

**BYLAWS
OF
VOLUNTEERS IN SERVICE (V.I.S.)**

I. NAME AND PURPOSES

- A. Name. This corporation shall be known as Volunteers In Services (V.I.S.).
- B. Purposes. The purpose or purposes for which this corporation is formed are as follows:

Mission Statement: *To be a catalyst of Christ-centered community transformation by:*

- *Connecting people to faith-based care*
- *Equipping churches for relational community ministry*
- *Serving as a partner in community development.*

II. BOARD OF DIRECTORS

- A. Powers and Duties. The property, business and affairs of the corporation shall be under the direction and control of a board of directors. The board of directors shall have power to accept or refuse to accept any bequests, devises, gifts or grants which are proposed to be made to this corporation based upon the discretion and judgment of the directors taking into consideration the nature of the proposed gift, any conditions or restrictions placed upon the gift and the appropriateness of such gift to the purposes of this corporation. A gift with exclusionary restrictions may be accepted.
- B. Restrictions on Director's Powers. No part of the receipts, income, or property of the corporation shall inure to the benefit of any Director or other individual, either during the life of the corporation or upon dissolution. No substantial part of the activities of this organization shall be devoted to attempt to influence legislation or to participate in any extent in a political campaign for or against any candidate for public office. This corporation may do anything which may be required to carry out the fundamental purpose of the corporation not prohibited by the laws of the State of Michigan; provided, however, that the corporation shall exercise only powers in furtherance of its exempt purpose. Notwithstanding any other provision, the corporation shall not carry on any other activity not permitted to be carried on (1) by a corporation exempt from federal income tax Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), or (2) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law).
- C. Number and Term of Directors. The number of directors shall be not less than five (5) and not more than fifteen (15). The initial board of directors shall be appointed

by the incorporators. Thereafter, the directors shall be elected at the annual meeting by majority vote of the directors for a term of three (3) years, and no person shall be elected to more than two (2) consecutive terms. Additionally, based upon the need and request of the board, a current director may be elected to serve an extended period of one (1) year, as long as they do not serve more than eight (8) consecutive years through either election or appointment. If any director should serve either two (2) consecutive terms or up to the eight (8) year maximum, a director shall not be eligible for election or appointment for two (2) years. A director shall serve until a successor is duly elected and qualified and may vote in the election for a successor; provided that nothing herein shall be construed to prevent the election of a Director to succeed himself or herself. Nominations for the proposed successor board of directors shall come from the directors. The board of directors must have a minimum of one representative from each of the five (5) greater Grand Rapids area Christian Reformed Church classes. The other directors may be from the five (5) Grand Rapids CRC classes and the Christian community, which the corporation serves.

- D. Qualifications of Directors. Members of the board of directors shall be restricted to those persons who confess Jesus Christ as Savior and Lord and who have shown interest in outreach ministry. Each director will be required to sign a statement of faith.
- E. Removal. Any Director may be removed from office for cause by vote of two-thirds (2/3) of the directors of the corporation present and voting on such question.
- F. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the corporation. The resignation shall become effective upon the date specified in the notice, or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance by the board shall not be necessary to render the resignation effective.
- G. Vacancies and Additional Directors. In the event of a vacancy in the directors due to any cause (including a vacancy caused by an increase in the number of directors), the remaining directors of the corporation, by majority vote, may appoint an individual to fill the term equal to that remaining of the Director.
- H. Advisory Representatives. The board of directors may, in its discretion, request that various persons be appointed to function as advisors to the board and advise the board of directors on matters within their province. Such representatives shall sit on an advisory capacity only and shall not be eligible to hold office in the corporation or to vote at any meetings.

III. MEETINGS

- A. Annual Meetings. The annual meeting of the directors, to elect directors and officers, and transact such other business as may be appropriate, shall be held at such place and hour as the directors shall from time to time determine.

