****

**BYLAWS OF**

**MICHIGAN HUMAN TRAFFICKING TASK FORCE**

**ADOPTION**

The undersigned certifies that the Members adopted these bylaws effective as of September 13, , 2017.

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Roberta Haney-Jones, Its: Corporate Secretary

**MISSION AND STATEMENT OF PURPOSE**

***Mission****.* The mission of the Corporation is to facilitate a collaborative effort to prevent trafficking of persons within the State of Michigan, to pursue prosecution of perpetrators, and to protect and to seek support services and systems for trafficking victims. The components of collaboration are stakeholders with a vested interest, trusting relationships between partners, shared vision and common goals, expertise, teamwork strategies, open communication, motivated partners, and means to implement and sustain the effort.

***Statement of Purpose****.*

* To increase collaboration and response between criminal justice agencies, social service agencies, and community resources in order to create a victim centered and trauma informed system with evidence based research.
* To coordinate and implement ongoing training models for groups or occupations including but not limited to criminal justice, medical profession, NGO’s, victim service providers, community groups, and educational institutions.
* To engage directly with communities through frequent and regular contact in order to build relationships which in turn promotes involvement, input, and sharing;
* To create and maintain an ongoing information-sharing network and protocol for various stakeholders;
* To collect, evaluate, and disseminate legal mechanisms to combat human trafficking;
* To enlist, promote, and support the creation of regional Task Forces for the purpose of local involvement to identify workable resources and focus on identifying victims:
* To exercise to the greatest degree possible, distribution of reliable, accurate and factually-based information;
* To advocate sources of support in order that the opportunity exists for victims to become survivors; and
* To be willing to promote the prevention of human trafficking, both sex and labor trafficking, through a collaborative effort.

***Definition****:* “Trafficking of persons” and “human trafficking” are used as umbrella terms for the act of recruiting, harboring transporting, or providing a person for compelled labor or commercial sex acts through the use of force, fraud, or coercion.

The Corporation 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 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 may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**ARTICLE I**

**NAME AND OFFICES**

**1.01 *Name****.* The name of the Corporation is Michigan Human Trafficking Task Force.

**1.02 *Principal Office****.* The principal office of the Corporation shall be at such place within the state of Michigan as the Board of Directors may determine from time to time.

**1.03 *Other Offices****.* The Board of Directors may establish other offices in or outside the State of Michigan.

**ARTICLE II**

**MEMBERS**

**2.01 *Eligibility for membership****.* To be eligible for membership in the Corporation, an individual must satisfy the following requirements:

Any individual or public or private agency which supports the Mission and Statement of Purpose set forth above may apply for a voting membership in the Corporation. Membership applications shall be accepted by both an agency and an individual who is affiliated with said agency. In the event that both the agency and the individual become Members, then each one shall have the right to one vote as a Member (with a potential total of two votes). Applications for membership shall be accomplished by submitting to the Board of Directors a complete membership application and a letter of intent describing the applicant’s purpose for becoming a Member of the Corporation and the applicant’s commitment to working with the Corporation. The Board of Directors shall review the membership application and shall make a recommendation to the Members of the advisability of granting the individual’s or agency’s application for membership. Upon vote of the Members at a regularly scheduled meeting, an applicant may become a Member upon approval by a majority vote of 51% of the Members present at the meeting.

The Board of Directors has the authority to establish and define nonvoting categories of membership, along with the voting category of membership. In the event that the Board establishes such nonvoting categories, then any individual or agency which is a Member with voting rights at the time of such establishment shall remain a Member with voting rights, even if such Member would otherwise be in a category of nonvoting Members. After the establishment of nonvoting membership and voting membership categories, any applicant for membership shall specify on the membership application whether the applicant is applying for a voting membership or for a nonvoting membership.

For purposes of these Bylaws, any reference to voting by Members shall be interpreted to mean voting by voting Members of the Corporation.

