

BYLAWS OF

**BIGS KIDS 4 LITTLE KIDS**

ARTICLE I – OFFICES

1. The **PRINCIPAL OFFICE** of the Corporation is 625 Robert Street, Lansing, MI 48910, but may be changed to such place within or without the State of Michigan, as the Board of Directors shall determine.
2. **OTHER OFFICES** for the Corporation within or without the State of Michigan may be designated by the Board of Directors as the business of the Corporation may require.

ARTICLE II – MEETINGS OF BOARD MEMBERS

1. The **PLACE OF ALL MEETINGS** of the board members shall be the principal office of the Corporation or a place designated by the Board of Directors.
2. The **ANNUAL MEETING** of the board members shall be held at a time and place designated by the Board of Directors. At the annual meeting, board members shall elect officers and shall transact such other business as may properly be brought before the meeting.
3. **SPECIAL MEETINGS** of the Board of Directors may be called by the President or Secretary and shall be called by either of them at the request of any member of the Board of Directors. Any such request by the board shall state the purpose or purposes of the proposed meeting.
4. The **BUSINESS TRANSACTED** at a special meeting of board members shall be limited to the purpose or purposes of the meeting stated in the call.
5. A **QUORUM** at all meetings of board members, unless otherwise provided by law, shall consist of a representation at such meeting in person or by proxy of a majority of the board members. If, however, such quorum shall not be present at a meeting, the meeting may be adjourned from time to time by a majority of those who attend until a quorum is present or represented. At such adjourned meeting, business may be transacted which might have been transacted as originally notified. When a quorum is present or represented at any meeting, a majority vote of the board members present or represented at such meeting shall decide any question properly brought before such meeting unless otherwise provided by law, in the Articles of Incorporation, or the Bylaws.

6. **VOTING** by board members shall be limited to those of the Corporation on the date fixed for the record date. Each board member shall be entitled to one vote in person.
7. **ORGANIZATION.** The president shall call meetings of board members to order and shall act as chairperson of such meetings, unless otherwise determined by the majority of the board members present. The secretary of the Corporation shall act as secretary of all meetings of the Corporation, but in the absence of the secretary at any meeting of the Board of Directors or his or her inability to act as secretary, the presiding officer may appoint a person to act as secretary of the meeting.
8. **NEW BOARD MEMBERS** shall be voted in by a unanimous vote of the Board of Directors.

### ARTICLE III – DIRECTORS

1. **MANAGEMENT** of the business and property of the Corporation shall be by the Board of Directors who shall exercise all of the powers of the Corporation by law, in the Articles of Incorporation or these bylaws.
2. **ELECTION** of the directors shall be held at the annual meeting of board members of the Corporation. Each director elected at the organizational meeting of the incorporators shall hold office until a successor is elected and shall qualify. Board members may. However, at any special meeting called for that purpose, remove any director in accordance with law, and at such meeting or at any subsequent meeting called for that purpose may elect a successor to such removed director.
3. **VACANCIES** in the Board of Directors shall be filled by the remaining directors and each person so elected shall remain a director until his or her successor is elected at the next annual meeting of board members or at any special meeting or board members duly called for that purpose and held prior thereto.

### ARTICLE IV – MEETINGS OF DIRECTORS

1. The **PLACE OF ALL MEETINGS** of the Board of Directors shall be the principal office of the Corporation, unless otherwise stated in the notice of meeting or as the board may have previously determined.
2. **SPECIAL MEETINGS** of the Board of Directors may be called by the president or secretary, and shall be called by any of them upon request of a board member.
3. **NOTICE** of annual, special or regular meetings of the Board of Directors shall be required. Notice of the time, place and purpose of the meeting shall be given

at least three days prior to such meeting. Any required notice of meeting may be waived before or after such meeting.

4. A **QUORUM** for the transaction of business by the Board of Directors shall be a majority of the directors. 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, provided that if all the directors shall consent in writing to any action to be taken by the Corporation, such consent shall constitute the action of the Board of Directors as though authorized at a meeting of the Board of Directors.

## ARTICLE V – OFFICERS

1. The **OFFICERS** of the Corporation shall be selected by the Board of Directors at its annual meeting. Each officer's term of office shall continue until the next annual meeting or until his or her successor shall be appointed by the board. There shall be a President, Vice President, Secretary and a Treasurer. The board may also assign assistants to all such officers as it is deemed necessary for the transaction of the business of the Corporation. The same person may hold any two or more of the above named offices.
2. **OTHER OFFICERS AND AGENTS** may be appointed at any time by the Board of Directors, as it deems necessary for the transaction of business. Such officers and agents shall exercise such powers and perform such duties as are delegated from time to time by the Board of Directors.
3. **REMOVAL** of any officer or agent may be effected at anytime by a majority vote by the Board of Directors.
4. **VACANCIES** occurring in any office at a meeting may be filled by another member of the Board of Directors for such meeting.
5. **RESIGNATION** of any officer must be in writing and be presented to the Board of Directors.
6. **ELIGIBILITY.** Only members of the Board of Directors are eligible to serve as officers of the corporation. Regular and Life Members are not eligible to serve as officers unless they are first elected to the Board of Directors and then subsequently running for office.

## ARTICLE VI – DUTIES OF OFFICERS

1. **PRESIDENT.** The President shall be the chief executive officer of the Corporation, and in the recess of the Board of Directors shall have general control and management of its business and affairs, subject, however, to the right of the Board of Directors to delegate any specific power, except such as may be by statute exclusively conferred upon the president, to any other officer

or officers of the Corporation. He or she shall preside over all meetings of the Board of Directors, unless otherwise determined by a majority of all Board Members.

