**BY-LAWS FOR**

**FREE CLINICS OF MICHIGAN, Co. (FCOM, Co.)**

# ARTICLE I: PURPOSE

**1.01** The Free Clinics of Michigan, Co. is a network of volunteer-staffed clinics that provide health care services to the uninsured or medically underserved. We will improve access to healthcare through advocacy, mentoring, and networking efforts.

# ARTICLE II: CORPORATION

* 1. **Name** - The name of this corporation is Free Clinics of Michigan, Co.
	2. **Place of business** - The corporation shall have its principal place of business in the City of Grand Rapids, State of Michigan, and may have such other places of business as the Executive Board may from time to time determine.
	3. **Purposes** - The purposes of the corporation are set forth in section 1.01 and below as follows:

The corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding provisions of subsequent legislation, and the specific purposes of the corporation as follows:

* + 1. The corporation has been organized to engage in educational and infrastructure development for Free Clinics, as defined hereinafter, and to advocate and work for the benefit of the uninsured and underinsured consistent with the Code and
		2. To engage in other activities, not inconsistent with these purposes, as the Board of Directors or membership may determine to be appropriate and which are not forbidden by Section 501(c)(3) of the Code, with all the powers conferred on nonprofit corporations by the laws of the State of Michigan.
	1. **Operations** - The corporation shall:
		1. Conduct activities, either directly with related organizations, or in connection with other organizations exempt from tax under Section 501(c)(3) of the Code (or corresponding provisions of subsequent legislation) in order to raise funds to further the purposes of the corporation, subject, however, to all limitations on the nature or extent of such activities applicable, from time to time, to organizations exempt from tax under Section 50l(c)(3) of the Code (or corresponding provisions of subsequent legislation), and shall acquire, own, dispose of and deal with real and personal property and interest therein, and apply gifts, grants, bequests and devises, and the proceeds thereof, in furtherance of the purposes of the directors from time to time.
		2. Use all the income and earnings of the corporation exclusively for corporate purposes and not permit any of its net income nor net earnings to inure to the benefit or profit of a private individual, firm, corporation, partnership, or association, including any shareholder, director or officer of the corporation (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no shareholder, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
		3. In no manner be controlled by or under the direction or acting in the substantial interest of any private individual, firm, partnership, or association seeking to derive profit or gain therefrom or seeking to eliminate or minimize losses in any dealing or transactions with the corporation.
		4. Not engage in any act of self-dealing as defined in Section4941 (d) of the Code or corresponding provisions of any subsequent federal tax laws.
		5. Distribute its income for each taxable year at such time and in such manner as not to be come subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws;
		6. Not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws;
		7. Not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws;
		8. Not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws;
		9. Not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended;
		10. Upon the dissolution of the corporation, distribute the assets of the corporation to
1. a Michigan non-profit corporation if it qualifies as that time as an entity to which a tax-exempt contribution may be made under Section 501 of the Code, or corresponding section of any future federal tax laws;

(ii) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax laws;

(iii) to the federal government, or

(iv) to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the property is 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 111- ORGANIZATION**

* 1. The corporation shall be organized on a membership and director basis.
	2. **Membership** - Membership is open to clinics which meet the following definition of a free and charitable clinic - a nonprofit organization that provides free health services to uninsured (and/or underinsured) patients. To be a member a free and charitable clinic must meet these criteria:
		1. be a private nonprofit corporation that has 50l (c )3 tax-exempt status or has applied for such status, or is a designated program component of a larger 50l(c) 3 tax exempt organization
		2. provide services utilizing some percentage of volunteer providers
		3. offer free health services to the uninsured and/or underinsured who are eligible.

  **Changed and approved at the 6/2/17 Annual Meeting**

* 1. **Membership** (dues) - Clinic Members will be required to pay dues to be established by a vote of the Board of Directors. Members select the Board of Directors as set forth in these By-Laws.
	2. **Associate Membership** -Associate membership, without the right to vote or serve on the Board of Directors, but with all other rights of membership, is open to interested parties and organizations who participate in and support the goals of FCOM. The Board of Directors shall set dues for Associate membership.
	3. **Duties of Members and Associates** - The member clinics and associate members of FCOM shall actively participate in meetings and activities of FCOM; support the goals of FCOM; and share information and other resources with and offer support to other member clinics.
	4. **Annual Meeting** - An annual meeting of the organizations shall be held at a time and place set by the Board of Directors for the purpose of carrying on the business of the corporation and for electing members of Board of Directors.

