

Michigan Guardianship Association

Article I – Name and Identity

Section 1: Name and Tax Status. The name of the organization shall be Michigan Guardianship Association, a Michigan corporation holding a 501(c)(3) tax exempt status formed in 1989.

Section 2: Location. The official address of the organization will be determined by the Board of Directors.

Section 3: Fiscal Year. The fiscal year is January 1-December 31.

Article II – Purpose and Limitations

Section 1. Purpose statement. The purpose of the Michigan Guardianship Association is to provide for the exchange of ideas, education, and communication between groups and individuals interested in providing or furthering guardianship services or alternative protective services to persons in need of such services including persons who are elderly, who have a mental illness, who have a developmental disability or who are otherwise at risk. Additional activities of the association include advocacy for relevant public policy, research, and development of standards for providing services to the vulnerable population.

Section 2. Prohibited Political Activity. No part of Association activities or funds shall be used to participate or intervene (including publication or distribution of statements) on behalf of or in opposition to any candidate for partisan public office or political party. No Association funds may be used to contribute to any Political Action Committee (PAC), SuperPAC or Social Welfare Fund.

Article III-Members

Section 1: Types of Membership and Eligibility. There shall be two classes of Members: Organizational and Individual. All persons and organizations supportive of the purposes of the Association shall be eligible for membership in the Association. Admittance to and termination of membership shall follow the guidance established by the Board of Directors.

Section 2: Member Responsibilities.

- A. All members shall pay annual dues, at a level established by the Board of Directors.
 - i. If dues are not received within 90 days of the renewal date, membership lapses automatically.
- B. Each organizational member shall specify one designated contact who will receive and respond to association communications.

Section 3: Member Rights.

- A. **Voting:** Each Member shall be entitled to one (1) vote on any and all matters submitted to the Members at a regular or special meeting of the General Membership. The Organizational vote shall be submitted by a designated representative of the Member Organization.
- B. **Election of Board Members:** The General Membership shall elect Directors in accordance with the established policies of the governing body of the Association.
- C. **Nominations for Board Service:** Any member of the Association, Individual or Organizational, may nominate an individual for election to the Board of Directors. Each candidate for the Board must complete an application promulgated by the governing body.

Section 4: Membership Meetings.

- A. **Notice of Meetings:** Members shall receive notice of the date, time and location of all meetings (special or annual) at least twenty-one (21) days prior to the event. Notice may be sent electronically or by other means intended to ensure adequate and timely notice.
- B. **Annual Meeting:** An annual meeting of the General Membership shall be held each spring for the purposes of election and installation of the Board of Directors and the transaction of other such business that is designated for membership vote. Herein, the Officers shall present the annual budget and the state of the Association finances, strategic positioning, and activities.
- C. **Special Meetings:** Special meetings may be called by the President of the Board, or a majority of currently serving Board members, or 20% of the General Membership.
- D. **Presiding Officer:** The President, or President-Elect in the President's absence, will preside at all meetings of the General Membership.
- E. **Quorum:** Twenty percent (20%) of the total number of Members shall constitute a quorum for the transaction of business decisions. In the event that a quorum is not present at any meeting, a simple majority of those present may adjourn the meeting at any time without further notice.

Article IV – Officers

Section 1: Election of Officers. Officers of the Association shall be elected by the Board of Directors of the Association.

Section 2: Positions.

- A. Officers shall include a President, President-Elect, Secretary, and Treasurer.
- B. At least two (2) Officers shall be guardians or conservators.
 - a. These two (2) Officers may be active or retired individuals.

Section 3: Terms.

- A. **President:** 2-year term.
- B. **President-Elect:** 2-year term.
- C. **Secretary:** 2-year term with the option to serve for an additional 2-year term, if elected by the Board of Directors.

- D. **Treasurer:** 3-year term with the option to serve additional 1-year terms, if elected by the Board of Directors.
- E. **Board of Director Power over Officers:** The Board of Directors retains ultimate discretion of its Officers and may remove or appoint an individual for cause.

