

***NON-PROFIT CORPORATE BYLAWS***

***OF***

***FERMENTA:  
A MICHIGAN WOMEN'S CRAFT  
COLLECTIVE***

## Table of Contents

Preamble .....	5
ARTICLE I - NAME .....	6
ARTICLE II - PURPOSES AND POWERS .....	7
2.01 Purpose .....	7
2.02 Powers .....	7
2.03 Exempt Activities Limitation .....	8
(a) Exempt Activities Limitation .....	8
(b) Distribution Upon Dissolution .....	8
ARTICLE III - MEMBERSHIP .....	9
3.01 Membership Classes .....	9
(a) Active Professional .....	9
(b) Associate .....	9
(c) Supporting .....	9
(i) Individual Supporting .....	9
(ii) Corporate Supporting .....	9
3.02 Non-Voting Affiliates .....	9
3.03 Dues .....	9
3.04 Member Meetings .....	10
(a) Annual Meeting .....	10
(b) Special Meetings .....	10
ARTICLE IV - BOARD OF DIRECTORS .....	11
4.01 General Powers and Responsibilities .....	11
4.02 Number of Directors .....	11
4.03 Terms .....	11
4.04 Qualifications and Election of Directors .....	11
4.05 Vacancies .....	11
(a) Unfilled Board Positions .....	11
(b) Unexpected Vacancies .....	11
4.06 Removal of Directors .....	12
4.07 Board of Directors Meetings .....	12
(a) Regular Meetings .....	12
(b) Special Meetings .....	12
(c) Waiver of Notice .....	12
4.08 Manner of Acting .....	12
(a) Quorum .....	12
(b) Majority Vote .....	12
(c) Hung Board Decisions .....	12
(d) Participation .....	12
4.09 Compensation for Board Service .....	13
4.10 Compensation for Professional Services by Directors .....	13

ARTICLE V - COMMITTEES .....	14
5.01 Committees .....	14
5.02 Meetings and Action of Committees .....	15
5.03 Informal Action By The Board of Directors .....	15
 ARTICLE VI - DIRECTORS/OFFICERS .....	 16
6.01 Board Officers .....	16
6.02 Term of Office .....	16
6.03 Removal and Resignation .....	16
6.04 Board President .....	16
6.05 Vice President .....	16
6.06 Secretary .....	16
6.07 Treasurer .....	17
6.08 Communications Director .....	17
6.09 Events Coordinator .....	17
6.10 Non-Director Officers .....	17
 ARTICLE VII - CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS .....	 18
7.01 Contracts and other Writings .....	18
7.02 Checks, Drafts .....	18
7.03 Deposits .....	18
7.04 Loans .....	18
7.05 Indemnification .....	18
(a) Mandatory Indemnification .....	18
(b) Permissible Indemnification .....	18
(c) Advance for Expenses .....	18
(d) Indemnification of Officers, Agents and Employees .....	19
 ARTICLE VIII - MISCELLANEOUS .....	 20
8.01 Books and Records .....	20
8.02 Fiscal Year .....	20
8.03 Conflict of Interest .....	20
8.04 Nondiscrimination Policy .....	20
8.02 Fiscal Year .....	20
8.03 Conflict of Interest .....	20
8.04 Nondiscrimination Policy .....	20
8.05 Bylaws Amendment .....	20
8.06 Financial Report of Organization .....	21
8.07 Annual Report to State of Michigan .....	21
 ARTICLE IX - DOCUMENT RETENTION POLICY .....	 22
9.01 Purpose .....	22
9.02 Policy .....	22
Section 1. General Guidelines .....	22

Section 2. Exception for Litigation Relevant Documents . . . . .	22
Section 3. Minimum Retention Periods for Specific Categories . . . . .	22
(a) Corporate Documents . . . . .	22
(b) Tax Records . . . . .	22
(c) Employment Records/Personnel Records . . . . .	22
(d) Board and Board Committee Materials . . . . .	23
(e) Press Releases/Public Filings . . . . .	23
(f) Legal Files . . . . .	23
(g) Marketing and Sales Documents . . . . .	23
(h) Development/Intellectual Property and Trade Secrets . . . . .	23
(i) Contracts . . . . .	23
(j) Correspondence . . . . .	23
(k) Banking and Accounting . . . . .	24
(l) Insurance . . . . .	24
(m) Audit Records . . . . .	24
Section 4. Electronic Mail . . . . .	24
ARTICLE X - TRANSPARENCY AND ACCOUNTABILITY: DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC . . . . .	25
10.01 Purpose . . . . .	25
10.02 Financial and IRS documents (the 1023- Series Form and the 990- Series Form) . . . . .	25
10.03 Means and Conditions of Disclosure . . . . .	25
10.04 IRS Annual Information Returns (990-Series Form) . . . . .	26
10.05 Staff Records . . . . .	26
10.06 Donor Records . . . . .	26
ARTICLE XI - CODES OF ETHICS AND WHISTLEBLOWER POLICY . . . . .	27
11.01 Purpose . . . . .	27
11.02 Reporting Violations . . . . .	27
11.03 Acting in Good Faith . . . . .	27
11.04 Retaliation . . . . .	27
11.05 Confidentiality . . . . .	28
11.06 Handling of Reported Violations . . . . .	28
ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION . . . . .	29
CERTIFICATE OF ADOPTION OF BYLAWS, AS AMENDED . . . . .	30