# ARTICLE IV - BOARD OF DIRECTORS

* 1. **General Powers** - The business property and affairs of the organization shall be managed by the Executive Committee which is made up of the elected officers of the Board of Directors, hereby referred to as "the Board."
	2. **Number** - There shall be at least five members with a maximum of 10 of the Board to be elected by clinic membership at the annual meetings. The regions may recommend candidates for Board positions at least one month prior to an annual meeting. Approved 5/7/18.
	3. **Term** - Terms of office as Board members shall be three years.
	4. **Resignation** - Any member of the Board may resign at any time by providing written notice to the President of the Board. The resignation will be effective upon receipt of the notice or at a later time designated in the notice. An interim successor may be appointed by the remaining members of the Board until the next annual meeting when an election by clinic members shall be held to fill the vacancy.
	5. **Removal** - Any member of the Board may be removed with cause by a majority vote of the remaining Board members. Cause may include but is not limited to; failure to disclose a conflict of interest; or failure to support a corporate purpose; or failure to attend two straight Board meetings without excuse.
	6. **Vacancies** - A vacancy for any reason other than resignation shall be filled in the same manner as set forth in section 4.04.
	7. **Meetings** - Regular meetings of the Board shall be held at a time and place as detennined by the Board. Notice of regular meetings shall be sent by regular mail, e-mail, or telephone by the Secretary at least one week prior to the meeting.
	8. **Special Meetings** - Special meetings may be called by the President or by any two Board members. Notice of such meetings shall be given at least three days in advance by regular mail, e-mail or telephone by the person or persons calling the meeting.
	9. **Agenda** - Neither the business to be transacted, nor the purpose of any regular or special meeting, need be specified in the notice for that meeting.
	10. **Telephonic Attendance** - A member of the Board may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
	11. **Quorum** - A quorum of the Board shall be a simple majority. Actions voted on by a majority of the Board members present at a meeting where a quorum is present shall constitute authorized actions of the Board.
	12. **Consent to Corporate Actions** - Any action taken or permitted to be taken by the Board may be taken without a meeting, if Board members are contacted by regular mail, e-mail or telephone and if, before or after the action, a majority of members consent to the action as reflected in special minutes produced by the Secretary. However, any such action must be ratified at the next Board meeting.
	13. **Compensation** - No member of the Board shall be compensated for his or her services on the Board, however the President or another Board member may be hired as Executive Director and may remain on the Board. Further, the organization may provide reasonable compensation to a member for services which are beyond the scope of his or her duties as an Board member; from reimbursing any Board member for expenses actually and necessarily incurred in the performance of his or her duties as a Board member; or, from entering into a contract directly or indirectly with a director for the provision of goods or services to the corporation, if such contract is in the best interest of the corporation and on fair and reasonable terms.
	14. **Committees** - The Board may establish such committees as are deemed necessary to the purpose and organization of the corporation.

