

**MICHIGAN CRISIS RESPONSE ASSOCIATION  
BY-LAWS**

**ARTICLE I - NAME AND PURPOSE**

- 1.1 Name: The name of the corporation is the Michigan Crisis Response Association hereafter known as the MCRA.
- 1.2 Purpose: The purpose of the corporation is to promote and facilitate the activities, operations, and training for Critical Incident Stress Management services and to aid in those situations where local Critical Incident Stress Management teams need assistance.

**ARTICLE II - MEMBERSHIP**

- 2.1 Membership: Membership in the organization shall be open to all persons who notify the MCRA in writing, of their interest prior to the annual meeting, who subscribe to the purposes of the MCRA and to such classes of agencies and organizations as the Board of Directors may authorize.
- 2.2 Discrimination: No qualified applicant shall be refused membership in the organization on the basis of age, race, ethnic origin, gender, religion, economic status, or sexual orientation.
- 2.3 Dues: The Board of Directors shall determine any Membership dues.
- 2.4 Record Date: The fiscal year, for the purpose of determining financial matters, shall be the calendar year, beginning January 1, and ending December 31.

**ARTICLE III - BOARD OF DIRECTORS**

- 3.1 Number and Qualifications: The Board of Directors shall consist of a minimum of nine (9) members of the MCRA who are active and in good standing with a CISM team in Michigan.
- 3.2 Election: Directors shall be elected by the general membership at the Annual Meeting as detailed in Section 5.1. Every effort shall be made to ensure representation from teams registered with the MCRA. The Board may choose to add additional members for terms to expire at the next annual meeting.
- 3.3 Term of Office: Approximately one-third of the Directors will be elected each year at the Annual Meeting and will assume office at the next meeting of the Board. Directors shall serve a three (3) year term unless completing an unexpired term of another member.
- 3.4 Nomination Process:
- a. A Nominations Committee will be appointed by the Board and will create a slate of candidates prior to the Annual Meeting of the general membership for any positions available on the Board.
  - b. The slate of candidates will be published at the general membership meeting and additional candidates can be nominated at that time.

- 3.5 Removal: A Director shall be removed from office with a two-thirds (2/3) vote of the Directors for the following reasons:
- a. Does not meet the qualifications stated in Section 3.1.
  - b. Failure, without cause, to attend three consecutive meetings of the Board.
  - c. It is determined that the best interests of the corporation would be served by the removal.
- 3.6 Vacancies: Vacancies on the Board of Directors shall be filled by election as determined by a majority of the remaining Board.
- 3.7 Regular Meetings/Quorum: The Board shall meet at least quarterly, including the annual meeting. All meeting dates shall be established and published at least 14 days prior to the meeting. One-half of the members of the Board shall constitute a quorum for the transaction of business.
- 3.8 Special meetings. Special meetings of the Board of Directors may be called by the President or any 3 members of the Board. Notice of any special meeting of the Board shall be given in writing at least 7 days in advance of the date of the meeting.
- 3.9 Duties: The Board of Directors will conduct the business of the organization consistent with the purposes of the Association and other duties as arise.

#### **ARTICLE IV - OFFICERS**

- 4.1 Offices and Election: The following officers shall be elected biennially from and by the Board of Directors: President, Vice President, Secretary, and Treasurer. No one shall be elected to serve more than two consecutive terms in a single office. The election shall take place at the first meeting of the Board after the Annual meeting with terms to begin immediately. Any vacancies shall be filled by a majority vote of the remaining Board Members.
- a. The President shall preside over all meetings of the Association and the Board. The President shall see to establishing the agenda for meetings and see to the publishing of the appropriate notices.
  - b. The Vice President shall preside over meetings of the Association and Board in the absence of the President. The Vice President shall be responsible for organizing an annual conference of the Association.
  - c. The Treasurer shall have charge of all funds of the Association and shall disburse the same under the direction of the Board. The treasurer shall sign all checks and prepare financial statements for the Board.
  - d. The Secretary shall keep and distribute a record of all meetings of the Association and the Board. The Secretary shall have custody of all corporate records.
- 4.2 Nomination Process:
- c. A Nominations Committee will be appointed by the Board and will create a slate of candidates prior to the Annual Meeting of the general membership for any positions available on the Board.

- d. The slate of candidates will be published at the general membership meeting and additional candidates can be nominated at that time.
- e. The Board will elect its officers from this slate of candidates.

4.3 Executive Committee:

- a. The Officers and the immediate past president shall make up the Executive Committee.
- b. The Executive Committee can conduct any routine business of the Association between meetings with final approval of all actions by a majority of the Board at the next meeting of the Board.

### **ARTICLE V – MEETINGS**

- 5.1 Annual meeting: An Annual Meeting of the Corporation shall be held at the training conference. Members will receive 30 days notice of the meeting.
- 5.2 Voting: Voting at the annual meetings shall be by any member in good standing, in person or by written proxy.
- 5.3 Special meetings: The Board of Directors may call special meetings of the membership with 30-day notice.
- 5.4 Quorum: Business may be transacted at any properly scheduled meeting, the annual meeting or special meeting by a majority of voting members present.
- 5.5 Procedure: Meetings shall be conducted according to Robert's Rules of Order. In the event of a conflict between Robert's Rules of Order and these by-laws, the by-laws shall control.

### **ARTICLE VI - INDEMNIFICATION**

- 6.1. Indemnification: The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any suit or proceeding and has the authorization of the Board. Such indemnification shall apply only to a person who was or is a director or officer or who was serving at the request of the corporation. The person shall be held harmless against expenses, judgments, penalties, and fines if the person acted in good faith and in a manner he/she reasonably believed not to be in opposition to the best interest of the corporation. The person must have had no reasonable cause to believe his/her conduct was unlawful. Indemnification shall not be made for any claim, issue or matter in which the person has been found to be liable to the corporation.

### **ARTICLE VII - EARNINGS AND DISSOLUTION**

- 7.1 Earnings: No part of the earnings of the corporation shall inure to benefit of or be distributed to, its members, directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered. The corporation shall not carry on any activities not permitted by a corporation exempt from federal income tax under IRS 501 (c) (3) or the corresponding section of a future federal tax code.
- 7.2 Dissolution: On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, assets shall be distributed for one or more exempt purposes

within the meaning of IRS 501 (c)(3) or the corresponding section of any future federal tax code or to the federal, state or local government for a public Purpose. Any assets not disposed of shall be disposed of by the circuit court of the county where the principal office of the corporation is then located.

#### **ARTICLE VIII - AMENDMENT REQUIREMENTS**

- 8.1 The members of the Board may amend, repeal, or adopt new by-laws with a two-thirds majority of the Board after the Motion is put in writing and presented at a minimum of two Board meetings.