

**BYLAWS
OF
PARTNERS IN PERSONAL ASSISTANCE, INC.**

I.

NAME, OFFICES, AND PURPOSES

- 1.1 The name of the corporation is Partners in Personal Assistance.
- 1.2 The corporation shall have its principal place of business in Washtenaw County, Michigan.
- 1.3 The mission of this organization is to provide personal support, educational and other services that empower people with disabilities to live full and productive lives and to educate the Washtenaw County community.
- 1.4 PURPOSES. The purposes for which the corporation is organized are as follows:
- 1.4.1 To receive and administer funds, and to operate exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the “Code”), and in particular to serve people with disabilities and those who provide their assistance.
- 1.4.2 To acquire, own, dispose of and deal with real and personal property and to apply gifts, grants, and bequests and their proceeds to further such purposes.
- 1.4.3 To do all such things and to perform all such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

1.5 NONPROFIT OPERATION. The corporation shall be operated exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Code as a nonprofit corporation. No director of the corporation shall have any title to or interest in the corporate property or earnings in the director's individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

II.

BOARD OF DIRECTORS

2.1 BOARD OF DIRECTORS. The business and affairs of the corporation shall be managed by a Board of Directors, which is the governing body of the corporation. The corporation is organized on a non-stock, directorship basis. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.

2.2 NUMBER AND SELECTION OF DIRECTORS. The Board of Directors shall consist of not more than fifteen people. Directors shall be elected by the affirmative vote of the Board of Directors at any Board meeting as needed, and vacancies shall be filled in the manner specified in section 2.4 below. All directors shall be elected for a term of three years.

Directors shall be eligible for re-election.

- 2.3 REMOVAL. Any director may be removed from office with or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of two-thirds of the directors then in office.
- 2.4 VACANCIES. Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve for the unexpired portion of the term.
- 2.5 ANNUAL MEETING. Unless the Board of Directors shall otherwise determine, the annual meeting of the Board of Directors shall be held on a date to be determined by the Board. At the annual meeting, the Board of Directors shall elect directors, elect officers, and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.
- 2.6 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Directors may be held at such times and places as the directors determine. All meetings of the Board shall be open to the public and wheelchair accessible. Special meetings of the Board may be called by the Chairperson, Vice-Chair or by the Secretary, and shall be called by the Chair, Vice-Chair or Secretary upon the request of any director.

- 2.7 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Notice of the time and place of all meetings of the Board shall be given to each director at least seven days before the date of the meeting, either personally or by e-mailing such notice to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting.
- 2.8 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.
- 2.9 QUORUM AND VOTING REQUIREMENTS. A majority of the directors then in office and a majority of any committee appointed by the Board constitute a quorum for the transaction of business. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws, or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting. Votes such as for approval of policies and plans may be provided via on-line voting (email) or any other means of electronic transmission approved by the Executive Board, with email

address/signature constituting proof of signature and final vote of a quorum being logged in the board meeting minutes binder as if a meeting has taken place.

2.10 POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in section 501 (c) 3 of the Code not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Michigan.

2.11 COMPENSATION. Directors shall receive no compensation for their services on the Board of Directors. The preceding sentence shall not, however, prevent the corporation from purchasing insurance as provided in Article IV or prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of the director's duties as a director or from reimbursing any director for expenses actually and necessarily incurred in the performance of the director's duties as a director.

2.12 EXECUTION OF CONVEYANCES AND CONTRACTS. The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, any of the Executive Officers of the Board may execute such instrument on behalf of the corporation.

III.
OFFICERS

- 3.1 **OFFICERS.** The officers shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer. There may also be such other officers as the Board of Directors deems appropriate.
- 3.2 **ELECTION AND TERM OF OFFICE.** All officers shall be elected to that role for a term of one year (or until their successors have been elected) by the Board of Directors at its annual meeting, with renewals possible. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two or more officers. In case of the absence or disability of any officer of the corporation and of any person hereby authorized to act in his place during periods of absence or disability, the Board may, from time to time, delegate the powers and duties of such officer to any other officer, or any directors, or any other person whom it may elect or appoint.
- 3.3 **REMOVAL.** Any officer may be removed with or without cause by the vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors.
- 3.4 **VACANCIES.** In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

3.5 CHAIRPERSON. The Chairperson, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the chairperson may deem necessary or desirable in order to effectuate the actions and policies of the Board. The Chairperson shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors; presides over meetings; proposes policies and practices; sits on various committees; monitors the performance of Directors and Officers; provides leadership in fulfilling the organization's mission; shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors; works regularly with the Executive Director; and serves as the Chairperson of the Executive Committee (as hereinafter defined).

3.6 VICE-CHAIRPERSON. In the absence or incapacity of the Chairperson, the Vice-Chairperson shall perform the duties and exercise the powers of the Chairperson and shall perform such other duties as the Board of Directors shall prescribe.

3.7 SECRETARY. The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors. The Secretary may delegate responsibility for custody of documents and PPA's seal to administrative staff.

3.8 TREASURER. The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have knowledge of the funds of the corporation; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of the financial condition of the corporation. In the event that funds are received by the Treasurer those funds shall immediately be deposited in a depository designated by the Board of Directors.

IV

INDEMNIFICATION

4. 1 Each trustee, each member of a board or committee, elected or appointed according to these bylaws, each officer of Partners in Personal Assistance, and employees determined by the board of trustees to be so entitled shall be entitled as of right to indemnification by Partners in Personal Assistance against all expenses (including attorney fees), judgments, claims, and amounts paid in settlement arising from any claim or proceeding relating to his/her status as such trustee, board, or committee member, officer, or employee of Partners in Personal Assistance to the fullest extent now or hereafter permitted by the Articles of Incorporation of Partners in Personal Assistance, the laws of the state, and these bylaws.

V

MISCELLANEOUS

- 5.1 **COMMITTEES.** The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. The Board of Directors may establish one or more executive committees and determine the powers and duties of such executive committee or committees within the limits prescribed by law.
- 5.2 **AMENDMENTS.** These bylaws may be amended at any meeting of the Board of Directors by the affirmative vote of a majority of the members of the Board of Directors then in office. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.
- 5.3 **DISOLUTION:** In the event of termination of operations, all assets shall be forwarded to an eligible non-profit agency as determined by federal, state and local requirements.

Revisions passed by a majority vote of the Board of Directors 12/03/13; previous revision approved 11/2/05.