

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 attend 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: MCRA recognizes that the Department of Homeland Security has divided the State into 8 regions. The Board of Directors recommends a minimum of three (3) members from each region. Voting rights will be rotated among the Regional Representatives and will be inclusive of input from its regional members.

To be considered for election to the Board of MCRA, an individual must meet the following qualifications:

- a. Shall have completed the ICISF Group Crisis and Assisting Individuals in Crisis courses, with a preference for those individuals who have additional training and experience.
- b. Be member in good standing of a crisis intervention team that uses the ICISF model of interventions and is registered with MCRA.
- c. Has at least 3 years of service on a local team.
- d. Applicants will be vetted by current Board members representing that Region prior to being recommended to the full Board for approval.

It is recommended that each Region seek to recruit at least one new Board member each year.

If a region is unable to nominate any candidates for their area, the nominations committee can select alternate nominees, who shall serve in their place.

- 3.1.1 The Board of Directors may choose to select former Board Members who have served a minimum of three (3) full terms of office to serve as Member Emeritus of the board.

The Member Emeritus has the privileges of a Member of the Board except the right to vote. A Member Emeritus does not count for purposes of establishing a quorum for the organization.

A Member Emeritus can serve as a voting member of the Board if they serve a region which does not have a member.

A Member Emeritus may be elected to return to Board member status by following the procedures for being elected to the Board.

- 3.2 Election: Directors shall be elected by the general membership at the 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. The Nominations Committee will create a slate of candidates for each position that is available for election prior the general membership meeting. Candidates for Board membership shall have been vetted by current Board members representing that Region.
 - b. The membership will elect its members from this slate of pre-vetted candidates at the general membership meeting.
- 3.5 Removal: A Director may 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 to attend three meetings of the Board within a calendar year. Following a review by the Executive Committee and approval by the Board, those who cannot meet this standard during the course of a year shall be considered resigned and their seat on the Board vacated. There is no "Leave of Absence" from the Board, but those meeting the criteria for Emeritus Status may ask to be granted that status.
 - 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 with priority given to selecting members from the same region being represented by the vacant position.
- 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. Voting members of the Board shall consist of the eight (8) members selected as regional representatives and the four (4) officers of the Board. One-half (7) of the voting members of the Board shall constitute a quorum for the transaction of business.
- All meetings of the Board are open meetings, and visitors are welcome to voice ideas on any topics being considered on the Agenda.
- 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. Each Director is expected to serve on at least one committee of the Board and to attend at least three (3) meetings of the Board each year. The Annual Meeting shall count as a meeting of the Board.
- The Board will make efforts to accommodate members who live more than three (3) hours of drive time from the meeting location. Attendance may include a technology assisted presence rather than an "in person" attendance. A member of the Board will adhere to the Standards of Conduct established by the Board.
- 3.10 The Board of Directors shall identify standing Committees and their membership at the first meeting of the calendar year following the Annual Meeting. Standing committees are:

1. Executive Committee
2. Annual Conference Committee
3. Nominations Committee
4. Governance Committee
 - a. Responsibility for writing Policy and By-Laws
 - b. Serves as advisory to the Executive Committee on governance issues
5. Marketing Committee
6. Education Committee
7. Team Registry and Compliance Committee

The leadership of each committee shall be a current member of the Board, but committee members may be selected from the membership of the organization.

Other committees may be appointed as deemed necessary by the Board. Each committee shall have specific responsibilities and assignments as stated by the Board.

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:
- a. The Nominations Committee will create a slate of candidates from current members of the Board prior to the first meeting of the Board following the general membership.
 - b. The slate of candidates will be published prior to the meeting and additional candidates can be nominated at the meeting.
 - c. The Board will elect its officers from the final slate of candidates at the first meeting of the Board following the general membership meeting.
- 4.3 Executive Committee:
- a. The Officers 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 30day notice.
- 5.4 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.