**2.02 *Continuing membership****.* Members shall commit to attend membership meetings and functions sponsored by the Corporation whenever possible.

**2.03 *Termination or suspension of membership****.*

(a) Membership may be terminated by the Board of Directors on the occurrence of failure to satisfy the requirements of section 2.01 of this article.

(b) Membership may also be terminated by a 51% majority vote of all of the Members. Said vote may be taken without a meeting if, before or after the action, the following conditions are met:

(1) The Corporation shall provide a ballot to each Member that is entitled to vote on the action in the manner provided in Section 2.08 below for providing notice of meetings of Members.

(2) The ballot provided to the Members shall meet all of the following criteria:

(a) The ballot shall set forth the name of each individual or entity whose membership is being considered to be terminated;

(b) The ballot shall provide an opportunity for the voting Members to vote for or against each proposed action;

(c) The ballot shall specify a time by which the Corporation must receive a ballot in order to be counted as a vote of the Member. The time specified shall be not less than 20 or more than 90 days after the date the Corporation provides the ballot to the Members.

(3) An invalid ballot, an abstention, or the submission of a ballot marked "abstain" with respect to any action does not constitute a vote cast on that action.

(4) A Member may not revoke a ballot received by the Corporation.

(5) The ballots shall be filed with the minutes of the Member’s proceedings.

(c) A Member may resign by filing a written resignation with the Secretary of the Corporation. The resignation will be effective upon receipt by the Secretary or at a later date if specified in the resignation.

(d) A Member may request in writing that the Board grant a leave of absence for up to two years. The date on which the leave of absence shall begin must be specified in the request.

(e) All forms of grievance will be adopted ty the Board in a procedure document.

**2.04 *Annual Meeting****.* The annual meeting of the Members shall be held on November 1 of each year. If the annual meeting is not held at that time, the Chair shall cause the meeting to be held as soon after that date as is convenient. At each annual meeting, Directors shall be elected, any special recognitions for service shall be acknowledged, and a report shall be given on the direction of the Corporation for the forthcoming year, and any other business shall be transacted that may come before the meeting.

**2.05 *Regular Meeting***. Regular meetings of the Members shall be called by the Board of Directors or by the Executive Director a minimum of eight (8) times each year. The annual meeting may count in the minimum number of meetings required herein.

**2.06 *Special Meetings****.* Special meetings of the Members may be called by the Board of Directors or by the Executive Director or Chair. Such meetings shall also be called by the Executive Director or Secretary at the written request of not less than five (5%) percent of the Members.

**2.07 *Place of Meetings****.* All membership meetings shall be held at the Corporation’s principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.

**2.08 *Notice of Meetings****.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally, by electronic communication, or by mail to each Member of record entitled to vote at the meeting at his or her last address as it appears on the books of the Corporation. Alternatively, notice may be published in the Corporation’s newsletter, provided that the newsletter is published at least semiannually and is mailed to the Members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

A Member's attendance at a meeting, in person or by proxy, will result in both of the following:

(a) Waiver of objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

(b) Waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

**2.09 *Record Dates****.* The Board of Directors may fix in advance a record date for the purpose of determining Members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

**2.10 *List of Members****.* The Secretary of the Corporation or the agent of the Corporation having charge of the membership records of the Corporation shall make and certify a complete list of the Members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each Member, be produced at the time and place of the membership meeting, be subject to inspection by any Members during the whole time of the meeting, and be *prima facie* evidence of the Members entitled to examine the list or vote at the meeting.

**2.11 *Quorum****.* Unless a greater or lesser quorum is required by statute, Members present in person or by proxy who, as of the record date, represented thirty (30%) percent of the Members entitled to vote at a membership meeting shall constitute a quorum at the meeting. If the withdrawal of Members leaves less than a quorum before adjournment, the remaining Members may continue to do business until adjournment. Whether or not a quorum is present, the meeting may be adjourned by vote of the Members present.

