

## **BY-LAWS**

### **ONE WORLD ONE FAMILY TASK FORCE**

#### **ARTICLE I**

#### **ORGANIZATION AND PURPOSE**

Section 1. Name and Organization. The name of the organization shall be "One World One Family Task Force." It shall be organized on a directorship, non-stock basis.

Section 2. Purpose. Said organization is organized exclusively for the purpose of receiving and administering funds for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The organization's mission is to celebrate the diversity of the human family while promoting understanding of the world's different cultures through educational activities and events. It will work to foster anti-discriminatory attitudes and practices primarily in the Chelsea, Michigan community.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The organization may use its funds in cooperation with existing private and public entities in furtherance of any of the purposes described herein.

Section 3. Nondiscrimination. In carrying out its activities the organization shall not discriminate on the basis of race, color, religion, creed, national or ethnic origin, gender, sexual orientation or marital status.

Section 4. Dissolution. Upon dissolution of the organization, all assets, real and personal, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such

organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

Section 1. Number and Term of Office. The business and property of the Corporation shall be managed by a Board of Directors consisting of at least three (3) Directors, which number shall be determined from time to time by resolution of the Board. The initial Board shall consist of seven (7) Directors. The Directors shall, except as hereinafter otherwise provided for filling vacancies, be elected annually at the annual meeting of Board and until their respective successors shall have been elected and qualified.

Section 2. Vacancies and Additional Directors. Vacancies in the Board of Directors may be filled by the Board of Directors at a special meeting, and each person so elected shall be a Director until a successor is elected by the Board of Directors who may make such election at the next annual meeting of the Board of Directors or at any special meeting called for that purpose and held prior thereto.

The Board of Directors can vote to remove a Director if deemed necessary, for the proper functioning of the organization.

Newly created Directorships resulting from any increase in the authorized number of Directors may be filled by the affirmative vote of a majority of the Directors then in office, but the term of any Directors so elected shall expire at the next succeeding annual meeting of the Board of Directors.

Section 3. Place of Meetings. The meetings of the Board of Directors may be held at such place, in the State of Michigan or elsewhere, as a majority of the Directors may from time to time determine.

Section 4. Annual Meeting. The Board of Directors shall meet each year for the purpose of organization, election of officers and Directors whose terms are expiring and consideration of any other business that may properly be brought before the meeting. No notice of any kind to either old or new members of the Board of Directors for such annual meeting shall be necessary.

Section 5. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by direction of the President or by a majority of the Directors.

Written notice of the time, place and purpose or purposes of every such meeting shall be given each Director by mailing the same to each Director's street or e-mail address as the same shall appear for such purpose on the records of the Corporation at least two (2) days before the meeting. At any meeting at which a majority of the Directors shall be present, even though without the notice herein provided, any business may be transacted.

Section 6. Quorum. Subject to the provisions of Section 2 of this Article II, a majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless otherwise provided by law, the Articles of Incorporation or the By-Laws. An officer who is not a Director but who is present at a meeting of the Board of Directors may serve as a Director for that meeting if necessary to satisfy the quorum requirement for transaction of business. An officer serving in such a capacity shall be referred to as an “Alternate Director.” Such an Alternate Director shall have full rights of a Director solely for the duration of that meeting, or until a regular Director arrives at the meeting and replaces the Alternate Director. If more non-Director officers are present at such a Board meeting than are necessary to constitute a quorum, only enough non-Director officers as are needed to establish a quorum shall serve as Alternate Directors, and they shall be selected to fill vacancies in the following order: Chair, Vice-Chair, Recording Secretary, Communications Secretary, Treasurer, Assistant Secretary, Assistant Treasurer. In no case shall a quorum be deemed to be present when a majority of those present and voting, if a quorum was met, would consist of Alternate Directors. A quorum shall always be based on a majority of the number of regular Directors then in office (not including Alternate Directors).