- B. Regular and Special Meetings. Regular meetings of the directors may be held from time to time as the directors may determine, provided that meetings shall be held no less frequently than quarterly. Directors are expected to attend all meetings. No notice of regular meetings shall be required. Special meetings of directors may be convened upon the written request of any two (2) of its members, or by the President.
- C. Quorum. At any meeting of the directors, a majority of the entire number of such directors shall comprise a quorum for the transaction of business.
- D. Place and Notice of Meetings. Meetings may be held within or without the State of Michigan. All directors shall be notified of a special meeting and its purpose by conventional means at least forty-eight (48) hours prior to such special meeting.
- E. Waiver of Notice. Attendance without objection at any meeting shall constitute waiver of notice of that meeting. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual executing the waiver.
- F. Voting. At all meetings of the directors when a quorum is present, the affirmative vote of a majority of those present and voting on the question shall, except where a larger vote may be required by law, decide any question brought before that meeting.
- G. Action without Meeting. Any action required to be taken at a meeting of the directors may be taken without a meeting if a written consent, stating the action so taken, shall be signed by all directors who are entitled to vote with respect to such action.
- H. Parliamentary Procedure. Parliamentary Procedure shall be used at all meetings of the board of directors. Roberts Rules of Order shall be used by the authorities to determine correct procedure at all meetings.

IV. COMMITTEES

- A. General Powers. The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to:

1. amend the articles of incorporation;
 2. adopt an agreement of merger or consolidation;
 3. amend the bylaws of the corporation;
 4. fill vacancies on the board; or
 5. fix compensation of the directors for serving on the board or on a committee.
- B. Meetings. Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in Article III for meeting of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.
- C. Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken with a meeting if before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.
- D. Executive Committee. This corporation may have an Executive Committee which may meet monthly to formulate policy recommendations to the directors. An Executive Committee by a majority of its members, shall have interim authority to act on behalf of the board of directors between meetings. The Executive Committee shall be chaired by the President of the board, and shall be comprised of all the principle officers and up to two additional directors who may be appointed to the Executive Committee by the President of the board.
- E. Other Committees. This corporation may also have such other committees as the directors from time to time determine and appoint.

V. OFFICERS

- A. Principal Officers. The principal officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer, who shall be elected by the board of directors at the annual meeting immediately following the annual election of directors. From time to time, the board of directors may elect such other officers as it shall determine in its discretion. The President shall be a voting member of the board. The officers shall be elected by the directors at their annual meeting and shall serve for a one (1) year term. Any two (2) offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the articles or the bylaws to be executed, acknowledged or verified by two or more officers. There is no prohibition preventing an officer from serving consecutive terms.

- B. President. The President shall be selected from the membership of the board of directors, shall be chief executive officer of the corporation and shall preside over all meetings of the directors. The President shall appoint all committees and chair persons unless otherwise provided in these bylaws. The President shall perform such other duties as may be specified from time to time by the directors.
- C. Vice-President. The Vice-President shall be selected from the membership of the board of directors, shall perform the duties and exercise the powers of the President during any absence or disability of the President, and shall succeed the President in the event that the office of President become vacant for any reason. The Vice-President shall perform such other duties as may be specified from time to time by the directors.
- D. Secretary. The Secretary shall be selected from the membership of the board of directors and shall give notice of each meeting of the directors or committees of the corporation as to which notice is required; shall record minutes of such meeting in books kept for that purpose; shall have custody of the records of the corporation and shall perform such other duties as may be specified from time to time by the directors.
- E. Treasurer. The Treasurer shall be selected from the membership of the board of directors and shall have custody of the funds and other property of the corporation; shall keep accurate records of all property, receipts and disbursements of the corporation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the corporation with such depositors or depositories as shall be designated by the directors; shall disburse the funds of the corporation; render to the directors such reports as they shall prescribe and be responsible for the filing of any necessary tax forms. All books, records and vouchers of the corporation shall be open to the inspection of any Director. The Treasurer shall, at least once a year, and whenever requested by the directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the corporation and the changes, if any, since the last report of the Treasurer. The Treasurer shall perform such other duties as may be specified from time to time by the directors.
- F. Removal. Any officer of the corporation may be removed at any time, with or without cause, by vote of two-thirds (2/3) of the directors then holding office.
- G. Vacancies. Any vacancy in any office of the corporation may be filled for the unexpired portion of the term by majority vote of the directors present at a meeting of the directors called for such purpose, except that the Vice-President shall become the President in the event that the office become vacant for any reason. If any officer is absent or unable to perform the duties assigned to that office, the directors may delegate the powers and duties of that office, during the period of such absence or disability, to another person.

