

BYLAWS
OF
MISSION POSSIBLE, INC.

Dated as of
January 26, 2018

**BYLAWS
OF
MISSION POSSIBLE, INC.**

A Michigan Nonprofit Corporation

**ARTICLE I
NAME, OFFICES, AND PURPOSES**

1.1 **Name.** The name of the corporation is Mission Possible, Inc. The corporation may conduct its activities under one or more assumed names (including Mission Possible), as determined by the Board of Directors in accordance with the Michigan Nonprofit Corporation Act of 1982, as amended (the "Act").

1.2 **Places of Business.** The corporation shall have its principal place of business in Wayne County, Michigan, and may have such other places of business, such as Ann Arbor, Michigan, as the Board of Directors may from time to time determine.

1.3 **Purposes.** The purposes for which the corporation is organized are set forth in its Articles of Incorporation. Also, MPO is established for the expressed purpose of providing various forms of charity work for all who seek aid, in particular, by providing clothing, household items, school supplies, and other assistance to low-income and underprivileged persons

1.4 **Mission.** The mission of MPO concentrates on promoting peace, equality, and diversity within our team, as well as the communities we serve, while also supporting unity amongst all races and ethnicities. MPO raises awareness of social responsibility via endless opportunities that help underprivileged persons and instill that sense of social responsibility in the youth.

1.5 **Nonprofit Operation.** The corporation shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code as a nonprofit corporation. No director of the corporation shall have any title to or interest in the corporate property or earnings in the director's individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer or private individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

1.6 **Affiliations.** MPO is affiliated with the MPO branch at Wayne State University

1.7 **Function.** MPO understands and is committed to fulfilling its responsibilities of abiding by the University of Michigan policies and procedures.

ARTICLE II
BOARD OF DIRECTORS

2.1 **Board of Directors.** The Board of Directors is the governing body of the corporation. The corporation is organized on a non-stock, directorship basis under the Act. Except as otherwise provided by law, all matters which are subject to membership vote or other action in the case of a Michigan nonprofit membership corporation shall be approved by action of the Board of Directors.

2.2 **Powers of the Board of Directors.** The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation, and shall have the power and authority to do and perform all acts and functions permitted for an organization described in section 501(c)(3) of the Internal Revenue Code not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Michigan. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.

2.3 **Number of Directors.** The Board of Directors shall consist of not less than three persons, as determined from time to time by the Board of Directors.

2.4 **Term and Selection of Directors.** Directors shall be elected to three-year terms by the affirmative vote of the Board of Directors at its annual meeting, and vacancies shall be filled in the manner specified in section 2.7 below. The terms of the directors shall be staggered so that approximately one-third of the directors are elected at each annual meeting. Directors' terms shall commence at the conclusion of the annual meeting at which they are elected and shall expire at the conclusion of the annual meeting at which their successors are elected. There is no limit on the number of consecutive terms that a director may serve.

2.5 **Resignation.** A director may resign by giving notice to the Secretary of the corporation, which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

2.6 **Removal.** Any director may be removed from office with cause at any meeting of the Board of Directors by the affirmative vote of a majority of the directors then in office. Cause for removal of a director shall include, without limitation, engaging in any conduct that is prejudicial to the best interests of the corporation or failing to attend three consecutive meetings of the Board of Directors for any reason.

2.7 **Vacancies.** Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining directors although less than a quorum of the Board of Directors. A director elected to fill a vacancy shall serve for the unexpired portion of the term of the replaced director.

2.8 **Annual Meeting.** The annual meeting of the Board of Directors shall be held on a date to be determined by the Board from time to time. At the annual meeting, the Board of Directors shall elect directors, elect officers, and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special, or annual meeting or by consent resolution. Notice shall be given to the directors at least ten (10) but not more than sixty (60) days prior to an annual meeting of the Board of Directors.

2.9 **Regular Meetings.** Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or consent of all the directors. No notice is required for a regular meeting of the Board of Directors.

2.10 **Special Meetings.** Special meetings of the Board shall be called by the Secretary upon the written request of the President or any two directors. Special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, mail or electronic means (including by email or facsimile) to

each director not less than twenty-four (24) hours prior to the meeting and if by telephone or electronic means, confirmed in writing before or after the meeting.