**NON-PROFIT CORPORATE BYLAWS  
OF  
FERMENTA: A MICHIGAN WOMEN'S CRAFT COLLECTIVE**

**PREAMBLE**

The following Bylaws shall be subject to, and governed by, the *Michigan Nonprofit Corporation Act, Act 162, P.A. of 1982*, and the Articles of Incorporation of the Corporation. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the *Michigan Nonprofit Corporation Act*, the *Michigan Nonprofit Corporation Act* shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation, it shall then be these Bylaws which shall be controlling.

## **ARTICLE I**

### **NAME**

The legal name of this Non-Profit Corporation/Organization shall be "Fermenta: A Michigan Women's Craft Collective." The business of the corporation may be conducted as Fermenta. It shall herein be referred to as the "Corporation/Organization."

## ARTICLE II

### PURPOSES AND POWERS

#### **2.01 Purpose**

Fermenta is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the *Internal Revenue Code of 1986*, or the corresponding section of any future Federal tax code.

Fermenta's purpose, as set forth in the attached Articles of Incorporation of Exhibit "A," is to promote diversity, camaraderie, networking, and education within Michigan's craft beverage industry.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

The Corporation/Organization is established and shall be operated exclusively for a charitable and/or educational purpose within the meaning of IRA Publication 557 Section 501(c)(3) Organization of the *Internal Revenue Code of 1986*, as amended (the "Code") or the corresponding section of any future federal tax code.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

#### **2.02 Powers**

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Michigan, and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried on by a Corporation/Organization exempt under Section 501(c) of the *Internal Revenue Code of 1986*.

The Corporation/Organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation/Organization is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation/Organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **2.03 Exempt Activities Limitation**

(a) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Corporation/Organization shall take any action or carry on any activity by or on behalf of the Corporation/Organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the *Internal Revenue Code* as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation/Organization shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Corporation/Organization 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 the Articles of Incorporation and these Bylaws.

(b) Distribution Upon Dissolution. Upon termination or dissolution of Fermenta, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the *1986 Internal Revenue Code* (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Fermenta hereunder shall be selected in the discretion of a majority of the managing body of the Corporation/Organization, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Fermenta, by one (1) or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Michigan.

In the event that the court shall find that this section is applicable, but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Fermenta, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Michigan, to be added to the general fund.



## **ARTICLE III**

### **MEMBERSHIP**

#### **3.01 Membership Classes**

The Corporation/Organization shall have three classes of members:

(a) Active Professional. An Active Professional member shall be a woman, 21 years of age or older, who makes any income from the craft beverage industry, or a woman who is an owner/shareholder of a craft beverage industry organization, but does not yet earn income from that ownership/holding. Only Active Professional members may vote to elect directors and may vote on Board initiatives submitted for a vote.

(b) Associate. An Associate member shall be a woman, 21 years of age or older, who is interested in the craft beverage industry, but does not earn income in it, nor has ownership/holding in a craft beverage industry organization.

(c) Supporting. Supporting members consist of the following two levels:

(i) *Individual Supporting* – An Individual Supporting member shall be any individual, regardless of gender, 21 years of age or older, who is interested in the craft beverage industry, but does not earn income in it, nor has ownership/holding in a craft beverage industry organization. Individual Supporting members may not vote to elect directors, may not vote on Board initiatives, and are not eligible for scholarships.

(ii) *Corporate Supporting* – A Corporate Supporting member shall be any organization which is interested in supporting the Corporation/Organization. Corporate Supporting members have no right to vote to elect directors, may not vote on Board initiatives, and are not eligible for scholarships. The Board may, at its discretion, establish the rights, privileges, and obligations of Corporate Supporting members.

