



O'Hair Park Community Association
19800 Pembroke Detroit, MI 48219

ARTICLE I

1. Name. The name of this corporation is O'Hair Park Community Association
2. Location. The principal place of business and administrative office shall be located at 19800 Pembroke Avenue, Detroit, Michigan 48219.
3. Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purpose

1. Purpose. The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:

(a) The purpose or purposes for which the corporation is organized are:

Create a collaborative within the Detroit, Michigan geographic boundary of Evergreen Road, Southfield Service Drive, Eight Mile Road and Seven Mile Road focused on neighborhood stabilization, population growth, housing and community development. The vision of O'Hair Park Community Association is a community where people love where they live.

ARTICLE III

Membership

1. Membership. The Corporation shall have members. Membership within O'Hair Park Community Association may be a resident / supporter or business.

To be a member of the O'Hair Park Community Association the following is required:



Association dues are to be paid annually on June 1. New members may join at anytime during the year. However, the annual membership renewal is June 1 of the following year regardless of the date a member joined the Association.

Any current member who passes away will be assigned O'Hair Park Community Association Perpetual Membership status.

ARTICLE IV

Board of Directors

1. Election. The Corporation shall designate a Board of Directors who shall initially be appointed by a majority of the incorporators to serve as Directors until such Director's death, resignation, or removal as provided by these bylaws.

A Non Board member (defined as a member of O'Hair Park Community Association in Article III of the Bylaws) interested in serving on the Board is requested to submit his or her name to the Board Secretary. A current Board member may also submit to the Secretary the name of an Association member to be considered for appointment to the Board.

The Board Secretary shall maintain the list of persons interested in serving on the Board of Directors.

When a vacancy occurs, the Executive Committee shall review all names submitted to the Board Secretary to create a recommendation for the Board to review and confirm by vote at a monthly meeting. The Executive Committee will verify with each candidate his or her desire to be on the Board of Directors for O'Hair Park Community Association.

The recommendation presented to the Board will be equal to the number of Board positions being filled. All new Board members shall begin serving after they have completed the Board Orientation session.

2. Number. The number of Directors shall not exceed fifteen (15) and at no time shall be fewer than three (3). The Board of Directors shall determine the number of members needed to conduct the business of O'Hair Park Community Association.

3. Qualifications. To serve as a Director, an individual shall have prior experience serving on a not for profit board, general business, entrepreneurial experience or experience in the development of neighborhoods and shall have a desire to pay it forward with what they have, know, or have access to.



ROLES AND RESPONSIBILITIES.

Any person who serves as a Director on the O'Hair Park Community Association Board agrees to fulfill the following roles and Responsibilities.

- Maintain membership in OHPCA by paying annual dues Determine Mission/Purpose of the organization
- Steer organization to a sustainable future Ensure:
- Prudent use of all organization assets
- Effective planning to ensure all activities advance the mission of the organization All laws, regulations are obeyed, and bylaws are followed
- Organization Mission is the focus of all activities
- Assist in fundraising through participation in organization activities
- Reach out to personal connections as appropriate to achieve financial goals through direct contributions or grants.
- Serve as Ambassador/Representative of the organization
- Attend monthly Board meetings and the Association Meetings/Events – indicating commitment to the organization.
- Approve annual budget, review financial reports Work collaboratively to build a competent Board
- Serve on a minimum of one subcommittee and no more than two either as its chair or member
- Elect annually, the Officers of the Board

The Executive Committee (the Officers of the Board) will review all Board members who are unable to fulfill the roles and responsibilities as stated above to determine if the member should be removed from the Board. Recommendations to remove a Board member will be presented to the full Board for approval.

A Board member who finds they will no longer be able to fulfill their obligation to O'Hair Park Community Association is requested to submit their written resignation to the Board President.

4. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Michigan, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers, as they deem appropriate.

5. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone/video conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

6. Special Meetings. The President of the Corporation or a majority of the Board of Directors may call special meetings. Persons authorized to call special meetings shall provide notice of the time



and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

7. Annual Meetings. Directors shall meet each year in the month of February for the purpose of the election of officers, and transaction of other business including the creation of an annual operating budget. The time and location of such meeting shall be noticed in writing.