**2.12 *Proxies****.* A Member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the Member by proxy. A proxy shall be signed by the Member or the Member’s authorized agent or representative. A proxy shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the Member executing it except as otherwise provided by statute. Without limiting the manner in which a Member that is entitled to vote may authorize another person or persons to act as proxy for the Member, the following methods constitute a valid means by which a Member may grant authority to another person to act as proxy:

(a) By delivering a writing to the person that authorizes that person to act for the Member as proxy and is executed by the Member, or by an authorized officer, Director, employee, or agent of the Member, by signing the writing or causing his or her signature to be affixed to the writing by any reasonable means, including, but not limited to, facsimile signature;

(b) By transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person that will hold the proxy that the person who will hold the proxy is authorized to receive that transmission on the person's behalf. Any telegram, cablegram, or other means of electronic transmission must either set forth or include with it information from which it can be determined that the telegram, cablegram, or other electronic transmission was authorized by the Member. If a telegram, cablegram, or other electronic transmission is determined to be valid, the persons making the determination shall specify the information on which they relied. A copy, facsimile telecommunication, or other reliable reproduction of the writing or transmission created hereunder may be substituted or used in lieu of the original writing or transmission for any purpose for which the original writing or transmission could be used, if the copy, facsimile telecommunication, or other reproduction is a complete reproduction of the entire original writing or transmission.

**2.13 *Voting****.* Each voting Member is entitled to one vote on each matter submitted to a vote. If the Member is a public or private agency, then one representative shall be entitled to vote on behalf of the agency. The representative shall notify the Chair prior to the meeting of the right of the representative to vote on behalf of the agency. In the event that a representative of an agency which is a Member is also a Member in an individual capacity, then that person shall be entitled to cast two votes, one on behalf of the agency and one on behalf of the individual. A vote may be cast either orally or in writing. When an action, other than the election of Directors, is to be taken by a vote of the Members, it shall be authorized by a majority of the votes cast by the Members present at the meeting or by proxy, or participating in the meeting by means of telephone or other similar equipment as described in Section 2.14 below, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

**2.14 *Meeting by Telephone or Similar Equipment****.* A Member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can communicate with all other participants. Participation in a meeting under this section constitutes presence in person at the meeting.

**2.15 *Robert’s Rules of Order***. Parliamentary procedure will be followed using Robert’s Rules of Order at all meetings of the Members.

**ARTICLE III**

**BOARD OF DIRECTORS**

**3.01 *General Powers****.* The business, property, and affairs of the Corporation shall be managed by the Board of Directors. In addition, the Board of Directors shall be responsible for the overall policy and direction of the Corporation.

**3.02 *Number****.* There shall be not less than four (4) and not more than ten (10) Directors on the Board as shall be fixed from time to time by the Board of Directors. Notwithstanding anything herein to the contrary, the Executive Director of the Corporation shall automatically be one of the Directors of the Corporation. The remaining Directors shall be divided into three equal groups (each excluding the Executive Director/Director), with terms of office such that the term of Directors in the first group will expire at the first annual meeting following their election, that of the second group will expire at the second annual meeting after their election, and that of the third group will expire at the third annual meeting after their election. At each annual meeting after the classification of the Board of Directors, a number of Directors equal to the number of the group whose term is expiring shall be elected to hold office until the third succeeding annual meeting. Directors shall be elected by a plurality of votes cast at any election.

**3.03 *Nominees***. The nominees for the Board of Directors shall be selected by a committee appointed by the Board of Directors which committee shall consist of at least two (2) Directors and one (1) Member. The committee shall then present the nominees at the annual meeting of the Members for a vote of approval.

**3.04 *Tenure****.* With theexception of the Executive Director who is serving as a Director, each Director shall serve a three-year term commencing at the annual membership meeting at which he or she was elected and ending at the annual membership meeting held three years thereafter and until the Director’s successor is elected and qualified, or until the Director’s death, resignation, or removal. A Director may serve for two consecutive terms (a total of six consecutive years). If a Director has served for two consecutive terms, then that individual shall have a break of one year during which he or she may not serve as a Director.