Section 4: Duties.

- A. **President:** The President shall preside at all meetings of the Board of Directors and General Membership meetings, assuring the integrity of governance; perform any duties that are assigned by the Board of Directors; and sign on behalf of the Association all instruments which the Board has authorized to be executed.
- B. **President-Elect:** The President-Elect, in the absence of the President, shall perform the duties of the President with the same powers and restrictions of that office. Additionally, the President-Elect shall lead the efforts of orientation of new board members and shall serve as the champion of the association's strategic plan initiatives.
- C. **Secretary:** The Secretary shall ensure the integrity of the corporate documents, including the accuracy of meeting minutes, and ensure that association records are archived and retrievable if needed.
- D. **Treasurer:** The Treasurer shall ensure the integrity of the financial transactions and records with generally accepted accounting principles. The Treasurer shall regularly report on the financial condition and activity of the Association and shall ensure the signatories for Association accounts are updated upon resolution of the Board.

Section 5: Officer Meetings. The Officers shall meet a minimum of six (6) times per year.

Article V – Board

Section 1: Board Membership. The Board of Directors shall consist of four (4) officers and between five (5) and eleven (11) Directors. The board shall be intentional about determining the size of the board within those parameters.

No more than two (2) members of the same organization may sit on the Board. If there are two (2) members of the same organization sitting on the Board, they shall have only one vote. Only one member of the Organization may serve as an Officer at a time.

Section 2: Board Member Conduct. Directors are expected to refrain from conduct unbecoming to the Board or that may be detrimental to the image of the Association and/or the profession. Failure to uphold the highest ethical standards, personal or professional behavior that shines a negative light on, or brings negative public scrutiny on the guardianship professional is grounds for removal from the Board.

Section 3: Board role and Delegating Authority. The Board shall govern the organization, seeing to it that the Association achieves what it should and avoids unacceptable situations. The Board shall direct the operations and activities of the Association. The Board may delegate the management of the Association to a qualified person or firm but

shall retain accountability for the actions taken. If so delegated, the duties, responsibilities and powers of the delegate shall be defined in a written contract. The contractor shall not become a voting member of the Board.

Section 4: Terms. Directors elected by the General Membership shall serve four-year terms with 1/3 of the Board rolling off or renewing for a maximum of one additional four-year term. Board members may serve a maximum of twelve consecutive years, including Officer role. A prior Board member may run for election after a two-year hiatus. The Board has discretion to renew any expiring Board member's term with or without cause that is in the Association's best interest.

Section 5: Attendance. Board members are expected to attend all regularly scheduled meetings. Unexcused nonattendance at any two (2) regular meetings within a calendar year may be considered by the Board as a resignation of service.

Section 6: Vacancies, Removal and Special Appointment.

- A. If a vacancy on the board occurs for any reason, the position may be filled by appointment of the Board for the unexpired portion of the term.
- B. Any Board member may be removed from their office by a 2/3 vote of the Board currently in office for obstruction of Board process, lack of commitment to service, malfeasance, or dishonesty.
- C. If the Board identifies a skilled member who would likely add great value to governance, the board may appoint that member to the Board as long as the size of the Board does not exceed fifteen (15).

Section 7: Powers and Duties. As stewards of the members' money, the Board is accountable for the following activities:

- 1. Determine general policies for the governance and operations of the Association and its various activities.
- 2. Acquire funds necessary for operations and maintenance and repair of real or personal property of the Association.
- 3. Adopt an annual budget and control the revenue and expenditures not covered by the annual budget.
- 4. Borrow money for corporate purposes at such rates of interest as the Board may determine as reasonable.
- 5. Employment decisions; oversight and management of an administrator(s); selection and hiring of any independent contractors or consultants.
- 6. Execute contracts or other instruments that serve the purpose of the Association.

Section 8: Board Meetings.

- A. **Regular Meetings:** Regular meetings of the Board shall be scheduled at the first meeting of the fiscal year. The Board must meet a minimum of six (6) times per year.

