

VOLUNTEERS ASSISTING THE
DISABLED (VAD), INC.

BY-LAWS

ESTABLISHED SEPT 18, 1988
AMENDED FEBRUARY 22, 2006,
SEPTEMBER 27, 2006, FEBRUARY 27, 2008
& OCTOBER 15, 2008

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FORWARD

This pamphlet explains the purposes of VOLUNTEERS ASSISTING THE DISABLED, INC.

(Referred to herein as the Corporation) and contains excerpts from its Certificate of Incorporation.

The Corporation is a Not-For-Profit Corporation, incorporated on September 18, 1988 **and will remain so for the life of the corporation** under laws of the State of Michigan. It provides services for patients who are afflicted with muscular dystrophy and other neuromuscular diseases (defined in Article II) irrespective of age, race, creed, or color.

The Certificate of Incorporation provides that the purposes are:

1. To establish an organization for charitable purposes.
2. To raise and maintain funds to sponsor activities and services for patients of muscular dystrophy and related neuromuscular disorders. The object of the activities is to provide a forum for the interaction of patients and/or their families.

All persons assuming a position upon the Board of Directors should become fully acquainted with the Corporation By-Laws, as well as the Rules and Regulations and Policies of the Corporation. If additional information is desired, inquiry should be addresses to:

Volunteers Assisting the Disabled, Inc
28446 South River Road
Harrison Twp, MI 48045

ARTICLE I

SECTION 1. Name: The organization shall be known as Volunteers Assisting the Disabled, Incorporated.

SECTION 2. Territory: The territory of the organization shall be within the State of Michigan, where incorporated.

SECTION 3. Office: The principle office of the Corporation shall be 28446 South River Road, Harrison Twp., MI 48045 and shall serve for all official correspondence and records of the Corporation.

ARTICLE II

The purpose of the corporation is to establish an organization for charitable purposes. To raise and maintain funds to sponsor activities and services for patients with one of the forty plus (40 +) forms of muscular dystrophy and related neuromuscular disorders. The objective of the activities is to provide a forum for the interaction of patients and/or their families.

ARTICLE III

SECTION 1. Membership: The membership of the Corporation shall consist of such persons, 18 years of age or older, irrespective of race, creed, color or physical handicaps, as may be elected of the Board of Directors.

SECTION 2. Annual Meeting: There will be an annual meeting of the Corporation each year in the month of September. The Board of Directors will schedule the meeting and notify the membership.

SECTION 3. Quorum: At the annual meeting, a minimum of nine members of the Corporation shall constitute a quorum.

SECTION 4. Voting: **The membership in attendance at the annual meeting will elect the Board of Directors. Each member present shall be entitled to one vote, so long as they have been in attendance at a minimum of one board meeting, not including the annual meeting, in the previous term.** All elections shall be had and all questions decided, by a majority of the persons present. No voting by proxy shall be permitted.

SECTION 5. Termination of Membership: Membership of any person may be terminated by vote of a majority of the members of the Board of Directors present at a meeting, for conduct deemed detrimental to the Corporation, after due notice to such member and affording such member an opportunity to be heard.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. Powers: The business and affairs of the corporation shall be managed by the Board of Directors. All of the Corporation's powers, except such as are otherwise provided by the Board, subject to the By-Laws and rules, regulations and Policies of the Corporation, as all these may be amended from time to time.

SECTION 2. Number: The number of members of the Board of Directors shall not be less than five nor more than eleven.

SECTION 3. Election: The members of the Board of Directors shall be elected at the annual meeting of the Corporation Members and shall serve for said term and until their successors shall have been duly elected. Only one member of any family shall be eligible for election to the Board of Directors. Any person, whose occupation or relationship might create conflict of interest in the dealings with the affairs of the corporation, shall be ineligible to serve on the Board of Directors. Any person nominated to the Board of Directors must have been a member for a minimum of one year. **Additionally, attendance at a minimum of two board meetings in the previous term, not including the annual meeting, is necessary to be nominated to run for election to the Board of Directors.**

SECTION 4. Meetings: The members of the Board of Directors elected at the annual meeting of the Corporation's members shall, if a quorum is present, meet immediately after such annual meeting for the purpose of organization, the election of officers, the election of members of the corporation for the ensuing year, and the transaction of the other business; and if such quorum be then present, no prior notice of such meeting shall be required to be given. Thereafter, the Board of Directors shall meet at least quarterly on dates and times fixed by it.

SECTION 5. Notice of meetings: Notice of all meetings of the Board of Directors, except as otherwise provided in Section 4 hereof, shall be given by mailing the same at least five days or by telephoning the same at least two days before the meeting, to each member of the Board, at the address furnished by the member for such purpose to the Secretary of the Corporation. No notice of any meeting shall be necessary when all members of the Board of Directors are present. Notice of meetings of the Board of Directors shall list the time, place, date, and the nature of the business to be transacted.

SECTION 6. Quorum Voting: A majority of the members of the Board of Directors shall constitute a quorum. Each member of the Board of Directors shall have one vote, and no voting by proxy shall be permitted.

SECTION 7. Vacancies: Any vacancy in the Board of Directors, occurring for any reason, may be filled for the unexpired portion of the term at any meeting of the Board by a majority vote of the remaining members of the Board present at the meeting, although less than a quorum, and any member so elected shall serve for the unexpired term.

