

MI AECRES

Advocating for every child's right to educational success

CORPORATE RESOLUTION

RESOLVED, that the attached bylaws are hereby unanimously ratified as the bylaws of MI AECRES.

CERTIFICATION

The undersigned hereby certifies that he/she is the duly elected and qualified secretary and the custodian of the books and records and seal of MI AECRES duly formed pursuant to the laws of the State of Michigan, that the foregoing is a true record of a resolution duly adopted at a meeting of the board of directors, that said meeting was held in accordance with state law and the Bylaws, and that said resolution is now in full force and effect without modification or rescission.

There is no corporate seal.

Dated this 24th day of February, 2021

DocuSigned by:



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Elizabeth Abdnour

Secretary

MI AECRES

Advocating for every child's right to educational success

BYLAWS

TABLE OF CONTENTS

| | |
|---------------------------------|---|
| I. NAME, PURPOSE, AND OFFICE | 2 |
| II. MISSION STATEMENT | 2 |
| III. DIRECTORS | 2 |
| IV. DEPARTMENTS | 3 |
| V. BOARD MEETINGS | 3 |
| VI. OFFICERS | 4 |
| VII. RIGHTS OF INSPECTION | 6 |
| VIII. FEES AND COMPENSATION | 6 |
| IX. CONFLICT OF INTEREST | 6 |
| X. CORPORATE DOCUMENT PROCEDURE | 6 |
| XI. INDEMNIFICATION | 7 |
| XI. NON-DISCRIMINATION | 7 |
| XII. TRANSPARENCY | 7 |
| XIII. FISCAL YEAR | 7 |
| XIV. AMENDMENTS | 7 |
| XV. DISSOLUTION | 8 |
| CERTIFICATION | 8 |

I. NAME, PURPOSE, AND OFFICE

1.01. NAME

The name of the corporation shall be MI AECRES, an acronym for Advocating for Every Child's Right to Educational Success. It shall be a nonprofit corporation incorporated on a non-stock basis under the laws of the State of Michigan.

1.02 PURPOSE

The purpose of the corporation is those charitable, religious, education, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or any corresponding federal tax code, with specific focus defending education rights of children and young adults.

1.03. PRINCIPLE OFFICE.

The principle office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.

1.04 OTHER OFFICES

The board of directors may establish other offices in the state of Michigan.

II. MISSION STATEMENT

MI AECRES mission is to ensure all children in Michigan receive the quality education they need to thrive, with a particular focus on children with disabilities ages 0-26. Too often, these youth are denied equal access to education and/or are provided sub-par education compared to their non-disabled peers and MI AECRES seeks to change this.

III. DIRECTORS

3.01 POWERS

Subject to limitations of applicable law, the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to these general powers, but subject to the provisions just stated, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents, and employees of the corporation, prescribe qualifications, powers, and duties for them that are not inconsistent with law, the Articles, or these Bylaws, and require from them security or otherwise provide for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best.

(c) To adopt and use a corporate seal.

(d) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

3.02 NUMBER OF DIRECTORS

There shall be not less than 3 nor more than 9 directors on the board as shall be fixed from time to time by the board of directors.

3.03 TERM OF OFFICE

Each director of the corporation shall hold office until the director's death, resignation, or removal.

3.04 RESIGNATION

Any director may resign at any time by providing written notice to the corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 2.06 of the Bylaws.

3.05 REMOVAL

Any director may be removed for cause by the remaining directors on the board by a two-thirds vote.

3.06 VACANCIES

A vacancy on the board may be filled with a person selected by the remaining directors of the board by a majority vote.

IV. DEPARTMENTS

To further its mission and purpose, the Board shall permit departments to be formed and chaired by employees of the corporation. These departments may have autonomy over day-to-day tasks. The departments may be created and dissolved by a majority vote of the Board. These Bylaws do not need to be updated or amended upon the creation or dissolution of a department.

The Executive Director(s) may determine when a department should be created, dissolved, or merged, and may provide recommendations for the same to the Board of Directors.

The corporation may provide the following to the departments at the discretion of the Executive Director(s): funding, resources, autonomy, and the ability to conduct its functions.

V. BOARD MEETINGS

5.01 PLACE OF MEETING

Meetings of the Board shall be held at any place within or without the State of Michigan that has been designated from time to time by the Board. This includes virtual meetings via the use of a video-conferencing or telephone conferencing as designated by the Board, subject to Section 5.06.

5.02 ANNUAL MEETING

An annual meeting shall be held each year during the first calendar quarter. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

5.03 REGULAR MEETINGS

Regular meetings of the Board shall be held with call or notice on dates and at times fixed by the Board.

5.04 SPECIAL MEETINGS

Special meetings of the board may be called by the Executive Director or the President only.

Special meetings of the board shall be at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

Any such notice shall be addressed or delivered to each director at the director's address as shown on the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if the director's address is not shown on the corporation's records or is not readily ascertainable, at the place where the meetings of the directors are regularly held.