2.11 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice, and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing or by electronic transmission. The consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

2.12 Quorum and Voting Requirements. A majority of the directors then in office and a majority of any committee appointed by the Board constitutes a quorum for the transaction of business. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws, or the Articles of Incorporation. A director may not authorize another person to act for the director by proxy on any matter.

2.13 Participation in Meeting by Remote Communications Equipment. A member of the Board or of a committee may participate in a meeting by conference telephone or by other means of remote communication (including an Internet chat room or web conference) through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

2.14 Methods for Giving Notices and Consents. Unless otherwise provided in these bylaws or the Act, any notice or consent required or permitted may be given in writing or by electronic transmission. An electronic transmission, as defined in the Act, includes without limitation an email or facsimile. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without objecting to any lack of notice at the beginning of the meeting or upon arrival.

2.15 Compensation. Directors shall not receive compensation for their services on the Board of Directors. However, the corporation may still purchase insurance as provided in section 6.2, provide reasonable compensation to a director for services which are beyond the scope of the director's duties as a director, or reimburse any director for expenses actually and necessarily incurred in the performance of the director's duties as a director.

ARTICLE III OFFICERS

3.1 Officers. The officers shall be a President, a Secretary, and a Treasurer, and if desired, a Vice President. The Board of Directors may appoint two individuals to serve as Co-Presidents. There may also be such other officers as the Board of Directors deems appropriate.

3.2 Election and Term of Office . All officers shall be elected for a term of one year (or until their successors have been elected) by the Board of Directors at its annual meeting. No

person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two or more officers. In case of the absence or disability of any officer of the corporation and of any person hereby authorized to act in his place during periods of absence or disability, the Board may, from time to time, delegate the powers and duties of such officer to any other officer, or any directors, or any other person whom it may elect or appoint.

3.3 **Resignation.** An officer may resign by giving notice to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

3.4 **Removal.** Any officer may be removed with or without cause by the vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors.

3.5 **Vacancies.** In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

3.6 **President.** The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents, and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board. If two individuals are serving as Co-Presidents, then the powers of the President shall only be exercised if both the Co-Presidents are in agreement to do so; provided, however, that documents to be signed by the President only need to be signed by one of the Co-Presidents if the non-signer has given the signer written authorization to sign alone.

3.7 **Vice President.** In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

3.8 **Secretary.** The Secretary shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

3.9 **Treasurer.** The Treasurer shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

ARTICLE IV COMMITTEES

4.1 **Committees.** The Board of Directors may establish from time to time, by resolution of the Board of Directors, one or more executive, standing, and special committees as it shall deem appropriate. The resolution shall define the powers and responsibilities of each committee (subject to the limitations described in Section 4.2), the terms and qualifications of committee members, and the ways in which committee members are selected and removed.

4.2 **Limitations on Committees.** No committee shall have the power or authority to: (a) amend the Articles of Incorporation; (b) agree to merge with another organization; (c) authorize the conversion of the corporation into another type of entity; (d) authorize the sale, lease, exchange, or donation of all or substantially all of the corporation's property and assets; (e) authorize a dissolution of the corporation or a revocation of a dissolution; (f) amend the bylaws of the corporation; (g) fill vacancies on the Board of Directors; (h) remove any person from the Board of Directors; (i) adopt, delete, change or make exceptions to policies; (j) establish or abolish any standing Board committee; (k) reverse actions previously taken by the Board of Directors; or (l) approve the payment of compensation for any director serving on the Board of Directors or any committee. Further, a committee that is not composed entirely of directors of the corporation shall not exercise the power or authority of the Board of Directors in the management of the corporation's business and affairs, but may perform, under the direction of the Board, such functions as determined from time to time by the Board.

ARTICLE V CORPORATE DOCUMENT PROCEDURE

5.1 **Execution of Corporate Documents.** A corporate document shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board of Directors or these bylaws.

5.2 **Authority to Execute Documents.** The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, any of the President, the Secretary, or the Treasurer may execute such instrument on behalf of the corporation. This constitution should be ratified every three years by a majority vote of the officers at the annual meeting.

