except under the following circumstances:

- a. He or she is an Officer of the Foundation, then such Trustee may continue as a Board member while serving as an Officer of the Foundation.

A Trustee who serves for a term of less than three (3) years will be allowed to serve three (3) additional full three (3) year terms.

Section 4. RESIGNATION, REMOVAL AND VACANCIES. A Trustee may resign by written notice to the Foundation. The resignation will become effective upon its receipt by the Foundation. A Trustee may be removed, either with or without cause, by the affirmative vote of a majority of the Foundation Trustees then in office. If a vacancy occurs among the members of the Board, that vacancy shall be filled by the Foundation. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5. REGULAR MEETINGS OF THE BOARD shall be held at least quarterly at the principal office of the Foundation or at such other place or places as the Board may from time to time designate.

Section 6. ANNUAL MEETING OF THE BOARD. An Annual Meeting shall be held in December of each year.

Section 7. SPECIAL MEETINGS OF THE BOARD may be called at any time by a majority of Board members, the Chairperson of the Board, or in his or her absence by the Vice Chairperson, or the President, to be held at the principal office of the Foundation or at such other place or places as the Board may from time to time designate.

Section 8. WRITTEN NOTICE OF MEETINGS of the Board designating the time and place shall be given either personally or by mail to each Board member not less than five (5) days before the meeting. Notice of a regular or special meeting need not state the purpose or purposes of the meeting.

Section 9. ACTION BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted to be taken at an annual, regular, or special meeting of the Board may be taken without a meeting, without prior notice and without a vote, if all of the Trustees consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board.

Section 10. TELEPHONIC CONFERENCE. A Trustee, Officer, or committee member may participate in any meeting by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other and if all participants are advised of the communications equipment and the names of the participants in the meeting are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 11. QUORUM AND VOTING. A majority of the Board then in office shall constitute a quorum for the transaction of business. The vote of a majority of the Board present at a meeting at which a quorum is present will constitute action of the Board, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation. At all meetings of the Board the voting may be *vive voci*.

Section 12. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of the State of Michigan or under the provisions of the Articles of Incorporation or the Bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE III** **OFFICERS**

Section 1. THE OFFICERS of the Corporation shall be a Chairperson of the Board, a Vice Chairperson, a President, a Secretary and a Treasurer of the Board. The President shall be the President of the Foundation, with voting rights. The Board may appoint any other Officer(s) and agent(s) they deem necessary for accomplishing the purposes of the Foundation.

Section 2. TERM OF OFFICE. The Officers of the Corporation shall be elected annually by the Foundation and shall hold office until their successors are chosen and qualify. An Officer, with the exception of the President of the Foundation, shall not hold any one office for more than three (3) years or serve as an Officer in any one or more offices for more than six (6) consecutive years. Any Officer elected or appointed by the Foundation may be removed at any time, with or without cause, by the affirmative vote of a majority of the Foundation Board then in office.

Section 3. RESIGNATION. An Officer may resign by written notice to the Foundation, which resignation will become effective upon its receipt by the Foundation.

Section 4. VACANCIES. Any Officer vacancy occurring in the Corporation shall be filled by the Foundation. In the absence, or in the event of the inability or refusal to act, of any Officer of the Corporation, the Board may delegate the duties and powers of such Officer to any other Officer or Officers of the Corporation as the Board may elect until such time as the Officer resumes his responsibilities or until a successor is elected.

Section 5. COMPENSATION. Officers who are not employees of the Foundation will serve without compensation but may be reimbursed for actual, reasonable and necessary out of pocket expenses incurred in their capacity as an Officer.

Section 6. THE CHAIRPERSON OF THE BOARD (Chairperson) shall be a member of the Board and shall preside at all meetings of the Board. The Chairperson shall perform such duties and functions as shall be assigned to him or her from time to time by the Board. He or she shall be non-voting ex-officio member of all committees. The Chairperson shall, unless otherwise provided by resolution of the Board, possess the power and authority to sign all certificates, contracts, instruments, papers,

documents of every conceivable kind and character whatsoever in the name of, and on behalf of, the Corporation.

