

C3 West Michigan's Inclusive Spiritual Connection
By-Laws as Revised July 2015

ARTICLE I
Name and Purposes

Section 1.01. Name

The legal name of this corporation is C3 West Michigan's Inclusive Spiritual Connection (herein sometime referred to as the "Community"). The assumed name of this corporation is C3.

Section 1.02 Purposes

The purposes for which the Community is organized are stated in the Articles of Incorporation as amended or revised from time-to-time.

Section 1.03. Offices

The principal offices of C3 West Michigan's Inclusive Spiritual Connection shall be as filed with the State of Michigan.

ARTICLE II
Non-Profit Purpose and Dissolution

Section 2.01. Non-Profit Purpose

The purposes for which C3 West Michigan's Inclusive Spiritual Connection is formed are charitable, educational, and supportive within the meaning of and consistent with Section 501(c)(3) of the Internal Revenue Code of 1954. The assets of the Community are neither for the benefit of, nor distributable to, its members, officers, trustees, or other private persons, except the Community is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause.

The activities of the Community shall not consist of propaganda or to the influencing of legislation. The Community neither participates nor intervenes in political campaigns on behalf of candidates for public office. Notwithstanding other provisions of this document, the C3 West Michigan's Inclusive Spiritual Connection does not carry on activities prohibited (a) to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) to an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2.02. Dissolution

Upon dissolution of C3 West Michigan's Inclusive Spiritual Connection, assets shall be distributed for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, a state or local government for a public purpose. Remaining assets shall be disposed of by the circuit court of the county in which the principal office of the corporation is located, for such purposes or to such organizations as the court shall determine.

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ARTICLE III
Governance Body

Section 3.01. Board of Trustees

- A. The Board of Trustees is responsible to set policies which enable C3 West Michigan's Inclusive Spiritual Connection to fulfill its purposes as set forth in the Articles of Incorporation, including, but not limited to:
- i. Strategic planning;
 - ii. Receive, review and act on the annual budget;
 - iii. Determine employed and contract positions and receive recommendations for filling such positions;
 - iv. Hold the Employees and Contractors accountable to fulfill job responsibilities;
 - v. Establish various committees to perform research, direction, and advice on behalf of the Board.
- B. The Board of Trustees is comprised of seven to eleven members with the Community Leader and Teacher serving as ex-officio member.
- i. The Community Life Committee (CLC) forms a Team to announce to the Community that the nomination period for Board of Trustees members runs from October 1 through December 1. The Team asks for volunteers to serve on the BOT and actively recruits new Board candidates.
 - ii. The Team meets with potential candidates to discuss the roles and responsibilities of a Board member.
 - iii. The Team creates a ballot of appropriate candidates.
 - iv. Profiles of candidates are publicized for the Community throughout the month of January. Candidates are encouraged to attend the January Board Meeting.
 - v. The last Sunday in January, a Candidate Forum takes place during Talk Back.
 - vi. At the Annual Meeting, to take place the first Sunday in February, each candidate is allotted up to 5 minutes to speak. The ballot has already been prepared and no nominations are taken from the floor. The election takes place via secret ballot.
 - vii. New trustees are announced and celebrated. Orientation meetings with both outgoing and incoming Trustees take place during the month of February.*
 - viii. New Trustees begin their term at the March Board Meeting.

*Currently there is no Board meeting in February. If this changes in the future, both incoming and outgoing Trustees would attend this meeting.

- C. The Board of Trustees shall meet at least quarterly or more often as deemed necessary.
- D. Officers are elected by the Board of Trustees from its members.

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Section 3.02. Standing Committees

The Board shall appoint the following Standing Committees to advise and act on behalf of the Board – Community Life Committee, Executive Committee, Finance Committee, and Outreach Committee.

Section 3.03. Terms of Office

Members of the Board of Trustees are appointed to two-year terms and serve until their successors are elected at the Annual Community Meeting.

Trustees may serve three consecutive two-year terms after which at least a two-year hiatus is required before reappointment.

Members of the Standing Committees shall serve an annual appointment that is renewable a maximum of four (4) years after which at least a one-year hiatus is required before reappointment. (See Section 3.02 for Standing Committees)

Section 3.04 – Ad Hoc Committees

The Board of Trustees and Standing Committees may form various ad-hoc committees to accomplish the goals of the organization. Such committees shall be charged to accomplish specific goals.