8. Audits. Every two years the Board of Directors shall conduct a fiscal audit and a procedural audit. Each audit will be conducted in the second month following the end of the fiscal year. The fiscal year for the O'Hair Park Community Association shall be defined as January – December. The results of the audit will be presented no later than two months after the audit has been completed.

9. Notices and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

10. Quorum. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.

11. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Article IV, Section 1 of these Bylaws detail the process to select and elect a person to the Board. Each person so elected shall serve as a Director until such Director's death, resignation, or removal as provided by these Bylaws. The incorporating Board of Directors shall serve as Directors until such Director's death, resignation, or removal as provided by these Bylaws.

12. Removal. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.

13. Compensation. Directors shall receive no compensation for their service as Directors.

14. Goals/Objectives. A special meeting of the Board shall be convened each January for the purpose of setting specific goals and objectives of the organization for the year. Each quarter the Board shall review and document accomplishments to date against the goals and make any changes needed to the year end targets.

ARTICLE V

Officers

1. Designation of Officers. The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve for five years. One person may hold more than one office, except no person may hold the office of President and Secretary.

2. Elections and Term. Officers of the Corporation shall be elected at the annual meeting of the Board of Directors and shall serve for the period of time March 1 in the year elected through the end of February of the following year. A Board member may nominate himself or herself or



another board member to be an officer.

All nominations for the Officer positions must be submitted in writing to the Board Secretary each January.

A ballot for the Officers shall be presented at the annual meeting. If more than one person is nominated for an Officer position, the person receiving the majority vote will assume the office beginning March 1 in the year they were elected.

The term of office is one year. There is no limit on the number of terms for Officers. If there are no self-nominations the Board shall select the officers from its members.

3. **Removal.** At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5)-business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. **Compensation.** Officers of the Corporation shall receive no compensation.

5. **Vacancy.** The Board of Directors shall fill vacancies, in any office for any reason, for the unexpired term of office.

6. **Duties of Offices.**

7. **President:** The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

8. **Vice President:** The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. In the case where the President is unable to act the Vice-President shall serve as the President until the Board elects a new President. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

9. **Secretary:** The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

10. **Treasurer:** The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

11. **Committees:** The Board shall create standing committees to assist in the work of the Board in fulfilling its purpose. The Board may change the number and focus of the standing committees based on the needs and direction of the Corporation at any point in time.



A Board member shall be appointed to chair each standing committee unless the Board determines a non-Board member should be the chair based on the goals and objectives of the committee.

Committee chair responsibilities include but are not limited to:

- Scheduling and leading committee meetings
- Preparing and submitting written minutes to the Board Secretary from each committee meeting.
- Reporting back to the Board each month on the work of the committee
- Setting committee annual goals/objectives based on Board Directives

Membership on each standing committee will come from people who have an interest in the mission of O'Hair Park Community Association, are a dues paying member of the Association and or have a needed skill/background specific to the committee. A person may serve on only one committee.

The term of each committee chair is for one year (March – February). The Board for up to five succeeding years may reappoint the Chair.

The Board may also create special non-standing committees, as it deems necessary to address a particular need of the Corporation.

ARTICLE VI

Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.
2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c) (3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c) (2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the



Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE VII

Contracts, Checks, Deposits and Funds

1. **Contracts.** The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

2. **Checks, Drafts and Orders of Payment.** All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

4. **Gifts.** The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

5. **Loans.** No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by

unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

6. Whenever the Board of Directors is looking to fill a paid position for O'Hair Park Community Association, any candidate being considered must meet all of the required qualifications for the open position. The Board of Directors shall make its final decision solely on the person's qualifications, background verification and the recommendation of the selection committee. All hiring shall be made without discrimination regarding sex, race, color, ethnicity, sexual orientation or national origin.

No Board of Director related to or friend of a candidate may sit on the selection committee.

If the candidate hired is related to or a friend of a Board Member they will report to a neutral non-related person.



ARTICLE VIII

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c) (3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE IX

Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity, sexual orientation or national origin.

ARTICLE X

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

Adoption of Amended Bylaws September 15, 2020