

By-laws

hOur Exchange Ypsilanti

Article I Name

SECTION 1.1 NAME

The name of this organization is hOur Exchange Ypsilanti (hEY). It is organized as a Michigan nonprofit.

Article II Purpose

SECTION 2.1 PURPOSE

hEY's purpose is to improve the welfare of the Ypsilanti community through the administration of a timebank that facilitates the exchange of similar services on an informal, non-commercial basis.

SECTION 2.2 METHODS

To accomplish its purpose, hEY may solicit membership dues, contributions, grants, and gifts. hEY may administer, hold, convey, transfer, or disburse funds to advance hEY's purpose.

Article III. Membership

SECTION 3.1 GENERAL MEMBERSHIP

All persons, businesses, municipalities and organizations who support hEY's purpose are eligible to become members. A person or entity shall become a member by:

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- submitting required membership information,
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- agreeing to and complying with membership policies and
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- paying annual dues

The Board of Directors will set the membership fees and approve membership policies.

There shall be one class of membership. Each member, whether a person or entity, is entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this organization.

SECTION 3.2 MEMBER RIGHTS

Members may:

- Attend board and general membership meetings
- Nominate hEY members for the Board of Directors
- Place listings for exchanges in the hEY database
- Conduct and record exchanges in the hEY database
- Contact other members to facilitate exchanges

SECTION 3.3 MEMBER RESPONSIBILITIES

Each member agrees to:

- Keep hEY informed of his, her or its current address, email and phone number
- Comply with membership policies
- Notify hEY if he, she or it intends to cancel a membership before the term of the membership expires
- Hold hEY harmless from damages resulting from any exchange
- Not transfer membership to another
- Use other members' contact information for something other than facilitating exchanges or promoting hEY without those members' permission.

Other responsibilities may arise and be determined by the the Board of Directors

SECTION 3.4 VOTING RIGHTS

Each member is entitled to one vote each at any annual, quarterly, or special membership meeting. A majority of the members present and entitled to vote shall decide any issue properly brought before such a meeting, except as otherwise required by these Bylaws.

SECTION 3.5 TERMINATION & GRIEVANCE

Membership of hEY may only be terminated pursuant to a fair and reasonable process that is carried out in good faith.

A termination grievance process shall be considered fair and reasonable if:

- A member is given written notice with the reason for termination at least 15 days before the termination. Written notice must be given by first class or certified mail to the last address of the member shown on the membership record, and
- The member is given an opportunity to be heard by the Board of Directors, orally or in writing, at least five days before the effective date of the termination. The Board of Directors must be fair and reasonable in taking into consideration all of the relevant facts and circumstances.

The decision of the Board shall be final and shall not be reviewable by any court.

Article IV Membership Meetings

SECTION 4.1 ANNUAL MEETING

There shall be an Annual Meeting of the general membership to review the annual report, elect directors, and conduct other appropriate business.

The Annual Meeting shall be in the month of June at a time and place designated by the Board of Directors. Records and minutes of Annual Meetings may be made available for public inspection by reviewing hEY website. A member can request a hard copy of these records from the Secretary. The member may have to pay reasonable costs of the printing.

SECTION 4.2 SPECIAL MEETINGS

Special Meetings may be called by the Board of Directors or by the written request of at least five percent or 20 members of hEY, whichever is fewer. Petitions presented by members requesting a meeting shall be signed, dated, and delivered to the secretary of hEY. The petition shall describe the purpose for the requested meeting. If a petition is received more than six weeks before a scheduled meeting, the Board may call a special general membership meeting. Each hEY member will be sent notice at least 15 days before the meeting.

If members have requested the meeting it must occur within 60 days of the secretary getting written request. Records and minutes of said meeting may be available for public inspection on the hEY website. A member can request a hard copy of the record of the meeting from the Secretary. The member may have to pay reasonable costs of the printings.

SECTION 4.3 TIME AND PLACE

The Board of Directors will determine the date, time, and place of all membership meeting. All membership meetings shall be open to the public.

SECTION 4.4 NOTICE

Notice of all membership meetings in which members will be exercising voting rights shall be given to each member by email at least fifteen (15) days before the meeting. This notice shall include the date, time, place, and purpose of the meeting. Members are also encouraged to check hEY's calendar on the website.

SECTION 4.5 QUORUM & VOTING

Those members who properly submit ballots shall constitute a quorum for the transaction of business. Except as otherwise set forth in these Bylaws, each member shall have one and only one vote on each issue submitted to a vote of members.

A quorum required for each vote. Quorum is at least five percent or 20 members of hEY, whichever is less, voting.

Voting by proxy is not permitted.

A committee of the Board of Directors shall oversee voting procedures.

The Board of Directors may authorize a vote by mail. If this voting method is chosen, written ballots shall be delivered to every member entitled to vote. Ballots shall set forth each proposed action and provide the opportunity to vote for or against each proposed action. All solicitations for votes shall indicate the percentage of approval needed to approve each matter other than the election of Directors and specify a reasonable time by which a ballot must be received in order to be counted. Measures shall be taken to ensure ballot secrecy.

