BYLAWS
SAFE & JUST MICHIGAN (SJM)

ARTICLE 1
NAME, OFFICE AND PURPOSE

1.1 Name. The organization shall be known as Safe & Just Michigan (SJM). SJM is incorporated as a non-profit Michigan corporation.

1.2 Registered Office. The registered office for Safe & Just Michigan (SJM) is shown in the Articles of Incorporation or in a resolution of the Board of Directors filed with the appropriate Department of the State of Michigan changing the registered office. SJM's principal office shall be located in Lansing, Michigan. SJM may have other offices, as the Board of Directors approves.

1.3 Property. No Director shall have any right, title, or interest in or to the property of SJM.

1.4 Purposes. The purposes and activities of Safe & Just Michigan (SJM) are described in its Articles of Incorporation. SJM carries out public education activities that promote policies that will increase public safety and reduce unnecessary corrections spending by:

- Safely reducing the prisoner population.
- Redirecting corrections savings to education, health and human services proven to reduce crime, make communities safer and help crime survivors heal.
- Prevention and better preparing prisoners for success after release.

To achieve its purposes, SJM promotes data-driven, fair, and effective public policies.

ARTICLE 2
MEMBERSHIP AND HEADQUARTERS

2.1 Membership. Membership is open to any organization or individual wishing to support SJM's purposes.

2.2 Membership Dues. The board of directors shall set membership dues. There shall be separate dues categories for organizations and individual members.

2.3 Membership Meetings.

a) Annual. The general membership shall meet annually. Written notice of the date shall be provided to members at least 30 days in advance.
b) Special. Upon seven (7) days' notice to all SJM's members, special meetings of the membership may be called by the president, or by a majority of the voting

members of the board of directors, at such times and locations as either may determine.

ARTICLE 3
OFFICERS AND BOARD OF DIRECTORS

3.1 Board of Directors. A board of 9-15 members shall govern SJM. A nominating committee will strive to recruit candidates dedicated to SJM's mission who:

a) Reflect Michigan's demographic and geographic diversity;
b) Represent a range of criminal justice, advocacy, education and human service organizations; and/or
c) Will make a substantial contribution to the development of its organizational capacity.

SJM is committed to a policy of fair representation on the board of directors and does not discriminate on the basis of race, physical handicap, sex, ethnicity, religion, sexual orientation/gender identity or age.

3.2 Ex Officio Board Members. Chairpersons of SJM standing committees who are not Board members shall be ex officio nonvoting members of the Board.

3.3 Election of Board Members. Board members shall be elected at the annual meeting of the general membership by a majority of those members voting in person or by proxy. The nominating committee shall present a slate of candidates. Individuals wishing to nominate themselves must submit a biographical statement to the Board by a fixed date in advance of the meeting and must identify the seat they wish to fill.

3.4 Officers. The officers of SJM shall be the president, vice president, secretary and treasurer.

3.5 Election of Officers. Notice of the annual membership meeting shall be provided to the Board of Directors at least sixty (60) days prior to the meeting date. The officers shall be elected by the board of directors at a board meeting to be held as soon as practical after the annual membership meeting. Officers shall preside at the first meeting following their election. Notice of board meetings shall be provided to the Board of Directors not less than ten (10) days prior to the meeting date. Officers shall serve terms following their election consistent with the provisions of Section 3.7b.

3.6 Executive Committee. The executive committee shall consist of the officers.

3.7 Terms of Office.

a) Board members shall be elected for three-year terms, except that at the first annual membership meeting, seven board members shall be elected to serve for a term of three

b) (3) years, seven shall be elected to serve for a term of two (2) years, and seven shall be elected to serve for one (1) year. Directors may serve for consecutive terms.
c) If a Director's term concludes while serving in an Officer position, and the Director does not serve a subsequent term, the Director's Officer term will conclude concurrently.
d) ~~Officers shall be elected for two-year terms and may serve consecutive terms.~~

3.8 Compensation. All board members and officers shall serve without compensation except that they may be reimbursed for their reasonable actual and necessary expenditures on behalf of SJM.

3.9 Unexcused Absences. If any board member fails to attend three (3) successive board meetings, without valid excuse, the office held by that member may be declared vacant.

3.10 Place of Meeting. The Board of Directors may hold its meetings at any location it chooses.

ARTICLE 4
DUTIES OF OFFICERS

4.1 President. The president will (with staff support) assure that the Board of Directors fulfills its responsibilities for the governance of SJM and will:

- Be a partner to the Executive Director, helping him/her achieve the mission of the Institution.
- Optimize the relationship between the board and management.
- Primary responsibilities:
- Chair meetings of the Board. See that it functions effectively, interacts with management optimally, and fulfills all of its duties.
- With the Executive Director, develop agendas.
- Assist the Executive Director in recruiting Board and other talent for whatever volunteer assignments are needed.
- Reflect any concerns management has in regard to the role of the Board of Directors or individual members. Reflect to the Executive Director the concerns of the Board of Directors and other constituencies.