- B. **Special Meetings:** Special meetings may be called by the President, Vice President OR by any three (3) members of the Board.
- C. **Notice:** The Secretary must give all Board members written notice of regular meetings at least fourteen (14) days prior to the meeting and at least seven (7) days for special meetings. Notice may be given electronically or by any means that will ensure adequate and timely notice.
- D. **Meeting format:** Board meetings may be held virtually or in person, however at least two (2) in-person meetings a year must be held by the Board.
- E. **Executive Session:** All Board meetings will be open to the General Membership. However, the Board may go into Executive Session, dismissing all non-Board members, for sensitive agenda items including but not limited to pending or anticipated lawsuits, legislative strategy, personnel evaluation, or real estate transactions.

Section 9: Board Quorum. A quorum is achieved when at least fifty-one percent (51%) of directors currently in office is present.

Article VI – Committees

Section 1: Formation. Committees are created to properly conduct the affairs and advance the initiatives of the Association. The President, with the approval of the Board, shall have the power to establish and appoint committees identifying a clear purpose and deliverable for such a committee. Committees are subject to direction of the Board and established to fulfill a specific role in the Association. When a committee fulfills its mission, that committee will automatically sunset.

Section 2: Committee Membership. The President, in consultation with the Board, shall appoint at least one Director to each established committee. Members may volunteer to serve on committees. Membership may include any interested individuals considered necessary to fulfill the responsibilities of the committee. The committee shall elect their own chairperson.

Section 3: Committee Meetings. Each committee shall establish its own meeting schedule and procedures and otherwise conduct its affairs so long as no action of the committee conflicts with existing law or policy of the Association or could damage the reputation of the Association.

Article VII – Indemnification and Protection from Liability

Section 1: Indemnification. To the fullest extent authorized or permitted by Michigan law, the Association shall indemnify any person, or such person's heirs or legal representatives, who is made, or threatened to be made, a party to any action, suit or proceedings (whether civil, criminal, administrative or investigative) whether brought by or in the right of the Association or otherwise, by reason of the fact that such person is or was a member of the Board, an officer, employee or agent of the Association. Indemnification is possible against expenses (including attorney's fees), judgments, fines, and amounts paid in

settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Association or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 2: Insurance. The Board may choose to protect the personal assets of its Board members or employees acting as agents of the Association by purchasing a Director's and Officer's Liability Insurance Policy.

Section 3: No Private Inurement. The Association shall be operated solely for the purpose stated in Article II, Section 1. No part of Association net earnings may inure to any member, Director or Officer of the corporation, or any private individual. Compensation for services rendered to the Association with Board approval, and reimbursement for expenses incurred in the service of the Association may also be paid in accordance with Board policy.

Article VIII – Rules of Order

Rules set forth by the Board of Directors will be the primary guide for decorum and governing process and procedure. Robert's Rules of Order Newly Revised will act as the default governance authority when the Board of Directors is in an unresolvable situation.

Article IX – Amendment of Bylaws

These by-laws may be altered, amended, or repealed at any official meeting of the Board under these conditions: 1. Each board member shall receive written notice of the bylaw change with at least 14 days; 2. There is at least two-thirds vote of the Board members present to adopt the change, provided there is a quorum; 3. To be official and implemented, all alterations, amendments or repeal to the By-laws of the Association must be ratified by the majority of general membership of the Association present at the Annual Meeting.

Article X- Dissolution

Voluntary dissolution of the Association may only occur upon a majority vote of the General Membership following notification. In the event of dissolution of the Association, the funds and assets of the Association, after payment of all obligations, shall be distributed to an organization which is qualified under Sections 501(c)(3) which has purposed and objectives similar to the entities being supported by the Michigan Guardianship Association or other entities as determined by the Board of Directors.

Article XI – Effective Date

These by-laws shall become effective as of the close of the General Membership business meeting on June 15, 1989.

Amended April 22, 2010.
Amended February 11, 2022
Amended May 15, 2025