

# **BYLAWS OF MICHIGAN STEM PARTNERSHIP, Inc.**

The Michigan STEM Partnership is organized in accordance with the Nonprofit Corporation Act, Act 162 of 1982, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE I: NAME**

The name of the corporation is Michigan STEM Partnership, Inc., sometimes referred to in these bylaws as the “Partnership” or the “organization”.

## **ARTICLE II: PURPOSE**

The Michigan STEM Partnership is a public-private corporation that directly or through one or more STEM hubs (hereafter called “hub(s)”), serves as the connector and statewide communicator between employers, educators, students, parents, and legislators, providing strategic support for the effectiveness and sustainability of STEM education in order to prepare Michigan learners to reach their full potential in a fiercely competitive economy.

## **ARTICLE III: BOARD STRUCTURE & RESPONSIBILITIES**

### **Section 1. Board of Directors**

The Partnership shall be governed by a Board of Directors consisting of 24 director(s) comprised of the following:

12 representatives from the P-20 education system, including out-of-school organizations and other education-based groups, 12 representatives from the private sector, economic development, or workforce development agencies, including the military and professional associations, and of which each Partnership hub must have one representative designated by the hub leadership team.

Board members must be at a decision-making level in their organization and/or have significant influence (statewide, company-wide, or publicly).

The Partnership Executive Director is a non-voting member of the Board.

**Section 2. Election and Term of Office.** Each director shall serve a term of two (2) year(s) in staggered rotation (12 new members each year), terms starting with the annual business meeting of the Board.

**Section 3. Quorum.** A majority of the directors shall constitute a quorum at a meeting.

**Section 4. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled on the recommendation of the Governance Committee and with Board approval. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

#### **ARTICLE IV: EXECUTIVE DIRECTOR**

##### **Responsibilities**

The executive director shall be the chief executive officer of the corporation and shall have general direction over the administrative work of the corporation.

The executive director shall be an ex-officio member of all standing committees and special committees.

#### **ARTICLE V: MEETINGS**

**Section 1.** Meetings of the Board shall be held a minimum of five (5) times/year.

Committees of the Board will meet as necessary, virtually or face-to-face, at a time and place designated by the Chair of each Committee.

**Section 2.** Special meetings of the Board may be requested by any Board director and conducted with approval of the Executive Committee.

**Section 3.** Written notice of all meetings of the Board, whether regular or special meetings, shall be provided to Board directors including the meeting agenda, place, date, and hour of meeting.

**Section 4.** There will be an annual business meeting of the Board.

#### **ARTICLE VI: BOARD STRUCTURE**

**Section 1. Officers.** The officers of the organization shall be a Chair, First Vice-Chair, Second Vice-Chair, a Secretary, and a Treasurer. With the exception of the Treasurer, officer positions will be filled in succession. If an officer position is vacated in the middle of a term, all other officers will move up and a new Secretary will be appointed by the Board.

##### **Section 2. Executive Committee**

The officers and the Immediate Past Chair comprise the Executive Committee of the Michigan STEM Partnership Board of Directors. The Executive Committee is

empowered to act on behalf of the Board of Directors in matters where timing does not permit a full Board meeting. All actions taken by the Executive Committee must be ratified by the Board at the next Board meeting.

The Chair will provide a brief overview of the actions of the Executive Committee at meetings of the Board of Directors. This communication between the Executive Committee and the Board will prevent any potential encroachments of Board authority by the Executive Committee.

### **Section 3: Officer Responsibilities**

*Chair:* The Chair will run each Board and Executive Committee meeting.

*First Vice-Chair:* The First Vice-Chair will assist the Chair in any way she/he can and run meetings or act as the Chair in case of her/his absence. The First Vice-Chair will serve as the Chair of the Governance Committee.

*Second Vice-Chair:* The Second Vice-Chair will assist the Chair in any way she/he can and run meetings or act as the Chair in case of her/his absence. This individual will serve as the Chair of the Strategic Development Committee.

*Secretary:* The Secretary's role is to be the official record-taker for the Executive Committee, and to provide oversight for the production and archiving of all official Board documents.

*Treasurer:* The Treasurer is responsible for the organization's financial records and for implementing any budget measures that are created during board meetings. This individual will serve as the Chair of the Finance Committee.

### **Section 4: Standing Committees**

In addition to the Executive Committee, there are standing Committees of the Board; each committee member is appointed by the committee chair:

1. *The Governance Committee* is chaired by the First Vice-Chair. The primary responsibility of this committee is to identify and secure nominations for new or renewing membership. The Committee will return a proposed annual slate of Directors and Executive Committee members to the Board for election by the Board at the annual business meeting. In addition, the Governance Committee will oversee the performance of Board members, and will be responsible for orientation of new Board members.
2. *The Strategic Direction Committee* is chaired by the Second Vice-Chair. The committee evaluates Partnership needs against current and proposed Partnership requirements to insure that such needs are high priority activities of the Board and hub membership. The Committee develops/updates the Board Strategic Plan and then

monitors and guides the implementation of the Board-approved Plan. In addition, the Committee evaluates past meetings and plans future meeting content so as to ensure that Board meetings are engaging and valuable.

3. *The Communications Committee* is chaired by a Board member selected by the Executive Committee. The responsibilities of this committee include: development and implementation of a strategic communication plan, oversight of the Partnership website and other communication devices, and creation of various promotional materials to increase overall awareness of the Michigan STEM Partnership and its mission.
4. *The Finance Committee* shall be chaired by the Treasurer. The Committee oversees the ongoing cash flow, reviews and ultimately recommends the annual staff budget to the full Board, and recommends funding sources.

## **Section 5. Special Committees**

When needed, special committees will be created, each with a specific charter of responsibilities. The Board may appoint persons not serving on the Board to a special committee as long as they serve the specific charter of responsibilities.

## **ARTICLE VII: CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the Chair or any Vice-Chair and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the Chair or any Vice-Chair. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## **ARTICLE VIII: AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any regular or special meeting.

## **ARTICLE IX: INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

## **ARTICLE X: DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no

less than two thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

### **Certification**

\_\_\_\_\_, Secretary of Michigan STEM Partnership Inc. hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on \_\_\_\_\_.

\_\_\_\_\_, Secretary