Based on the Board Assessment Survey, present to the Board an evaluation of the pace, direction, and organizational strength of the Institution.

- Prepare a review of the Executive Director which includes feedback from the Board Assessment Survey and recommend salary for consideration by the appropriate committee.
- Annually focus the Board's attention on matters of institutional governance that relate to its own structure, role, and relationship to management. Be assured that the Board is satisfied it has fulfilled all of its responsibilities.
- Serve as an alternate spokesperson.

- Fulfill such other assignments as the President and Executive Director agree are appropriate and desirable for the President to perform.

4.2 Vice President. The Vice- President shall assist the President of the Board of Directors (the "Board President") in performing his/her duties and responsibilities.

Primary responsibilities: The Vice- President will (with staff support):

- Assist the Board President in performing his/her duties & responsibilities, as required.
- Perform the responsibilities of the Board President during his/her absence or disability of the Board President. Upon the death, resignation, or during the disability or absence of the president, or upon his or her refusal to act, the vice president shall perform the duties of the president for the remainder of the president's term, except in the case of the president's disability or absence and then only during so much of the term as the disability or absence continues. Disability shall be determined by a three-fifths vote of the board.
- Attend Board and Administrative & Finance Committee meetings.
- Support the Board President in conducting performance reviews and pursuing Board development.
- Work with the Development Director to address the long-term financial needs of the organization.

4.3 Secretary. The Secretary will (with staff support):

- Be knowledgeable of the organization's records and related materials, and provide advice and resources to the board on relevant topics at issue, such as particular governance matters being addressed at a meeting or an amendment to the bylaws, for example.
- Attend Board and Administrative & Finance Committee meetings. Provide assistance to the board in discharging their fiduciary duties, as required.
- Know and ensure staff complies with notice requirements and ensure meetings are scheduled to accommodate the directors. Notice requirements can be particularly important and should be complied with strictly, as improper notice can open the organization up to challenge.
- Ensure an adequate number of meetings are held per year, in accordance with the organization's bylaws.
- Ensure meeting materials are distributed far enough in advance of the meeting for each director to review such materials, correct any errors, and prepare questions and comments.
- Ensure minutes of meetings are recorded.
- Work with staff to ensure that legal requirements, such as annual filing deadlines are met and that a calendar of filing deadlines (such as filing with the Secretary of State, the Attorney General, the state tax agency, and the IRS) is maintained.
- The secretary is responsible for reviewing and ensuring organizational documents are updated as necessary, safely stored and readily accessible for inspection by directors and/or members, and that the organization's 990 tax returns are accessible to the public.

4.4 Treasurer. The Treasurer will (with staff support):

- Oversee the management of the financial affairs of the organization, with staff.
- Be knowledgeable about who has access to the organization's funds and any outstanding bills or debts owed.
- Ensure systems are created and maintained to ensure the organization's ongoing solvency.
- Oversee the development of the organization's financial policies, such as check signing authority, expense reimbursement, credit card usage, and petty cash policies, if applicable.
- Regularly monitor actual revenues and expenses incurred.
- Be prepared to explain recommended budgets to the Board.
- Keep the board apprised of key financial events, trends, and concerns, and assessments of the organization's fiscal health.
- Ensure the completion of regular audits and required financial reporting forms (including the IRS Form 990) in a timely manner and make these forms available for the board's review.
- Facilitate and encourage the board's strategic thinking about the short and long-term financial vitality of the organization in relation to its advancement of the organization's mission.

Ultimately, while financial management is the primary focus of the Treasurer, the entire board shares the responsibility of financial oversight and accountability.

4.5 Executive Director. The executive committee shall, as finances permit, select an executive director to oversee SJM's operations, hire and manage staff and ensure the activities required to pursue SJM's mission are carried out, subject to Board approval. The Board may approve a special selection process to select the executive director.

ARTICLE 5
DUTIES AND POWERS OF THE BOARD

5.1 Primary Duties and Powers. The board of directors shall have general supervision and control of SJM, subject to the SJM bylaws. It shall adopt an annual budget and shall review and approve quarterly financial reports and interim budget adjustments.

5.2 Vacancies. During the interim between annual meetings of the membership, the board of directors may fill vacancies in its own membership or in the offices of president, vice president, secretary, or treasurer. Members of the board so selected shall serve until the close of the next annual meeting of the membership, at which time the vacancies shall be filled for the remainder of their respective terms by a special election conducted concurrently with the regular elections as provided in Article 3.

5.3 Resignation. Any Director may resign at any time by giving written notice to the President or to the Secretary. The resignation takes place at the time specified by

the Director and the acceptance of the resignation is not necessary to make it effective.

5.4 Removal. The Board by majority vote may remove a board member for conduct damaging to SJM's purpose and activities.

5.5 Regular Meetings. There shall be regular meetings of the board at the dates, times and locations established by the board members. All board meetings shall be open to all members who shall be given opportunity to speak. Notice of each board meeting with a copy of the agenda shall be sent to each board member in advance of the meeting. The Board may meet and vote by telephone or email, if prior notice is given to all Board members and a quorum is present.