#### **3.02 Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation/Organization. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Corporation/Organization website. Affiliates have no voting rights, and are not members of the Corporation/Organization.

#### **3.03 Dues**

Any dues for members and affiliates shall be determined by the Board of Directors.

### **3.04 Member Meetings**

(a) Annual Meeting. Fermenta shall have an annual member meeting each calendar year at a time and place fixed by the Board. The annual meeting shall be held upon ten (10) days' notice by first-class mail, electronic mail, facsimile transmission, delivered personally, or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of the annual meeting shall specify the place, day, and hour of meeting.

(b) Special Meetings. Special member meetings may be called by the Board of Directors. A special meeting must be preceded by at least 2 days' notice of the date, time, and place, but not the purpose, of the meeting.

## ARTICLE IV

### BOARD OF DIRECTORS

#### **4.01 General Powers and Responsibilities**

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the *Michigan Nonprofit Corporation Act, Act 162, P.A. of 1982*. The Board shall establish policies and directives governing business and programs of Corporation/Organization and shall delegate to the Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

All corporate powers shall be exercised by or under the authority of the Board, and the affairs of Fermenta shall be managed under the direction of the Board, except as otherwise provided by law.

#### **4.02 Number of Directors**

Fermenta shall have a Board of Directors consisting of at least 4 and no more than 15 directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of directors. A Board member must be a resident of the State of Michigan.

#### **4.03 Terms**

(a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

(b) Directors may serve terms in succession.

(c) Except for the incorporating Board, whose term of office began prior to the adoption of these bylaws, the term of office shall be considered to begin January 1 and end December 31, unless the term is extended until such time as a successor has been elected.

#### **4.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the Board of Directors, an individual must be an Active Professional member. Directors shall be elected at the annual member meeting by majority vote of attending Active Professional Members.

#### **4.05 Vacancies**

(a) Unfilled Board Positions. The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director, or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.

(b) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

#### **4.06 Removal of Directors**

A director may be removed by two-thirds vote of the Board of Directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The Board president is empowered to excuse directors from attendance for a reason deemed adequate by the Board president. The president shall not have the power to excuse herself from the Board meeting attendance and in that case, the Board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her case and is given the opportunity to be heard at a meeting of the Board.

#### **4.07 Board of Directors Meetings.**

(a) Regular Meetings. The Board of Directors shall meet once a month at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, facsimile transmission, delivered personally, or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Michigan law.

#### **4.08 Manner of Acting.**

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. If all of the six Board positions are filled, a majority shall be defined as four Board members. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Hung Board Decisions. On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of

communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

#### **4.09 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The Corporation/Organization will excuse the annual membership dues obligation for each director. In the event a director does not serve her entire term of office, she will be obligated to pay the annual dues amount, prorated by the amount of time served as a Director.

The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Officers” as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

#### **4.10 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the Corporation/Organization. Such remuneration shall be reasonable and fair to the Corporation/Organization and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

## ARTICLE V

### COMMITTEES

#### 5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which also requires Board members' approval or approval of a majority of all members;
- (b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (c) amend the articles of incorporation;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the Board of Directors or the members of these committees; expend corporate funds to support a nominee for director; or
- (g) adopt an agreement of merger or consolidation.
- (h) recommend to members the sale, lease, or exchange of all or substantially all of the Corporation/Organization's property and assets.
- (i) recommend to shareholders or members a dissolution of the Corporation/Organization or a revocation of a dissolution.
- (j) fix compensation of the directors for serving on the Board or on a committee.
- (k) terminate membership.
- (l) approve any transaction:
  - (i) to which the Corporation/Organization is a party and one or more directors have a material financial interest; or
  - (ii) between the Corporation/Organization and one or more of its directors or between the Corporation/Organization or any person in which one or more of its directors have a material financial interest.

### **5.02 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provisions of these Bylaws.

### **5.03 Informal Action By The Board of Directors**

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

# **ARTICLE VI**

## **DIRECTORS/OFFICERS**

### **6.01 Board Officers**

The officers of the Corporation/Organization shall be a Board president, vice-president, secretary, treasurer, communications director, and events coordinator, all of whom shall be chosen by an election of Active Professional members at the annual member meeting, and shall serve at the pleasure of the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the Corporation/Organization, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

### **6.02 Term of Office**

Each officer shall serve a one-year term of office. Unless unanimously elected to fill a vacancy in an officer position or unless the term is extended until such time as a successor has been elected, each Board officer's term of office shall begin January 1 and end December 31.