# ARTICLE V - OFFICERS

* 1. **Number** - The officers of the corporation shall be elected by the Board and shall consist of a President; Vice-President; Secretary and a Treasurer. Approved 5/7/18
	2. **Term of Office** - An officer shall serve for three years and may be reelected only once unless otherwise deemed appropriate by a vote of the membership. An officer may resign their office at any time by providing written notice to the other members of the Board. Notice of resignation is effective upon receipt or at such later time as is designated in the notice. Approved 5/7/18. The officers are elected at the first Board Meeting following the Annual Meeting. Their term of office will begin immediately following that meeting. Approved 5/7/18.
	3. **Removal** - An officer may be removed from their office and from the Board with or without cause by a majority vote of the remaining members of the Board.
	4. **Vacancies** - A vacancy in any office shall be filled by a vote of the remaining Members of the Board.
	5. **President** - The President shall be the principal executive officer of the Corporation and in general supervise and control all the business and affairs of the Corporation. The duties of the President are those normally associated with such an office including but not limited to presiding over the membership and Board of Directors meetings and at least one statewide meeting (titled Annual Meeting) of FCOM a year per 501c3 compliance requirements and serving as a liaison to the National Association of Free and Charitable Clinics. Approved 5/7/18.
	6. **Vice-President** - The Vice-president shall fill in for the President when needed in any of the duties listed in 5.05 and engage in the duties normally associated with such an office. The Vice President is also the Chair-Elect, and ordinarily will succeed the President when the President's term is completed. The Chair-Elect will prepare to assume the role of President but is not required to serve as President.
	7. **Secretary** - The Secretary shall engage in or oversee duties normally associated with the office including keeping records of members and mailing and e-mailing notices; keeping minutes; engaging in correspondence for FCOM; and serving in other capacities as needed. The positions of Treasurer and Secretary may be held by one person. Approved 5/7/18.
	8. **Treasurer** - The Treasurer shall engage in or oversee duties normally associated with the office including maintaining accounts; collecting dues and other funds; providing for an audit if deemed necessary by the Board; and other financial activities as needed. The positions of Treasurer and Secretary may be held by one person. Approved 5/7/18.
	9. **Eligible Members** - Individuals eligible to sit on the board of directors include executive directors of free clinics in Michigan, someone who has similar responsibilities and decision making authority for a free clinic but may have a different title because of the structure of the organization, or someone who has previously been in such a position or someone who has extensive knowledge or expertise in the field of free clinics.

**5.10** **Executive Director** - The Board may employ, tenninate, evaluate and fix the salary of an Executive Director of the Corporation, The Executive Director shall be the administrator responsible for carrying out the policies of the Board and Officers and in consultation with the Board, develop the overall program of the Corporation. The Board may enter into a long-term employment contract with an Executive Director.

# ARTICLE VI- CORPORATE DOCUMENTS/RECORDS

* 1. **Corporate Documents**
		1. **Contracts** - The Board may authorize Officer or officers, agent or agents of the Corporation who are not specifically so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; provided that such authorization shall be confirmed by written resolution.
		2. **Checks, Drafts, etc.** - All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the resolution of the Board.
		3. **Deposits** - All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bonds, trust companies or other depositories as the Board may select.
		4. **Gifts** - The Board may accept on behalf of the Corporation a contribution, gift, bequest or devise for the general purposes of for any special purpose of the Corporation.
	2. **Books and Records** - The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Board. All books and records of the Corporation may be inspected by any Director, or his agent or attorney for any proper purpose at any reasonable time.

# ARTICLE VII- COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an employee, agent, or independent contractor, except as prohibited by these by-laws.

 **ARTICLE VIII – ANTI-DISCRIMINATION**

Free Clinics of Michigan, Inc. (FCOM) will not condone, permit or tolerate any form of discrimination or harassment by or against any board member, client, patient, vendor, independent contractor or other individual with whom our volunteers come into contact through the performance of their duties.

FCOM is an equal opportunity organization committed to provide a place of work (if we have an independent office) and assure our volunteers, in any capacity, that it is free from discrimination or harassment based upon race, color, religion, national origin, sex, sexual orientation, gender, gender identity, age, marital status, disability/physical limitation, use of adaptive devices, family status, education, association, income source, height, weight, ancestry or political orientation.

FCOM will provide information and services within our stated scope; to serve and support a network of largely volunteer-staffed medical clinics through Michigan, to all parties who qualify for and are in need of such information and services without regard to race, color, religion, national origin, sex sexual orientation, gender, gender identity, age, marital status, disability/physical limitation, use of adaptive devices, family status, education, association, income source, height, weight, ancestry and political orientation.

 Amendment adopted 5/10/19

# ARTICLE IX - FISCAL YEAR

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The fiscal year of the corporation shall end December 31st.

**ARTICLE X - AMENDMENTS**

These By-Laws may be amended only at a meeting of the membership after the proposed amendment has been provided to all member clinics. Such proposal must be provided at least two weeks prior to the vote on the amendment. Amendment may occur either at the annual meeting or by a majority of written consent by a voting member only at a meeting where a majority of member clinics is represented and by a majority of those attending. Such amendment may also occur through written consent of member clinics in absence of a formal meeting.

Revision adopted 5/7/18