Section 7. Books. The Directors may cause the books of the Corporation, except such as are required by law, to be kept within the State, outside of the State of Michigan, at such place or places as they may from time to time determine.

Section 8. Compensation of Directors. Directors shall not receive any salary for their services,

Section 9. Committees. The Board of Directors from time to time may, by resolution, appoint committees to have the authority which shall be specified by the Board in the resolution making the appointments. The Board of Directors may designate one or more Directors as alternate members of any committee to replace an absent or disqualified member at any committee meeting.

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

Section 1. Officers. The Board of Directors of the Corporation shall elect a Chair, a Recording Secretary, a Communications Secretary, and a Treasurer, and may select one or more Vice-Chairs, Assistant Secretaries, and Assistant Treasurers. No one of such officers need be a Director. Any two (2) offices, except those of Chair and Vice-Chair, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity. The Board of Directors may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Corporation. All officers and agents shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be delegated by the Board of Directors. The Board of Directors shall have power to fill any vacancies in any office occurring for whatever reason. The Board of Directors may secure the fidelity of any or all of such officers by bond or otherwise. Officers shall serve at the pleasure of the Board of Directors.

Section 2. Powers and Duties of the President. The Chair shall be the Chief Executive Officer of the Corporation, and, subject to the control of the Board of Directors, shall have general charge and control of all its business and affairs and shall supervise the other officers and agents of the Corporation in the performance of their regular duties. The Chair shall preside at all meetings of the Board of Directors.

The Chair may sign contracts in the name and on behalf of the Corporation when so authorized and directed so to do, either generally or in special instances by the Board of Directors. In addition, the Chair may, from time to time and without a resolution of the Board of Directors, appoint an Assistant Secretary for the limited purpose of executing documents on behalf of the Corporation. That appointment shall be made in writing which shall identify the document to be executed by the Assistant Secretary and the duration of such authority.

Section 3. Powers and Duties of Vice-Presidents. Vice-Chair of the Corporation shall have such powers and perform such duties as shall from time to time be assigned by them by these By-Laws or by the Board of Directors. The Vice-Chair shall run meetings in the absence of the Chair.

Section 4. Powers and Duties of the Secretary. The Recording Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Board of Directors in books provided for that purpose. The Communications Secretary shall attend to the giving or serving of all notices of the Corporation and may sign with the Chair or Vice-Chair, in the name of the Corporation, all contracts when authorized so to do either generally or in special instance by the Board of Directors. The Recording Secretary shall have charge of the Corporation's minute book, corporate filings and such other books and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination of any Director and shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors. The Communications Secretary shall handle all correspondence and notices among the membership and with any organizations deemed necessary by the Board. The Communications Secretary shall maintain the organization's mailing list.

Section 5. Powers and Duties of the Treasurer. The Treasurer shall have custody of all of the funds and securities of the Corporation which may come into the Treasurer's hands. The Treasurer may endorse on behalf of the Corporation for collection checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depository or depositories as the Board of Directors may designate. The Treasurer may sign all receipts and vouchers for payment made to the Corporation and shall enter or cause to be entered regularly in the books of the Corporation kept for the purpose full and accurate accounts of all monies received and paid on account of the Corporation, and, whenever required by the Board of Directors, shall render statements of such accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director of the Corporation and shall perform all the actions incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 6. Compensation of Officers. The Chair and other officers of the Corporation shall not receive any compensation for their services.

Section 7. Absence of Officers. In the absence of any officer of the Corporation, or for any other reason which the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers or duties of any of them, or such officers, to any other officer or to any Director or Directors provided a majority of the Board of Directors concur therein.

#### **ARTICLE IV** **AMENDMENTS**

The Board of Directors shall have power to alter, amend, add to and repeal the By-Laws of the Corporation by a vote of a majority of the Board, using the following procedure: the By-laws changes shall be discussed at one meeting and the actual vote taken at a subsequent meeting.