ARTICLE VI INDEMNIFICATION

6.1 **Indemnification.** Each person who is, was, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any sort, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact such person is or was a director, officer, or member of a committee of the corporation or that such person serves or has served at the request of the corporation as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise

shall be indemnified by the corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The corporation may, to the extent authorized from time to time by the Board, grant such rights to indemnification to any employee, non-director volunteer, or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

6.2 **Insurance.** The corporation may purchase and maintain insurance on behalf of any person described in section 6.1 above against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding section 6.1.

ARTICLE VII MISCELLANEOUS

7.1 **Amendments.** These bylaws may be amended at any meeting of the Board of Directors by the affirmative vote of two-thirds of the members of the Board of Directors then in office. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

7.2 **Fiscal Year.** The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII MEMBERSHIP

8.1 **Active Membership.** Active membership shall be limited to persons officially connected with the University of Michigan as faculty, staff, or registered students. In addition, the following requirements are necessary to constitute active members: A) Attend at least one mass meeting per semester. B) Attend at least one volunteer event per semester. C) Upon joining the organization, all members agree not to undermine the purpose or mission of MPO

Mission Possible is committed to a policy of equal opportunity for all persons and does not discriminate on the basis of race, color, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion, height, weight, or veteran status in its membership or activities unless permitted by university policy for gender specific organizations.

8.2 **Joining MPO.** Interested individuals may join the organization by attending a meeting, requesting to be added to the email or member list, contacting a member, or emailing the group. To be considered an active member, the individual must meet the requirements outlined in Article VIII, Section 1. Upon joining the organization, all members agree not to undermine the purpose or mission of Mission Possible Organization.

8.3 **Membership Removal.** A member may voluntarily withdraw their membership from the organization by notifying the executive board of their desire to discontinue membership. Financial obligations previously paid to Mission Possible Organization will not be refunded. If a member undermines the purpose or mission of MPO, the Board may vote for a removal with a majority vote.

**ATTACHMENT TO
ARTICLES OF INCORPORATION FOR
MISSION POSSIBLE**

ARTICLE II

The purposes for which the corporation is organized are:

A. To receive and administer funds and property and to operate exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, and, in particular, to relieve the poor and distressed by providing clothing, household items, school supplies and other assistance to low-income and underprivileged persons.

B. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501(c)(3) of the Internal Revenue Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

ARTICLE VI

A. No director and no volunteer officer, as those terms are defined in the Michigan Nonprofit Corporation Act, as amended (the "Act"), shall be liable to the corporation for money damages for any action taken, or any failure to take any action, as a director or volunteer officer. However, this provision shall not eliminate or limit the liability of a director or officer for any of the following: (1) the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled, (2) intentional infliction of harm on the corporation, (3) a violation of section 551 of the Act, (4) an intentional criminal act, or (5) a liability imposed under section 497(a) of the Act.

B. The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer director, as such term is defined in the Act, occurring on or after the date of incorporation and incurred in the good faith performance of the volunteer director's duties.

C. The corporation shall assume all liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, as those terms are defined in the Act, occurring on or after the effective date of these articles of incorporation if all of the following are met: (1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority, (2) the volunteer was acting in good faith, (3) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct, (4) the volunteer's conduct was not an intentional tort, and (5) the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

**ATTACHMENT TO
ARTICLES 01• INCORPORATION FOR
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D. If the liability of a director or volunteer officer might be limited or eliminated under more than one of paragraphs A, B, and C above, then the provision or provisions offering the maximum protection to the director or officer will apply.

F. If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors, officers, or other volunteers of nonprofit corporations, then the liability of the corporation's directors, officers, and other volunteers, in addition to the limitation, elimination, and assumption of personal liability contained in this Article, will be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. No amendment or repeal of this Article will have any effect on the liability or alleged liability of any such person for any acts or omissions occurring prior to the effective date of any such amendment or repeal.

F. Notwithstanding any provision of this Article, the corporation shall not assume any liability to the extent the assumption is inconsistent with the status of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article H above. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

During any period that the corporation is determined to be a "private foundation" under section 509 of the Internal Revenue Code, the corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; (2) not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (3) not make any investments in such manner as to become subject to the tax on jeopardy investments under section 4944 of the Internal Revenue Code; (4) not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; and (5) not make any taxable expenditures as defined in section 4945(c) of the Internal Revenue Code.

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All references in these articles of incorporation to the "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include corresponding sections of any future federal tax code.

ARTICLE VIII

Upon the dissolution of the corporation, its assets shall be distributed f-or one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.