### **6.03 Removal and Resignation**

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation/Organization without prejudice to the rights, if any, of the Corporation/Organization under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **6.04 Board President**

The Board president shall be the chief volunteer officer of the Corporation/Organization. The Board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

### **6.05 Vice President**

In the absence or disability of the Board president, the ranking vice-president or vice-president designated by the Board of Directors shall perform the duties of the Board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the Board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board president.

### **6.06 Secretary**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place



that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board president. The secretary may appoint, with approval of the Board, a director or member to assist in performance of all or part of the duties of the secretary.

#### **6.07 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation/Organization. Corporation/Organization treasurer shall oversee and keep the Board informed of the financial condition of the Corporation/Organization and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation/Organization, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the Board president. The treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

#### **6.08 Communications Director**

The communications director shall be the lead director for communications oversight of the Corporation/Organization. This oversight includes, but is not limited to, communications activities that promote, enhance, and protect the organization's brand reputation, such as: social media, relationships with the media, visual advertising development, and any additional projects that spread awareness of the Corporation/Organization to the public. The communications director shall perform all duties properly required by the Board of Directors or the Board president. The communications director may appoint, with approval of the Board, a director or member to assist in performance of all or part of the duties of the communications director.

#### **6.09 Events Coordinator**

The events coordinator shall be the lead director for oversight of the events of the Corporation/Organization. The events coordinator shall be the primary contact person for all Fermenta events, involved in creating, organizing, promoting, and implementing event details. She is responsible for delegating and overseeing responsibilities for each event. If the events coordinator is unable to attend an event, she shall ensure the event is organized and staffed adequately. The events coordinator shall perform all duties properly required by the Board of Directors or the Board president. The events coordinator may appoint, with approval of the Board, a director or member to assist in performance of all or part of the duties of the events coordinator.

#### **6.10 Non-Director Officers**

The Board of Directors may designate additional officer positions of the Corporation/Organization and may appoint and assign duties to other non-director officers of the Corporation/Organization.

## ARTICLE VII

### CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

#### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation/Organization shall be executed on its behalf by the treasurer or other persons to whom the Corporation/Organization has delegated authority to execute such documents in accordance with policies approved by the Board.

#### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation/Organization, shall be signed by such officer or officers, agent or agents, of the Corporation/Organization and in such manner as shall from time to time be determined by resolution of the Board.

#### **7.03 Deposits**

All funds of the Corporation/Organization not otherwise employed shall be deposited from time to time to the credit of the Corporation/Organization in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

#### **7.04 Loans**

No loans shall be contracted on behalf of the Corporation/Organization, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

#### **7.05 Indemnification**

(a) Mandatory Indemnification. The Corporation/Organization shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which she was a party, because she is or was a director of the Corporation/Organization against reasonable expenses incurred by her in connection with the proceedings.

(b) Permissible Indemnification. The Corporation/Organization shall indemnify a director or former director made a party to a proceeding because she is or was a director of the Corporation/Organization, against liability incurred in the proceeding, if the determination to indemnify her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation/Organization in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of her good faith belief that she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall

ultimately be determined that she is entitled to be indemnified by the Corporation/Organization in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the Corporation/Organization who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Corporation/Organization may also indemnify and advance expenses to an employee or agent of the Corporation/Organization who is not a director, consistent with Michigan Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

## **ARTICLE VIII**

### **MISCELLANEOUS**

#### **8.01 Books and Records**

The Corporation/Organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation/Organization shall keep a copy of the its Articles of Incorporation and Bylaws as amended to date.

#### **8.02 Fiscal Year**

The fiscal year of the Corporation/Organization shall be from January 1 to December 31 of each year.

#### **8.03 Conflict of Interest**

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation/Organization's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

#### **8.04 Nondiscrimination Policy**

Except as to the gender and age of membership, the officers, directors, committee members, employees, and persons served by the Corporation/Organization shall be selected entirely on a nondiscriminatory basis with respect to gender, age, race, religion, national origin, pregnancy status, and sexual orientation. It is the policy of Fermenta not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, pregnancy status, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

#### **8.05 Bylaws Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the Corporation/Organization to cease to qualify as an exempt corporation under Section 501 (c)(3) of the *Internal Revenue Code of 1986*, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

### **8.06 Financial Report of Organization**

(a) Fermenta shall, at least once in each year, make and distribute a report of the Corporation/Organization for the preceding fiscal year to each member. In the alternative, it may present the report at the annual member meeting. The report shall include the Corporation/Organization's year-end statement of assets and liabilities, including trust funds, and the principal change in assets and liabilities during the year preceding the date of the report. If prepared by the Corporation/Organization, it shall include its source and application of funds and any other information required under Michigan law.