SECTION 4.6 VETO

The membership may nullify any action of the Board by calling a special meeting, as outlined in Section 4.2, within thirty (30) days of the taking of such action by the Board. The meeting must take place within forty-five (45) days of the action. Any such action of the Board shall be reversed by a simple majority of all members.

SECTION 4.7 CONFLICTS OF INTEREST

Members and Directors have an affirmative obligation to disclose the following at the beginning of any meeting at which:

A member or Director has an actual or potential conflict of interest in any matter under consideration by the Board or membership, including but not limited to a situation in which a member or Director has membership in or family connection with any organization or person who is under consideration for a grant of HOURS, or a financial relationship, whether direct or indirect, with any organization or individual who is under consideration for a grant of HOURS.

All such disclosures shall be noted in the minutes of the meeting. If there is a conflict of interest the member or Director shall withdraw from discussion and/or voting upon the related potential grantee.

Article V. Board of Directors

SECTION 5.1 COMPOSITION

The Board of Directors shall consist of no fewer than seven (7) people who are current hEY members.

SECTION 5.2 FUNCTION OF THE BOARD

The Board governs hEY. To govern hEY, the Board may create policies and procedures or delegate the creation of policies and procedures.

SECTION 5.3 TERM & ELECTION

The initial Board of Directors was appointed by the Incorporators.

Directors shall be elected by the members at the Annual meeting.

The term a Director shall be two years.

Four members terms will expire in even numbered years. Three members will expire in odd numbers.

Board members may be re-elected without limitation on the number of terms she or he may serve. The membership of hEY shall elect Directors at the Annual Meeting. An Election Committee will determine the methods of voting which may include instant run-off voting or simple majority. In the case of a tie, the matter will be decided by drawing straws with the drawing of the longest straw attaining the board seat.

Vacancies on the board of directors that exist due to (1) the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

SECTION 5.4 REGULAR & SPECIAL MEETINGS

Regular meetings of the Board of Directors shall be held at a time and place to be determined by the Board of Directors. Members will be advised of regularly scheduled meetings of the Board of Directors. Board of Directors meetings shall be open to the entire membership.

Directors who are unable to attend meetings shall notify the secretary or president with reasonable advance notice. **Any Director who does not attend and fails to provide such notification at any three meetings**

shall be considered to have resigned as a Director.

Any four (4) Directors may call a special meeting of the Board. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by email at least seven (7) days before the special meeting. An Executive Committee (made up of the executive officers) may deal with emergency action.

SECTION 5.5 QUORUM & ACTION

A quorum for any meeting of the Board of Directors shall be a majority of Directors in office immediately before the meeting begins.

Resolutions, acts, or votes shall be deemed passed if approved by consensus, or a two-thirds majority of those Directors present and voting at that meeting, with the exception of items with special voting requirements listed in these Bylaws.

The Board may take the opinion or vote of a Director not physically present at a meeting by means of mail, telephone, fax, Facebook poll, or electronic mail.

SECTION 5.6 EXECUTIVE OFFICES

DESIGNATION & ELECTION

The hEY's officers shall be the President, Secretary, and Treasurer. Offices shall be filled by members of the Board of Directors no later than the second meeting following an election of new Directors. Executive offices shall be held for the term of one year. The Board may designate other positions, offices, or assistant positions. Any other positions will be appointed by the Board.

DUTIES & RESPONSIBILITIES

President – The President of the Board is responsible for presiding over meetings of the board of directors. The president's other powers or duties as may be prescribed by the Board of Directors.

Secretary– The secretary is responsible for all recordkeeping for hEY. The secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings and actions of meetings of the Board of Directors and Annual and Special Member meetings; (b) provision for notice of all meetings of the Board of Directors and Annual and Special Member Meetings; (c) authentication of the records of hEY; and (d) maintaining current and accurate membership lists that include active members names, addresses, phone numbers, email addresses where applicable, and membership status (active or lapsed).

Treasurer – The Treasurer responsible for all corporate funds. The Treasurer shall perform, or cause to be

performed, the following duties: (a) keeping of full and accurate accounts of all financial records of hEY; (b) deposit of all monies and other valuable effects in the name and to the credit of hEY in such depositories as may be designated by the Board of Directors, (c) disbursement of all funds when proper to do so; and (d) making financial reports as to the financial condition of hEY to the Board of Directors. All such papers, records, and accounts shall be open to inspection by any Director. hEY shall only expend funds hEY to further its purpose.

ARTICLE 5.7 COMMITTEES

EXECUTIVE COMMITTEE

The Board of Directors may elect an Executive Committee to act on behalf of the Board of Directors between meetings. The Executive Committee shall consist of the Executive Offices of hEY and any other Director appointed to the Executive Committee by the Board of Directors.

The Executive Committee shall report its actions to the Board of Directors at the next meeting of the Board of Directors. The Board of Directors may reverse any action taken by the Executive Committee should it deem it necessary and prudent for hEY. Any action taken by the Executive Committee must be consistent with hEY's purpose.