**3.05 *Resignation****.* A Director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.07 of these bylaws.

**3.06 *Removal****.* Any Director may be removed with or without cause by a majority vote of the Members entitled to vote at an election of Directors.

**3.07 *Board Vacancies****.* A vacancy on the Board may be filled with a person selected by the officers unless filled by proper action of the Members. Each person so elected shall be a Director for a term of office equal to that remaining of the Director whose death, resignation, or removal has created the vacancy.

**3.08 *Annual Meeting****.* An annual meeting shall be held each year immediately after the annual membership meeting. If the annual meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient.

**3.09 *Regular Meetings****.* Regular meetings of the Board may be held at the time and place as determined by a Board resolution without notice other than the resolution.

**3.10 *Special Meetings****.* Special meetings of the Board may be called by the Executive Director or any two Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner at least three days before the meeting.

**3.11 *Statement of Purpose****.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.

**3.12 *Waiver of Notice****.* The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

**3.13 *Meeting by Telephone or Similar Equipment****.* A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

**3.14 *Quorum****.* A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

**3.15 *Consent to Corporate Actions****.* Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board’s proceeding.

**ARTICLE IV**

**COMMITTEES**

**4.01 *General Powers****.* The Board, by resolution adopted by a vote of a majority of its Directors, and/or the Members, by resolution adopted by a vote of the majority of its Members present at a meeting of the Members, may designate one or more committees, each committee consisting of one or more Directors. The Board may also designate one or more Directors as alternate committee Members who may replace an absent or disqualified Member at a committee meeting. If a committee Member is absent or disqualified from voting, Members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee Member to act at the committee meeting in place of the absent or disqualified Member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the Corporation’s business and affairs to the extent provided by resolution of the Board. However, no committee shall have the power to

(a) amend the articles of incorporation;

(b) adopt an agreement of merger or consolidation;

(c) amend the bylaws of the Corporation;

(d) fill vacancies on the Board;

(e) fix compensation of the Directors for serving on the Board or on a committee;

(f) recommend to Members the sale, lease, or exchange of all or substantially all of the Corporation’s property and assets;

(g) recommend to the Members a dissolution of the Corporation or a revocation of a dissolution; or

(h) terminate memberships.

**4.02 *Meetings****.* Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article III for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

**4.03 *Consent to Committee Actions****.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee’s proceedings.

**4.04 *Standing Committees****.* The Finance Committee shall be a standing committee of the Corporation. The Finance Committee shall have a minimum of three members, which shall include the Executive Director and the Treasurer of the Corporation.

**ARTICLE V**

**OFFICERS**

**5.01 *Appointment****.* The officers of the Corporation shall be appointed by the Board to serve as officers. The officers shall be a Chair, a Vice Chair, an Executive Director, a Secretary, and a Treasurer. There may also be such other officers as the Board deems appropriate. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the Executive Director or by the Board to be executed, acknowledged, or verified by two or more officers.

**5.02 *Term of Office****.* Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

**5.03 *Removal****.* An officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person’s contract rights, if any. Appointment to an office does not of itself create contract rights.

**5.04 *Vacancies****.* A vacancy in any office for any reason may be filled by the Board.

**5.05 *Chair****.* The Chair shall preside, or arrange for one of the following persons to preside, in the following order: Vice Chair; Secretary, Treasurer, at all meetings of the officers, the Board of Directors, and the Members. The Chair shall have the power to perform duties as may be assigned by the Members and/or Board of Directors. If the Executive Director is absent or unable to perform his or her duties, the Chair shall perform the Executive Director’s duties until the Board directs otherwise. The Chair shall perform all duties incident to the office.