ARTICLE V

OFFICERS

SECTION 1. Number: The **five** officers of the Corporation shall be President, Vice-President, **Corresponding Secretary, Recording Secretary** and Treasurer.

SECTION 2. Election: The **five** officers shall be elected by the Board of Directors from their own membership. The term of office shall begin immediately with the election. The election will be held at the annual meeting following the annual election of the Board of Directors.

SECTION 3. Vacancies: If any office becomes vacant for any reason, the Board of Directors will elect a replacement to complete the term of office.

SECTION 4. President: The President shall preside at all meetings of the Corporation and Board of Directors, and shall be automatically a member of all other committees. The President shall have general charge and supervision of the business and affairs of the Corporation.

SECTION 5. Vice-President: The Vice-President shall at the request of the President, or in the event of the President's absence or disability, perform the duties of the President, and shall have such other powers and duties as the Board of Directors may determine.

SECTION 6. Corresponding Secretary: The Corresponding Secretary shall be responsible for outgoing correspondence. The Corresponding Secretary shall serve notice to the members of the Corporation of the annual meeting, and to members of the Board of Directors of all meetings. The Corresponding Secretary will be responsible for correspondence to individuals. The Corresponding Secretary shall have charge of such books, documents and papers as the Board of Directors determines.

SECTION 7. Recording Secretary: The Recording Secretary shall attend and keep the minutes of all meetings of the Corporation and of the Board of Directors. The Recording Secretary shall have charge of such books, documents and papers as the Board of Directors determines.

SECTION 8. Treasurer: The Treasurer shall maintain the financial affairs of the Corporation. The Treasurer shall be responsible for the accounting of the Corporation's assets and shall report to the Board of Directors quarterly and the Corporate membership annually. The Treasurer shall be responsible for the submission of all-financial reporting for compliance with the laws of the State of Michigan and the United States Government.

ARTICLE VI

FISCAL AFFAIRS

SECTION 1. Fiscal Year: The fiscal year of the Corporation shall commence on January 1, and shall end December 31.

SECTION 2. Financial Statements: The financial books and records of the Corporation shall be maintained in accordance with the Generally Accepted Accounting Principles. The Treasurer shall provide the Corporation with quarterly financial statements detailing disbursements and receipts in connection with the operations of the Corporation. The Treasurer shall maintain supporting records in such a manner as to show readily at all times the amounts, sources, and purposes of all receipts and disbursements in connection with the conduct of its operations.

ARTICLE VII

CONTRACTS

Unless specifically authorized in writing by the Board of Directors, no officer, committee, or member of the Corporation shall have any power or authority to bind the Corporation by any contact or engagement or to pledge its credits or render it liable financially for the purpose or in any amount.

ARTICLE VIII

FUNDS AND PROPERTY

SECTION 1. Funds and Property: All funds and property given to, received by, or otherwise coming into the custody of the Corporation, belong to and are trust funds and property of the Corporation, belong to and are trust funds and property of the Corporation to be expended and disposed of only for the purposes authorized by the Corporation and then only in accordance with the Rules and Regulations, and Policies of the Corporation as they may be amended from time to time.

SECTION 2. Banks: All funds designated by the Corporation for use in the conduct of the Corporate operations shall be deposited in banks designated by the Corporation in the name of "Volunteers Assisting the Disabled, Inc.", and disbursements in payment of authorized expenditures shall be made on instruments of payment requiring the signatures of any two officers of the President, Vice-President, and Treasurer.

SECTION 3. Financial Reports: The financial books and records of the Corporation shall be maintained by the Treasurer of the Corporation. The financial books and records shall be available for inspection upon request.

SECTION 4. Expenditure Approval: Any two officers of the President, Vice-President, and Treasurer of the Corporation may approve expenditures up to and including two hundred dollars (\$200). Any expenditures in excess of two hundred dollars (\$200) must be approved by a majority vote of the Board of Directors.

SECTION 5. Special Needs Committee (SNC). A Special Needs Committee will be appointed to evaluate and approve monies form the special needs budget. Appointments to this committee will be made annually following the annual election of the Board of Directors and subsequent election of officers. The membership of this committee will be announced no later that the VAD Board Meeting in October of each year, following the annual election of the Board of Directors. The Special Needs Committee will be appointed for a one year term. There are no term limits. The membership shall consist of the Vice President of the Board of Directors, one additional member of the Board of Directors, and two members of the VAD membership at large. The President of the Board of Directors will be an ex officio member and will vote only in the case of a tie. The Vice President will serve as chairperson of the SNC. As necessary, the Board of Directors may appoint any additional members to the Special Needs Committee to act as consultants. The Special Needs Budget shall not exceed 10% of the previous fiscal year's assets. The SNC will review requests for funds and report their recommendations to the Board of Directors for approval of funds.

SECTION 6: Dissolving The Organization: Should the organization dissolve, all assets, and real and personal property will revert to another Not For Profit Organization tax exempt under 501(c) 3.

ARTICLE IX

LAW COMPLIANCE, RECORDS, AND BUSINESS PRACTICES

SECTION 1. Authority: The Corporation derives its authority from the Board of Directors. It is subject to and shall abide by the Articles of Incorporation, the By-Laws. And the Rules, Regulations, and Policies of the Corporation as all of these may be amended from time to time. The said Rules, Regulations, and Policies adopted by the Board of Directors shall have the same force as if fully set forth herein.