- A. Committee membership shall be determined by the Board of Trustees or the appropriate Standing Committee.
- B. The number of Committees shall not be limited. The mandate and the scope of their work is defined in written form by the Board of Trustees or appropriate Standing Committee.

Section 3.05. Resignations and Removal from Office

Members of the Board of Trustees and Standing Committees may resign by submitting a letter to the Board of Trustees or Standing Committee; or, they may be removed from office by a two-thirds vote of the Board of Trustees; or at a Special Meeting of the Community as specified in Sections 4.02 and 4.03.

Section 3.06. Vacancies

Vacancies on the Board of Trustees and the Chairs of Standing Committees shall be filled by the Board in a timely manner.

Section 3.07. Quorum

A Quorum is a majority of members serving on the Board of Trustees.

ARTICLE IV
Community Meetings

Section 4.01. Annual Meeting

The Community meets annually to elect members to the Board of Trustees, adopt an annual budget, and conduct business of the Community as stated in the notice of the Annual Meeting. All members of the Community, age 13 and older, are entitled to vote at any Community meeting.

Section 4.02. Notices

The Community shall be notified in writing or electronically of the Annual Meeting no less than ten days prior to the meeting. Special meetings of the Community may be called with at least four day's written or electronic notice by any one member of the BOT or at least five members of the Community.

Section 4.03. Conduct of Community Meetings

The Board of Trustees is responsible to conduct meetings of the Community and ensure that business set forth in the meeting notice is duly conducted.

Section 4.04. Quorum

25% of the Members of the Community constitute a quorum. A majority vote of members present or voting by written or electronic proxy shall constitute official action.

ARTICLE V
Community Leader and Teacher

Section 5.01. Community Leader and Teacher

- A. The Community Leader and Teacher is responsible for the overall operation of the Community and is employed by and reports to the Board of Trustees.
- B. The Community Leader and Teacher may resign by submitting a letter to the Board of Trustees. The Community Leader and Teacher may be removed by a two-thirds vote of the Board of Trustees or a two-thirds vote of the Community Members present at a Special Meeting.
- C. When a vacancy occurs in the office of Community Leader and Teacher, the Board of Trustees is responsible to notify the Community and create a replacement team with BOT and Community representation. The final selection of the Community Leader and Teacher is made by the Members of the Community.

ARTICLE VI
Employed Staff

Section 6.01. Staff

Additional staff, consultants and/or volunteers are employed or contracted with, as needed and as funds are available, to assist in meeting the objectives of the Community.

ARTICLE VII
Indemnification of Officers, Directors, Employees, and Agents

Section 7.01. Limitation of Liability

Members of the Board of Trustees are not personally liable to the Community or its members for monetary damages for breach of fiduciary duty arising under the Nonprofit Corporation Act or other applicable law; however, this provision shall not eliminate or limit their liability for any of the following:

- a) Breach of duty of loyalty to the Community or its members;
- b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c) Violation of Section 551(1) of the Act (i.e. the wrongful distribution of funds);
- d) A transaction from which is derived an improper personal benefit; or,
- e) An act or omission that is grossly negligent.

Section 7.02. Indemnification

The Community has power to indemnify a person who was or is a party, or is threatened to be made a party, to a legal proceeding by reason that the person is or was a director, officer, employee or agent of the corporation, against expenses incurred if that person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Community; and, with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. However, no indemnification is made if the person is found to be liable to the Community to the extent that a court of competent jurisdiction determines that the person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

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ARTICLE VIII
Miscellaneous

Section 8.01. Fiscal Year

The fiscal year of the Community is the calendar year.

Section 8.02. Contracts, Checks and Notes


All contracts, checks or demands for money and notes of the Community are signed by officers or staff that the Board of Trustees has designated.

ARTICLE IX
Amendment of Bylaws

These Bylaws may be amended or restated by majority votes of the Board of Trustees and the Members of the Community present at a Community Meeting.

CERTIFICATE

The undersigned is an officer of the Board of Trustees of C3 West Michigan's Inclusive Spiritual Connection of Grand Haven and certifies that this copy of the Amended and Restated Bylaws is true, correct and a complete copy.



Name

Date

16 - July - 2015

Chairman

Title