#### **ARTICLE V** **ACTION BY UNANIMOUS WRITTEN CONSENT**

Notwithstanding any other provision of these Bylaws, any action required or permitted at any meeting of Directors, or a committee of Directors may be taken without a meeting, without prior notice, and without a vote, if all of the Directors, or committee of Directors entitled to vote on it consent to it verbally and document it in writing, before or after the action is taken (e-mail to the Recording Secretary is acceptable). Such action by unanimous consent shall be as valid a corporate action as though it had been authorized at a meeting of the Directors or committee of Directors, respectively, and said consent in writing and the action taken thereon shall be evidenced by appropriate memorandum in the Minute Book of this Corporation, and the execution of said consent in writing by any the Directors or committee of Directors shall constitute a waiver of the notice requirements set forth in the statutes of the State of Michigan which might otherwise invalidate said action.

#### **ARTICLE VI** **CONFLICTS OF INTEREST**

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 member of the Board or officer or a member of his or her immediate family or a 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. The Board shall decide if any duality of interest is also a conflict of interest.

Section 2. Voting. Any Board member or officer having a possible conflict of interest on any matter as determined by the Board 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, even though permitted by law. 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 VII** **MISCELLANEOUS**

Section 1. Corporate Seal. The Board of Directors may provide a suitable seal containing the name of the Corporation, which shall be in the charge of the Secretary. If and when so directed by the Board of Directors, a duplicate of the seal may be kept and used by any officer of the Corporation designated by the Board.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 3. Indemnification.

A. Third Party Actions. The Corporation shall indemnify any person who is a party or is threatened to be made a party to any threatened or actual action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation in such capacity against expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and any manner he reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

B. Action by or in Right of Corporation. The Corporation shall indemnify any person who is or was threatened to be made a party to any threatened or pending action or suit by or in the right of the Corporation to procure a judgment in favor of the Corporation by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation in such capacity against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders.

C. Exception. The Corporation shall not indemnify any person claiming indemnification pursuant to this Article VIII, Section 3, if that person shall have been adjudged to be liable to the Corporation; provided, however, that indemnification shall be made if and only to the extent that the court in which such action or suit was brought determines, upon application, that despite the adjudication of liability but in view of all circumstances of the case, the person seeking indemnification is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

D. No Presumption of Fault. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person seeking indemnification under this Article VIII, Section 3, did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders or, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 4. Records, Accounts. All accounts, records and memoranda shall be kept in books and papers supplied by the Corporation, and these and all vouchers, documents and other writings, whether in book form or otherwise, whether or not supplied by the Corporation, shall be subject to the control of the Board of Directors.

Section 5. Waivers of Notice; Participation. Notice of the time, place and purpose of any meeting required to be given under the provisions of these By-Laws may be waived and participation in meetings or consent to actions may be made by electronic means or in writing by those not present and entitled to vote thereat either before or after the holding thereof. Participation in any meeting without objection shall be deemed a waiver of notice.

Section 6. Bank Accounts, Checks, Drafts, Etc. The officers of the Corporation shall establish and maintain bank accounts in the name of the Corporation, in such banks or depositories as the Board of Directors shall select. Any monies, checks, drafts and orders for the payment of money shall be deposited therein to the credit of the Corporation without undue delay, and all payments on behalf of the Corporation shall be made by check on any of such accounts.

All notes, checks, drafts and orders for the payment of money issued by this Corporation shall be signed on behalf of the Corporation by such officers or agents of the Corporation as the Board of Directors shall from time to time prescribe. The sale, transfer, assignment and/or conveyance of any of the assets of the Corporation shall be executed in the name of and on behalf of the Corporation by such officers of the Corporation as the Board of Directors shall from time to time prescribe; and, in the absence of such specification by the Board of Directors, the Chair may execute the same in the name of and on behalf of this Corporation and may affix the corporate seal thereto, or any Vice-Chair and the Communications Secretary or Assistant Secretary may execute the same in the name of and on behalf of this Corporation and may affix the corporate seal thereto.