5.6 Special Meetings. Special meetings of the board may be called by the president, by the vice president in the president's absence, or by a majority of the voting board members. When circumstances require it but the president determines that it is impossible to hold a special meeting, the president may take a written, oral or electronic poll of all voting board members. The president must make a good faith effort to reach all members.

5.7 Quorum. Forty percent (40%) of the voting members of the board, including the president, shall be a quorum for regular and special meetings.

5.8 Controlling Vote. The board shall act pursuant to a majority vote of those present at regular and special meetings of the board.

ARTICLE 6
WAIVER OF NOTICE

6. Waiver. Whenever notice is required to be given by these bylaws or any of the corporate laws of the State of Michigan, such notice may be waived in writing signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

ARTICLE 7
COMMITTEES

7.1 Standing Committees. SJM's board of directors will establish an Administration and Finance committee and other standing committees, as it deems necessary. The Administrative and Finance Committee shall consist of the executive committee and any other board members appointed by the President. The board of directors shall determine the initial charge of each committee and shall revise the charge as warranted.

7.2 Committee Appointments. The committee chairpersons may appoint members to serve on the standing committees. The president or the committee chairperson, at the president's discretion, may also select members of standing committees.

7.3 Committee Meetings. Committee chairpersons shall call committee meetings as necessary. Committee members will determine the extent to which attendance by telephonic or electronic means will be permitted.

7.4 Committee Reports. The chairperson of each standing committee shall provide a verbal or written report of committee activities at each board meeting. Minutes of meetings shall be taken and provided to the Board secretary and operations manager.

ARTICLE 8
FINANCES

8.1 Funding Sources. SJM may finance its activities through dues, donations, grants, sales of publications, meeting registration fees and such other sources as the board of directors may approve.

8.2 Fundraising and Earnings. The board or its designee must approve of all fundraisers. Under no circumstances will any member or Board member, either directly or indirectly, solicit money using SJM's name for the purpose of raising their own funds. At least two (2) parties shall count all funds at the close of a fundraising event. Each signature should appear on the fundraising count slip.

8.3 Contributions. Contributions made to SJM will be applied to activities supported by SJM and its Board of Directors.

8.4 Receipts. When a contribution is made to SJM, a receipt must be provided.

8.5 Deposits. All monies raised must be given directly to the Treasurer or Board authorized staff person for immediate deposit into SJM's checking account.

8.6 Debts. Subject to Article 5.1, debts may be incurred on behalf of SJM by the president, vice president, treasurer, executive director, or their designees.

8.7 Fiscal Year. The Fiscal Year shall be the same as the calendar year.

ARTICLE 9
LIMITATIONS ON OPERATIONS

9.1 Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, reasonable reimbursement for expenditures made in SJM's behalf, and to make payments and distributions in furtherance of the purposes set forth in Article 2.

9.2 Political Campaigns. The corporation shall not participate in, or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of any candidate for political office.

ARTICLE 10
VOLUNTEER DIRECTORS

10.1 Liability. A member of the board of directors is not personally liable to the corporation or its members for monetary damages for a breach of the director's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director for any of the following:

a) A breach of the Director's duty of loyalty to the corporation or its members.
b) Acts of omission not in good faith or that involve intentional misconduct or a knowing violation of law.
c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act (MCLA Section 450.1551 (1).
d) A transaction from which the director derived an improper personal benefit.
e) An act or omission that is grossly negligent.

10.2 Statutory Amendments. If the Michigan Nonprofit Corporation Act is amended to authorize further delineation or limitation of the liability of volunteer directors, the liability of a volunteer director of this corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as amended in these bylaws. No amendment or repeal of this act shall apply or have any effect on the liability or alleged liability of any volunteer director of the corporation for or with respect to any act or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE 11
BYLAW AMENDMENTS

11.1 Proposed. Any proposed amendment shall be submitted in writing to the board of directors in the form of a petition signed by a least ten (10) SJM members, or by written motion of five (5) voting members of the board, at least sixty (60) days before the annual membership meeting at which the proposal will be voted upon. The board shall consider the proposed amendment and shall prepare recommendations regarding it. The recommendations, together with a complete and accurate text of the proposed amendment, shall be published in such written communication to the general membership as the board directs, at least fifteen (15) days prior to the annual meeting at which the vote will occur.

11.2 Adoption. These bylaws may be amended at any general membership meeting by majority vote of the voting members, provided such proposed amendments shall first have been submitted to the board of directors for its recommendation.

ARTICLE 12
DISSOLUTION

12. Dissolution. In the event of dissolution or liquidation, SJM's net assets, after provision has been made for payment of all debts, shall be transferred or conveyed to one or more domestic corporations, societies or organizations, include federal, state, and/or local governmental agencies, engaged in activities further such exempt purposes within the meaning of 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code. Dissolution will comply with all controlling state and federal statutes.

ARTICLE 13
EFFECTIVE DATE

13. Effective date. These bylaws are adopted effective November 21, 2002, as revised October 27, 2005, and as revised on May 2, 2014, and as revised October 18, 2018.