Written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

5.05 QUORUM

A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

5.06 MEETING BY VIDEO CONFERENCING OR OTHER ELECTRONIC MEANS

Members of the Board may participate in a directors' meeting through use of conference telephone, video screen, communication or electronic transmission by and to the corporation. Participation in a directors' meeting through use of conference telephone or video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic transmission by and to the corporation (other than conference telephone and electronic screen communication) constitutes presence in person at that meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other participating members concurrently;
- (b) Each member is provided the means of participating in all matters before the board including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) the corporation adopts and implements some means of verifying both of the following:
 - (i) A person participating in the meeting is a director or other person entitled to participate in the board meeting and
 - (ii) All actions of, or votes by, the board are taken or cast only by the directors and not by persons who are not directors

5.07 WAIVER OF NOTICE

The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

5.08 ACTION WITHOUT MEETING

Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing.

VI. OFFICERS

6.01 OFFICERS

The officers of the corporation shall be appointed by the board. The officers shall be an Executive Director, a President, a Vice President, a Secretary, and a Treasurer.

Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the executive director or by the board to be executed, acknowledged, or verified by two or more officers.

6.02 ELECTION

The officers of the corporation, except officers elected or appointed in accordance with the provisions of Section 3, Section 5, or Section 6 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board. Each officer shall hold office until his or her resignation, removal, or other disqualification from service, or until his or her successor shall be elected.

6.03 SUBORDINATE OFFICERS

The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require. Each such officer shall hold office for the period, have authority and perform duties as provided in these Bylaws or as the Board or appointing officer may from time to time determine.

6.04 REMOVAL AND RESIGNATION

An officer appointed by the board, except officers elected or appointed in accordance with the provision of Section 6 of this Article, may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

Any officer may resign at any time by giving written notice to the corporation addressed and sent to the Board, the President, or the Secretary, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. An officer's resignation shall take effect at the date notice of resignation is received by the addressee or at any later time specified in the resignation and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

6.05 VACANCIES

A vacancy in any office for any reason may be filled by the remaining members of the board by a majority vote.

6.06 EXECUTIVE DIRECTOR

The executive director, once elected by the board, shall continue to serve at the pleasure of the board until the executive director's removal, resignation, or death.

The executive director shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation, subject to control of the board. The executive director shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The executive director shall sign all corporate documents and agreements on behalf of the corporation, unless the executive director or the board instructs that the signing be done with or by some other officer, agent, or employee. The executive director shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the executive director's right and the right of the board to delegate any specific power to any other officer or employee of the corporation.

6.07 PRESIDENT

The president shall preside at all meetings of the board and shall encourage and facilitate participation by all board members. The president shall regularly communicate with the executive director regarding

agendas, appointments, finance, and fundraising or other organization-wide issues. The president shall ensure high ethical standards and demonstrate leadership for the organization. The president shall have other powers and duties prescribed for them by the Board.

6.08 VICE PRESIDENT

In the absence or disability of the president, the vice president shall perform all the duties of the President. A Vice President so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have other powers and perform other duties respectively prescribed for them by the Board.

6.09 SECRETARY

The Secretary shall keep or cause to be kept, at the principal office or other place ordered by the Board, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given of the meeting, the names of those present at Board and committee meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the principal office or other place ordered by the Board the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have other powers and perform such other duties prescribed by the Board.

6.10 TREASURER

The Treasurer shall make a report 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 the public.

VII. RIGHTS OF INSPECTION

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

VIII. FEES AND COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an employee, agent, or independent contractor, except as prohibited by these bylaws. The board shall be required to ensure that compensation matches the compensation offered by similarly situated nonprofit corporations and that any compensation arrangement be in writing, recording the individuals assenting to said compensation arrangement, and include all documentation used in the evaluation of said arrangement.

IX. CONFLICT OF INTEREST

If a director or officer, or closely associated party, has a direct or indirect financial or personal interest in the act contemplated by the corporation or may have a potential conflict of interests, that officer or director must (i) inform the board of his or her interest, and (ii) abstain from any vote on the matter. The officer or director may, however, offer his or her opinion on the matter. The conflicted officer or director's presence may not be used to establish a quorum for the purposes of the vote on the conflicted matter.

X. CORPORATE DOCUMENT PROCEDURE

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other

debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or these bylaws.

XI. INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

XI. NON-DISCRIMINATION

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, color, height, weight, religion, national origin, ethnicity, nationality, sexual orientation, gender identity, marital status, disability, veteran's status, familial status, and political service or affiliation.

XII. TRANSPARENCY

To the extent allowable by law and with respect for the privacy rights of the officers, directors, committee members, employees, and persons served, the corporation shall endeavor to provide the public access to information necessary to assess and evaluate the work of the corporation.

XIII. FISCAL YEAR

The fiscal year of the corporation shall coincide with the calendar year.

XIV. AMENDMENTS

The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of two-thirds of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the board.

XV. DISSOLUTION

Dissolution of the corporation shall be pursuant to the provisions contained in the corporation's articles of organization, Section 501(c)(3) of the Internal Revenue Code, as may be amended, and the laws of the State of Michigan.

CERTIFICATION

Attached hereto is a corporate resolution adopting these bylaws as the bylaws of the corporation.