(b) The Corporation/Organization may distribute the financial report required electronically, either by electronic transmission, or by making the report available for electronic transmission. If the report is distributed electronically, the Corporation/Organization shall provide the report in written form to a shareholder, member, or director on request.

### **8.07 Annual Report to State of Michigan**

(a) Fermenta shall file an annual report with the State of Michigan, no later than the date specified under the *Michigan Nonprofit Corporation Act*, which contains all of the information required under the *Michigan Nonprofit Corporation Act*.

(b) If there are no changes in the information provided in the last filed report, the Corporation/Organization shall certify that no changes in the required information have occurred since the last filed report.

# **ARTICLE IX**

## **DOCUMENT RETENTION POLICY**

### **9.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Fermenta records.

### **9.02 Policy**

*Section 1. General Guidelines.* Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Fermenta may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

*Section 2. Exception for Litigation Relevant Documents.* Fermenta expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Fermenta informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### *Section 3. Minimum Retention Periods for Specific Categories*

(a) Corporate Documents. Corporate records include the Corporation/Organization's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation/Organization's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the Corporation/Organization to keep certain recruitment, employment and personnel information.

The Corporation/Organization should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation/Organization or individual employees under applicable state and federal statutes. The Corporation/Organization should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Corporation/Organization's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation/Organization.

(e) Press Releases/Public Filings. The Corporation/Organization should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation/Organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation/Organization.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The Corporation/Organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Corporation/Organization and are protected as a trade secret where the Corporation/Organization:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The Corporation/Organization should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the Corporation/Organization should be retained. The Corporation/Organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

*Section 4. Electronic Mail.* E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.



## ARTICLE X

### **TRANSPARENCY AND ACCOUNTABILITY: DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC**

#### **10.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Fermenta practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the Corporation/Organization are presumptively open to staff and/or the public;
- (b) indicate which documents and materials produced by the Corporation/Organization are presumptively closed to staff and/or the public;
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

#### **10.02 Financial and IRS documents (the 1023-Series Form and the 990-Series Form)**

Fermenta shall provide its Internal Revenue forms, Bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

#### **10.03 Means and Conditions of Disclosure**

Fermenta shall make "Widely Available" the aforementioned documents on its internet website to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Fermenta shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Fermenta shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

#### **10.04 IRS Annual Information Returns (990-Series Form)**

Fermenta shall submit the 990-series Form to its Board of Directors prior to the filing of the 990-series Form. While neither the approval of the 990-series Form or a review of the 990-series Form is required under Federal law, the Corporation/Organization's 990-series Form shall be submitted to each member of the Board of director's via (hard copy or email) at least 10 days before the 990-series Form is filed with the IRS.

#### **10.05 Staff Records**

(a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the Corporation/Organization except the authorized governmental agencies.

(c) Within the Corporation/Organization, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

(d) Staff records shall be made available to the Board when requested.

#### **10.06 Donor Records**

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside the Corporation/Organization except the authorized governmental agencies.

(c) Within the Corporation/Organization, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that

(d) donor records shall be made available to the Board when requested.

## **ARTICLE XI**

### **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

#### **11.01 Purpose**

Fermenta requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Corporation/Organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Fermenta to adhere to all laws and regulations that apply to the Corporation/Organization and the underlying purpose of this policy is to support the Corporation/Organization's goal of legal compliance. The support of all Corporation/Organization staff is necessary to achieving compliance with various laws and regulations.

#### **11.02 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Fermenta is in violation of law, a written complaint must be filed by that person with the vice president or the Board president.

#### **11.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the law must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the law. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

#### **11.04 Retaliation**

Said person is protected from retaliation only if she brings the alleged unlawful activity, policy, or practice to the attention of Fermenta and provides the Corporation/Organization with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Fermenta shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the Corporation/Organization or of another individual or entity with whom Fermenta has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Fermenta shall not retaliate against any director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of Fermenta that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

**11.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**11.06 Handling of Reported Violations**

The Board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

## **ARTICLE XII**

### **AMENDMENT OF ARTICLES OF INCORPORATION**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

**CERTIFICATE OF ADOPTION OF BYLAWS, AS AMENDED**

I do hereby certify that the above stated Bylaws of Fermenta, as amended, were approved by Fermenta's Board of Directors on Sunday, November 15, 2015, and constitute a complete copy of the Bylaws of the Corporation/Organization.

Secretary:



Stacey Roth

Date:

11/15/15