



Michigan Donor Family Council

**The Michigan Donor Family Council
Bylaws**
(Effective 2-2-13)

ARTICLE I - NAME

Sec. 1

The name of this organization shall be “The Michigan Donor Family Council, (MDFC)”

ARTICLE II - PURPOSE

The purpose of the MDFC is to honor our loved ones who gave *the gift of life, sight and mobility*. Our goal is to promote organ, tissue and eye donation while assisting donor families and supporting the transplant community.

ARTICLE III - MEMBERS

Section I.

Eligibility for Membership

- A. Persons sympathetic with the purposes of the MDFC shall be eligible for membership.

Section II.

Classes of Members for the MDFC

There shall be the following classes of members of MDFC.

- A. Elected Officers.
Voting Members: Elected Officers shall be known as The Board of Directors.
- B. General Members.
Voting Members: General Members are active in the programs of MDFC and members with greater than 1 year attendance and have met voting requirements.
- C. Affiliate Members.
Non-Voting Members: New members for at least one year and/or members who have not met the voting requirements.

Section III.

Membership Requirements

- A. Members are required to attend scheduled meetings in person. If a member is unable to attend in person said member can attend by phone when a conference number is available.

- B. Voting rights will be suspended if a member is absent from 2 or more meetings in a calendar year. Voting rights may be reinstated after meeting voting requirements during the next rolling 12 month period.
(Calling into a meeting by conference call is considered attendance)
- B. In order to be an active member communication and availability through email is required.
- C. New members shall be non-voting members for one year.

ARTICLE IV - Board of Directors - Officers

Section I.

Officers

The elected officers of the MDFC shall be a President/Chief Executive Officer, a Vice President, a Secretary a Chief Financial Officer and a Director. Additional officers may be appointed by the board of directors to assist the elected officers in their duties.

Section II. Duties of Officers

- A. President/Chief Executive Officer (CEO). The President shall be the Chief Executive Officer of the MDFC and shall: serve as chairman of the board of directors; have the power to appoint special committees subject to the approval of the board of directors; be responsible for maintaining good public relations with the community.
- B. The Vice President. The Vice President shall assume the duties of the President/Chief Executive Officer in the absence of the President/CEO, and shall serve as assistant to the President/CEO in his/her efforts for the good of the organization. The Vice President shall chair meetings of the board of directors in the absence of the President/CEO, and shall assume the office of the President/CEO in the event of resignation, disability or death of the President/CEO.
- C. Secretary. The Secretary shall be responsible for keeping accurate minutes of meetings of the organization. The Secretary shall be responsible for sending notices of meetings and letters of appointments to committees and appointed officers. The Secretary will also have the responsibility of being the government liaison for matters concerning the 501c3 laws of the State of Michigan and the internal revenue service and apply for and ensure we are current on government licenses. The Secretary shall have other duties as prescribed by the board of directors or by standing rule.
- D. Chief Financial Officer (CFO). The CFO shall be responsible for receipt and deposit of financial contributions and income into accounts at such banks and financial institutions as the board of directors shall direct. The CFO shall keep accurate records of monies received and expended and shall make a financial report at board meetings. At the end of the fiscal year, the CFO shall be responsible for securing the services of a certified public accountant to conduct an audit of the organization's financial records. The CFO shall be chairman of the budget and finance committees and shall submit a yearly budget for adoption by the board of directors, at such time as the board directors shall direct.
- E. Director. The Director shall assist any executive board officer with their duties as deemed necessary.

- F. Event Director, *an appointed board of director's position with voting rights*. The Event Director is responsible for overseeing all events held by the MDFC, serves as the liaison between MDFC and vendors hired for events. The Event Director will encourage other members to fundraise and assist the committee in identifying the date and location of events. The Event Director will delegate responsibilities in

conjunction with committee members, provide updates at MDFC meetings and work with committee members to identify new cost effective and profitable projects that follow the goals of MDFC.

- G. Marketing Director, *an appointed board of director's position with voting rights*. The Marketing Director shall be responsible for promoting MDFC throughout the transplant community, corporations, private companies and the general population. As well as representing MDFC to achieve a positive image in our communities.

Section III.

Election and Appointment of Office

- A. Elected officers. The Elected Officers shall retain their seat until such time they decide to step down or a qualified board member is interested in running for that office. In order for a general member to be qualified for an officer position the member must have been a general member for at least three years. The general member requesting an appointed position needs to officially request in writing what position they are seeking. The Board of Directors will accept nominations from any general member interested in a board seat at the first closed meeting of the year. The Board of Directors will present this request to the general membership for a vote.
- B. Appointed officers. Appointed Officers may be appointed at any time by the board of directors and shall take office immediately upon notification of appointment. The term of office for an appointed officer shall be determined by the board of directors.

Section IV.

Vacancies in Office

- A. Except for the office of President/CEO, vacancies in the office shall be filled by the board of directors for the remainder of the term.

Section V.

Number of members

- A. The Council which includes the Board of Directors shall not consist of less than 10 members.

ARTICLE V - MEETINGS

Section I.

Scheduled meetings

- A. The date, time and place of the meetings shall be decided upon by the Board of Directors. The schedule shall be published on an annual basis.

Section II.

Annual closed meeting

- A. The MDFC annual closed meeting shall be held in the fall of each year. The annual closed meeting shall be closed to any non-members.

Section III.

Special meetings

- A. Special meetings may be called by any member of the Board of Directors on any matter of immediate importance.

Section IV.

Quorum

- A. MDFC meetings. The quorum for regular meetings and any special meetings of the membership shall be a majority of those in attendance at the meeting.

Section V.

Board of Director Meetings

- A. The Board of Directors meetings shall be held quarterly, at a time and place to be determined by the President/CEO. Board of Directors meetings shall be closed to members and the press. Members and non members may be invited by the Board of Directors to appear for purposes of reports and receipt of other information, but shall not be entitled to remain in the meeting during the conduct of business unless so invited.

ARTICLE VI - SPECIAL COMMITTEES

Sec 1

Special committees may be appointed by the President/CEO or the Board of Directors.

ARTICLE VII - DISTRIBUTION of FUNDS UPON DISSOLUTION

Upon the dissolution of the Michigan Donor Family Council, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VII - AMENDMENTS

Amendments to these bylaws shall take effect at the adjournment of the meeting at which they are adopted unless otherwise provided.