- H. Resignation. Any officer may resign such office at any time by giving written notice of such resignation to the Secretary of the corporation. The resignation shall become effective upon the date specified, upon receipt of the notice by the Secretary. Acceptance by the board shall not be necessary to render the resignation effective.

VI. FINANCES

- A. Funds. It shall be the duty of the board of directors to provide adequate funds for the operations of the corporation by means consistent with the tax-exempt status of the corporation.
- B. Expenses. All proper expenses of the corporation are subject to the approval of the board of directors. Upon such approval, the expenses shall be paid from the funds of the corporation.
- C. Books and Records. Books and records of the corporation shall be set up in a manner which shall produce proper records for reports to the government and to the board of directors and enable an annual audit of the finances of the corporation.
- D. Fiscal Year. The fiscal year of the corporation shall be the calendar year (January 1 - December 31).
- E. Checks, etc. All checks, drafts and order for payment of money shall be signed in the name of the corporation by such officer or officers or agent or agents as the board of directors shall from time to time designate for that purpose.

VII. EXECUTIVE DIRECTOR, STAFF AND INDEPENDENT CONTRACTORS

- A. Executive Director. The board of directors shall appoint an Executive Director, responsible to the board of directors. The Executive Director shall sit with the board of directors in the capacity as advisor with the right of discussion, but without vote. The Executive Director shall in general, oversee and manage all the work of the corporation and all of its departments and shall perform such duties as from time to time may be assigned to the Executive Director by the board of directors.
- B. Staff and Independent Contractors. The Executive Director, under the direction of the Executive Committee, shall be responsible for the hiring, supervision and duty assignments of other paid and volunteer staff, and independent contractors.

VIII. INDEMNIFICATION OF OFFICERS, DIRECTORS, AND AGENTS

- A. Indemnification: Third Party Actions. This corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending cause of completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this corporation) by reason of fact that the person is or was a

director, officer, employee, agent or volunteer of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, trustee, employee, agent or volunteer of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its shareholders or members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its shareholders or members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

- B. Indemnification: Actions in the Right of This Corporation. This corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, agent or volunteer of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, trustee, employee, agent or volunteer of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its shareholders or members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.
- C. Indemnification: Mandatory and Permissive Payments.
1. To the extent that a director, officer, employee, agent or volunteer of this corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section A or Section B of this Article VIII, or in defense of a claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as brought to enforce the mandatory indemnification provided in this subsection.

2. An indemnification under Section A or Section B of this Article VIII, unless ordered by a court, shall be made by this corporation only as authorized in a specific case upon a determination that indemnification of the director, officer, employee, agent or volunteer is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section A or Section B. That determination shall be made in any of the following ways:
 - a. A majority vote of a quorum of the board consisting of directors who were not parties to the action, suit or proceeding.
 - b. If that quorum is not obtainable, then by a majority vote of a committee of directors who were not parties to the action, suit or proceeding. The committee shall consist of not less than two disinterested directors.
 - c. By independent legal counsel in a written opinion.
 - d. By the shareholders or members.
 3. If a person is entitled to indemnification under Section A or Section B of this Article VIII for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for this total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.
- D. Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section A or Section B of this Article VIII may be paid by this corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, agent or volunteer to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured. The indemnification provisions of Sections A through D of this Article VIII shall continue as to a person who ceases to be a director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors and administrators of that person.
- E. Limited Liability, Officers and Directors. A volunteer director or volunteer officer of the corporation shall not be personally liable to the corporation or its membership for monetary damages for a breach of the volunteer director's or volunteer officer's fiduciary duty, except for liability for any of the following:
1. A breach of the volunteer director's or volunteer officer's duty of loyalty to the corporation or its members;