OTHER COMMITTEES

The Board of Directors may designate special or standing committees. Each committee shall consist of at least one Director serving as the committee chairperson, with additional members appointed from among the general membership or the community at large. Committees shall undertake specific tasks as determined by the Board and may make proposals, recommendations, and reports to the Board on areas of interest to hEY.

SECTION 5.8 NO SALARY

Directors shall not receive salaries for their Board services. Directors may earn timebank hours for time spent serving, and be reimbursed for expenses related to Board services.

SECTION 5.9 INSPECTION OF RECORDS

Any Director may inspect the books and records of the organization for any purpose at any reasonable time.

SECTION 5.10 RESIGNATION

Any Director may resign at any time by submitting by mail or hand delivery their written resignation to the president or secretary or to a meeting of the Board of Directors.

SECTION 5.11 VACANCIES

In the event of one or more vacancies on the Board of Directors between Annual Meetings, the board may

appoint an eligible individual to complete the unexpired term until the next Annual Meeting where new Directors are elected by the membership.

SECTION 5.12 REMOVAL

The Board may remove a Director at any time by the consensus of all other elected members of the Board. For the purpose of determining whether or not consensus has been reached, opinion of the Director whose removal is being considered shall not be taken into account for a final decision. The removal of such a person as a Director shall not affect the status of that person as a member of hEY.

The general membership can remove a Director at any time by a vote of a simple majority of the membership. The elected members of the Board are excluded from voting on this matter. An appointed member of the Board may vote as long as he/she is not the Director whose removal is being considered.

Article VI. Amendments

Section 6.1 Amendment of Bylaws

The Board of Directors may amend or repeal, and adopt new Bylaws, except those that directly affect members' interests. Members' interests are members' right to vote for Directors and participate in hEY.

Bylaws that affect members' interests may be amended or repealed, and new Bylaws adopted, at any Annual or special meeting of the membership by a simple majority vote of the membership in attendance, or by vote by mail. A copy of the proposed amendment and notice of the date, time and place of the meeting at which the proposed amendment is to be considered shall be furnished to each member no fewer than thirty (30) days prior to said meeting.

Section 6.2 Severability

In the event that any provision of these Bylaws is determined to be invalid or unenforceable under any statute or rule of law, then such provision shall be deemed inoperative to such extent and shall be deemed modified to conform with such statute or rule of law without affecting the validity or enforceability of any other provision of these Bylaws.

Section 6.3 Amendments to the Articles

The Board of Directors may make, alter, amend, and repeal hEY's Articles of Incorporation, except as otherwise provided by law, by at least a two-thirds vote of all the Directors in office. Proper written notice must be given to members at least thirty (30) days in advance including either a written copy of the proposed amendments or a written summary of those amendments.

SECTION 6.4 ARBITRATION or Mediation

Members agree to binding arbitration or mediation in lieu of litigation in order to solve disputes regarding these Bylaws.

Article VII. Disbursement of HOURS

SECTION 7.1 NON-CONVERTIBILITY OF HOURS

The HOUR is not convertible to U.S. dollars nor guaranteed by any person or institution.

SECTION 7.2 ISSUANCE TO MEMBERS

The Board of Directors shall annually evaluate an issuance policy describing the amount and manner of disbursement of HOURS amongst the members of hEY.

For a member to qualify to receive a disbursement of HOURS, the member must place an ongoing offer of a product or service in the Time and Talents software in exchange for HOURS in the vicinity of Ypsilanti.

Members who accept HOURS as full or partial payment are prohibited from using HOURS in ways that are inconsistent with the mission of hEY and this use shall always be in keeping with all federal, state, and local laws. Members who provide professional services or business goods should record the HOURS they earn or spend at their U.S. dollar equivalent for tax purposes.

Hours may be disbursed to members as grants, or for other miscellaneous reasons by a committee appointed by the Board of Directors. Said committee shall be composed of at three (3) people. Members are encouraged to serve on this committee.

SECTION 7.3 MISCELLANEOUS DISBURSEMENT CHANNELS

The Board of Directors or a committee thereof may disburse hours for miscellaneous purposes including, but not limited to, administrative use. These hours must be approved by the board or a director. The Board may limit the number of these hours issued to members in a given year.

Article XIII. Disposition of Assets

SECTION 8.1 DISSOLUTION

If in the opinion of the Board of Directors it becomes necessary or desirable to dissolve hEY, the Directors shall call a meeting of the membership to discuss the proposal. The decision to dissolve hEY shall be agreed upon by a three-quarter majority vote of the general membership.

In the event of the dissolution of hEY, after paying or adequately providing for the debts and obligations of hEY, the remaining assets shall be distributed to a nonprofit fund, foundation, or organization which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and most

closely follows the goals and purposes of hEY and which has established its tax exempt status under section 501(c) 4 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Washtenaw County, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ADOPTED ON 11 September 2014

AMENDED