Section 7. THE VICE-CHAIRPERSON shall perform the duties and exercise the powers of the Chairperson during the absence or unavailability of the Chairperson, and shall have such additional powers and perform such additional duties as shall from time to time be assigned by these Bylaws or by the Board.

Section 8. THE PRESIDENT. The Board shall appoint and employ a President who shall be the Chief Executive Officer of both the Foundation and the Corporation, and who shall be a salaried employee of the Corporation responsible for the administration of the Corporation's activities pursuant to the policies established by and subject to the approval of the Board. The President shall employ and discharge such staff as he or she deems necessary in accordance with budget provisions and personnel policies and practices established by the Board. The President shall be a voting member of the Board and an ex-officio member of all committees of the Corporation. The President shall be responsible for the routine day-to-day affairs of the Corporation and may sign contracts and documents on behalf of the Corporation which pertain to such routine affairs. The President will be responsible for executing the policies and resolutions of the Board and will perform any other duties prescribed by the Board or Chairperson.

Section 9. THE SECRETARY shall attend all meetings of the Board and shall keep, or cause to be kept, a record of the proceedings of all meetings of the Board. The Secretary shall give, or cause to be given, notice of all meetings and special meetings of the Board and shall perform such other duties and have such other powers as may be prescribed by the Board. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board in books provided for that purpose, and sign, with the Chairperson or the President, in the name of the Corporation, all contracts when authorized to do so.

Section 10. THE TREASURER shall oversee the financial activities of the Corporation. The Treasurer shall perform all duties incident to the office and such other duties as may be from time to time directed by the Board.

#### **ARTICLE IV** **CONFLICTS OF INTEREST**

Section 1. DISCLOSURE. Trustees, Officers, committee members and staff of the Corporation shall comply with the Foundation's Conflict of Interest Policy.

**ARTICLE V**  
**COMMITTEES**

Section 1. COMMITTEES. The Board may appoint such committees as it deems appropriate to exercise the authority delegated by the Board. The Board will determine the duties and responsibilities of these Committees and may, from time to time, invest said Committees with such other powers as it may see fit. Such duties and responsibilities, when approved by the Trustees, shall be followed by the Committee until advised to the contrary by the Board. Each committee shall meet at least once during each fiscal year of the Foundation.

**ARTICLE VII**  
**CHARITABLE GIFTS, VARIANCE POWER,**  
**AND POWER TO REMOVE**

Section 1. DEFINITION OF TERMS. The following terms used in this Article shall have the meanings set forth below:

“Charitable Gift” means any gift, grant, bequest, or devise to or for the benefit of the Foundation (including the proceeds of sale of such gift, grant, bequest, or devise and the assets, income and appreciation resulting from the investment and reinvestment of such gift, grant, bequest or devise made by the Foundation or by any Fiduciary).

“Fiduciary” means (i) any Trustee, agent, investment advisor, investment manager, custodian or other person holding, administering or investing a Charitable Gift on behalf of the Foundation; and (ii) any member of the governing body or officer of a nonprofit corporation or other entity created or operating for the purpose of supporting the Foundation or carrying out its purposes.

“Gift Instrument” means (i) a deed, trust agreement, last will and testament, bill of sale, assignment or other conveyance, agreement or instrument making or governing the terms of a Charitable Gift; (ii) the articles of incorporation, bylaws or other governing documents of any nonprofit corporation or other entity created or operating for the purpose of supporting the Foundation or carrying out its purposes; and (iii) the terms of any solicitation by the Foundation from which a Charitable Gift resulted.

“Restriction” means any limitation imposed by the donor in a Gift Instrument or arising as the result of any solicitation by the Foundation which in any way (i) specifies or restricts the charitable, educational, religious, scientific, or literary purposes of the Foundation for which the Charitable Gift may be used; (ii) requires that the Foundation distribute all or part of a Charitable Gift to one or more other public bodies or organizations formed for charitable, educational, religious, scientific or literary purposes; (iii) creates an endowment fund or otherwise limits the amount of the principal or income from a Charitable Gift that may be expended by the Foundation during any period; or (iv) specifies or limits the way in which the Charitable Gift may be invested.