2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of Section 551(l) of the Michigan Nonprofit Corporation Act;
4. A transaction from which the volunteer director or volunteer officer derived an improper personal benefit;
5. An act or omission occurring before the date this document is filed; or
6. An act or omission that is grossly negligent.

For purposes of this Section E, "volunteer director or volunteer officer" means a director or officer who does not receive anything of value from the corporation for serving as a director or officer other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director or officer in his or her capacity as a director or officer.

The corporation shall assume all liability to any person other than the corporation or its members for claims of monetary damages for a breach of a volunteer director's or volunteer officer's duty in his or her capacity as a volunteer director or volunteer officer and the volunteer director or volunteer officer shall not be personally liable to such persons for monetary damages, except for liability for any of the following:

1. A breach of the volunteer director's or volunteer officer's duty of loyalty to the corporation or its members;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of Section 551(l) of the Michigan Nonprofit Corporation Act;
4. A transaction from which the volunteer director or volunteer officer derived an improper personal benefit;
5. An act or omission occurring before the date this document is filed; or
6. An act or omission that is grossly negligent.

Any repeal, modification or adoption of any provision in the corporation's Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a volunteer director or volunteer officer of the corporation existing at the time of the repeal, modification, or adoption.

If the Michigan Nonprofit Corporation Act is amended after this Article has been adopted by the members to authorize corporate action to further eliminate or limit the personal liability of volunteers, then the liability of a volunteer for the

corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as amended.

F. Limited Liability, Volunteers. The corporation shall assume the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer of the corporation (collectively, a "volunteer") occurring on or after the effective date of this Article if all of the following are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in MCLA ~500.3135.

For purposes of this section F, a "volunteer" means an individual, including a volunteer director or volunteer officer, performing services for a nonprofit corporation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Section shall not adversely affect any right or protection of a volunteer existing at the time of such repeal, modification or adoption.

If the Michigan Nonprofit Corporation Act is amended after this Article has been adopted by the members to authorize corporate action to further eliminate or limit the personal liability of volunteers, then the liability of a volunteer for the corporation shall be eliminated or limited to the fullest extent permitted by the Nonprofit Corporation Act as amended.

(changes to Articles E and F approved at board of directors' meeting on May 1, 2002)

IX. AMENDMENTS

These bylaws may be amended by a majority vote of the directors then holding office at any duly constituted meeting of the board of directors, provided that fifteen (15) days' written notice is given of the intention to amend the bylaws and the amendment has been stated in the notice of such meeting or in a duly completed waiver of notice of such meeting.

X. **DISSOLUTION OF CORPORATION**

- A. A dissolution of the corporation shall be authorized by a two-thirds (2/3) vote of directors then in office. Notice of the meeting to authorize the dissolution shall be given to each director then in office not less than ten (10) days before the meeting and shall state that the purpose of the meeting is to vote on the dissolution of the corporation. The notice shall include a copy or summary of the plan of distribution of assets.

- B. If the dissolution is approved, the corporation shall cease to conduct its affairs except as may be necessary for the liquidation and winding up of the affairs of the corporation. It shall immediately cause a Certificate of Dissolution to be executed and filed setting forth:
 - 1. The name of the corporation;
 - 2. the date and place of the meeting of directors approving the dissolution; and
 - 3. a statement that dissolution was approved by the requisite vote of directors.

- C. In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax-exempt under Section 501(c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Revenue law.

These bylaws were adopted as and for the bylaws of Volunteers In Service, Inc., a Michigan Nonprofit Corporation at a meeting of the board of directors held on September 5, 2001 at 7:30 p.m.