2. **VICE PRESIDENT.** The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President.
3. **TREASURER.** The Treasurer shall have the custody and keep account of all money, funds and property of the Corporation, unless otherwise determined by the Board of Directors. He or she shall render such accounts and present such statements to the Board of Directors as may be required. He or she shall deposit all funds of the Corporation in a bank or banks as designated by the Board of Directors. He or she shall keep the bank accounts in the name of the Corporation, and shall exhibit the Corporation books and accounts at all regular meetings or upon request by any board member. He or she shall pay out money as the business may require upon the order of the properly constituted officer or officers of the Corporation, taking proper vouchers therefore, provided, however, the Board of Directors shall have power by resolution to delegate any of the duties of the treasurer to other officers, and to provide by what officers, if any, bills, notes, checks, vouchers, orders or other instruments shall be countersigned. He or she shall perform in addition such other duties as may be delegated to him or her by the board.
4. **SECRETARY.** The Secretary of the Corporation shall keep the minutes of all the meetings of the Board of Directors in books provided for that purpose; he or she shall have charge of the certificate books and any other books and papers as the board may direct; all of which shall be open for examination upon request by any board member. He or she shall perform other duties as may be delegated to him or her by the Board of Directors.

## ARTICLE VII – MEMBERSHIP

1. **ELIGIBILITY FOR MEMBERSHIP.** Application for membership in this organization shall be open to individuals, organizations, and businesses in agreement with and sympathetic to its purposes. Membership is granted after completion and receipt of a standard membership application and appropriate annual dues. All memberships shall be granted upon a majority vote of the board.
2. **CATEGORIES OF MEMBERSHIP.** There may be various categories of membership as determined by the board. There shall be, at a minimum, a Regular and a Life Member category. A Life Membership shall be available to an individual only. Upon the payment of the prescribed dues for Life Member category, such an individual shall be relieved of payment of dues thereafter.
3. **ANNUAL DUES.** Dues of each category of membership shall be determined annually by the board prior to the annual meeting of the membership.

Continued membership is contingent upon being up-to-date on membership dues.

4. **RIGHTS OF MEMBERS.** Members shall not have voting rights; only board members shall have voting rights. Each member shall be eligible to run for board membership.
5. **RESIGNATION AND TERMINATION.** Any member may resign by filing a written resignation with the secretary. Resignation shall not relive a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by either a majority vote of the membership or the board.

## ARTICLE VIII – MEETINGS OF MEMBERS

1. **REGULAR MEETINGS.** There will be no regular meetings of the membership. Members are invited to attend any regular board meetings.
2. **ANNUAL MEETINGS.** An annual meeting of the members shall take place in the month following the annual board meeting.
3. **SPECIAL MEETINGS.** Special meetings may be called by the President or a simple majority of the board of directors. A petition sign by five percent of the membership may also be used to call a special meeting. Such a petition must be made in writing at least ten (10) days before the requested scheduled date. Any such petition shall state the purpose or purposes of the proposed meeting. No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at such meeting. As members do not have the power to vote, any decisions made at a special meeting must be made by consensus.
4. **NOTICE OF MEETINGS.** Notice of annual meetings shall be provided to each member not less than two weeks prior to the meeting. Reasonable attempts to notify the members of special meetings will be made as time permits. Such notice shall state the reason for the meeting, the business to be transacted at such meeting, and by whom it was called.
5. **QUORUM.** The members present at any properly announced meeting shall constitute a quorum.

## ARTICLE IX – BANKING, CHECKS AND DEPOSIT

The Board of Directors shall by resolution designate the bank or depository in which funds shall be deposited in the name of the Corporation. All checks, drafts, notes, receipts, orders or other instruments for payment of money shall be signed by such officer or officers designated by the Board of Directors.

## ARTICLE X – EXECUTION OF LEGAL DOCUMENTS

The Board of Directors may specifically designate the officers and agents who shall have the power to execute any contract, conveyance or other instrument in the name of and on behalf of the Corporation. However, in the absence of such designation, the President or the Secretary may execute such contract, conveyance or other instruments in the name of and on behalf of the Corporation.

## ARTICLE XI – BOOKS AND RECORDS

Such books, records and accounts of the Corporation's business shall be kept and maintained as the Board of Directors shall deem advisable and as are required by law or by these bylaws.

## ARTICLE XII – FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

## ARTICLE XIII – AMENDMENTS

These bylaws may be altered, amended, added to or repealed at any regular meeting of the Board of Directors or at a special meeting called for such purpose, provided, however, that the Board of Directors shall not make or alter any bylaws fixing there the number, qualification, classification or term of office which shall constitute a quorum at a meeting of board members, and provided further, that the date of the annual meeting of the Board of Directors shall in no event be changed within thirty days next preceding the date on which the annual meeting is to be held, unless consented to in writing, or by resolution adopted at a meeting by all board members entitled to vote at the annual meeting.

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Original bylaws adopted by the Board of Directors at a meeting held on February 23, 2001. Bylaws subsequently amended by the Board of Directors at a meeting held May 22, 2002. Bylaws subsequently amended by the Board of Directors at a meeting held August 26, 2009 to allow for classes of membership and governance thereof (Articles V, new section VII, and revised old section VIII, renumbered sections to allow for new section VII).

These Bylaws certified as an original copy, by my hand, this 28<sup>th</sup> day of September, the year of our Lord, 2009.

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Leigh A. Scherzer, Secretary of the Board of Directors