Section 2. VARIANCE POWER. Except to the extent specifically otherwise provided in the Gift Instrument governing a particular Charitable Gift which has been accepted by the Board of Trustees of the Foundation:

The Board of Trustees, by a resolution approved by a majority of the trustees then in office, may modify or eliminate any Restriction if, in the sole judgment and discretion of the Board of Trustees, the Restriction has become unnecessary, incapable of fulfillment or inconsistent with the charitable needs of those in the area served by the Corporation or the Foundation or with the charitable purposes of the Foundation; provided, however, that the preceding shall not authorize the Board of Trustees of the Corporation or the Foundation to use any Charitable Gift or other property of the Corporation in a manner inconsistent with the purposes set forth in its Articles of Incorporation.

Section 3. POWER TO REMOVE. The Board of the Foundation or its Executive Committee may remove any Fiduciary at any time.

The Board of Trustees or the Executive Committee may appoint a successor to any Fiduciary removed pursuant to this Section 3. and may fill the position of a Fiduciary which has become vacant for any other reason.

## **ARTICLE VIII** **APPOINTMENT OF COUNSEL AND AGENTS**

Section 1. The Board from time to time may appoint legal counsel, investment advisors, or other agents as deemed appropriate.

## **ARTICLE IX** **INDEMNIFICATION**

Section 1. INDEMNIFICATION. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Trustee, Officer, or committee member of the Corporation (and, to the extent provided in a resolution of the Board or by contract, may indemnify any employee, non-trustee volunteer, or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Trustee, Officer, employee, non-trustee volunteer, committee member, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, partner, employee, non-trustee volunteer, committee member, or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. RIGHTS TO CONTINUE. This indemnification will continue as to a person who has ceased to be a Trustee, Officer, or committee member of the Corporation unless terminated for cause in a related issue. Indemnification may continue as to a person who has ceased to be an employee, non-trustee volunteer, or agent of the Foundation to the extent provided in a resolution of the Board or in any

contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Trustee, Officer, employee, non-trustee volunteer, committee member, or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

## **ARTICLE X** **INSURANCE**

Section 1. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee, non-trustee volunteer, committee member, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, employee, non-trustee volunteer, committee member, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the Nonprofit Corporation Act of the State of Michigan.

## **ARTICLE XI** **AUDITS**

Section 1. AUDITS. The accounts and finances of the Foundation shall be audited annually by a CPA firm as may be selected by the Board, and the last of such audits shall be submitted to the Board at the next meeting thereafter.

## **ARTICLE XII** **AMENDMENTS**

Section 1. AMENDMENTS. These Bylaws may be added to, amended or repealed in whole or in part by a majority vote of the whole Board of the Foundation at any Regular, Annual, or Special Meeting of the Board called for that purpose PROVIDED that notice of such amendment has been given to the Trustees at least ten (10) days prior to said meeting. No action or amendment shall be taken which in any way adversely affects the Foundation's qualification as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code as it now exists or may hereafter be amended.

## **ARTICLE XIII** **GENERAL**

Section 1. GENERAL. The Board shall have the right to pay necessary operating expenses from the funds of or income contributed to the Foundation.

Section 2. AFFILIATION WITH OTHER ORGANIZATIONS. In pursuit of the Corporation's charitable objectives, the Board shall have the authority to cause to be formed or to enter into relationships with other organizations described in Section 501(c)(3) of the Code, including organizations operated for the benefit of and to carry out the purposes of the Corporation, in which case the Foundation

may exercise such supervision and control over any organization as is necessary to qualify it as a supporting organization described in Section 509(a)(3) of the Code and the regulations thereunder.

**ARTICLE XIV**  
**COMPLIANCE WITH TAX REQUIREMENTS**

Section 1. NONPROFIT OPERATION. The Corporation shall be operated exclusively for charitable, educational, religious, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation as a nonprofit corporation. No Trustee of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any Director, Trustee, Officer or any private shareholder or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 2. DISSOLUTION. In the event of the dissolution of this Corporation, any and all property of the Corporation shall be distributed to the Foundation.

**ARTICLE XV**  
**FISCAL YEAR**

Section 1. FISCAL YEAR. The fiscal year of the Foundation shall end on December 31<sup>st</sup>.