**5.06 *Vice Chair****.* The Vice Chair shall have the power to perform duties that may be assigned by the Chair or the Board of Directors. If the Chair is absent or unable to perform his or her duties, the Vice Chair shall perform the Chair’s duties until the Board directs otherwise. The Vice Chair shall chair committees on special subjects as designated by the Board of Directors and, further, shall perform all duties incident to the office.

**5.07 *Executive Director****.* The Executive Director shall be the chief executive officer of the Corporation and shall have authority over the general day-to-day control and management of the business and affairs of the Corporation, including carrying out the Corporation’s goals and policies. The Executive Director shall attend all Board meetings and shall have primary responsibility for preparation of the Board meeting agenda. The Executive Director shall be involved within communities in the States of Michigan. The Executive Director shall also represent the Corporation at designated functions. The Executive Director will be responsible for a leadership role within the Regional Task forces, including preparing a yearly commitment.

The Executive Director shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The Executive Director shall sign all corporate documents and agreements on behalf of the Corporation, unless the Executive Director or the Board instructs that the signing be done with or by some other officer, agent, or employee. The Executive Director shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the Executive Director’s right and the right of the Board to delegate any specific power to any other officer of the Corporation.

**5.08 *Secretary****.* The Secretary shall (a) keep minutes of Board meetings, including, but not limited to, overseeing the taking of minutes at all membership and Board meetings; (b) be responsible for providing notice to each Member or Director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) distribute copies of minutes and the agent; (e) keep a register of the names and addresses of each Member, officer and Director; and (e) perform all duties incident to the office and other duties assigned by the Executive Director or the Board.

**5.09 *Treasurer****.* The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation at such depositories in the Corporation’s name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the Executive Director or the Board. Further, the Treasurer shall review required financial transactions, help develop fundraising plans, chair the Finance Committee, assist in the preparation of the budget, and present the financial report to the Board of Directors.

**ARTICLE VI**

**CORPORATE DOCUMENT PROCEDURE**

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these bylaws.

**ARTICLE VII**

**INDEMNIFICATION**

**7.01 *Nonderivative Actions****.* Subject to all of the other provisions of this article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or officer of the Corporation, or who was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its Members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

**7.02 *Derivative Actions****.* Subject to all of the provisions of this article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Director or officer of the Corporation or (b) the person was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

**7.03 *Expenses of Successful Defense****.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

**7.04 *Contract Right; Limitation on Indemnity****.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the Corporation as well as in such person’s capacity as a Director or officer. Except as provided in section 7.03 of this article, the Corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

**7.05 *Determination That Indemnification Is Proper****.* Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. The determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit, or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.

(c) By independent legal counsel in a written opinion.

(d) By the Members.

**7.06 *Proportionate Indemnity****.* If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

**7.07 *Expense Advance****.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

**7.08 *Nonexclusivity of Rights****.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

**7.09 *Indemnification of Employees and Agents of the Corporation****.* The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

**7.10 *Former Directors and Officers****.* The indemnification provided in this article continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

**7.11 *Insurance****.* The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of the Corporation or (b) was or is serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

**7.12 *Changes in Michigan Law****.* If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change.

**ARTICLE VIII**

**COMPENSATION**

When authorized by the Board, a person shall be reasonably compensated for services rendered to the Corporation as an officer, Director, employee, agent, or independent contractor, except as prohibited by these bylaws.

**ARTICLE IX**

**FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31 of each year.

**ARTICLE X**

**AMENDMENTS**

The Board of Directors at any regular or special meeting may approve the amendment or repeal of these bylaws, or the adoption of new bylaws, by vote of a two-thirds majority of the Directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the Board. A copy of the amendment, or the new bylaws, shall then be submitted to the Members for the next regularly scheduled membership meeting, and the voting Members shall vote to ratify the amendment, repeal, or adopt new bylaws by a two-thirds majority of the Members present.

**ARTICLE XI**

**REGIONAL TASK FORCES**

The Corporation may enter into letters of agreement with Regional Task Forces specifically formed according to community-based defined geographical areas of the State of Michigan. The purpose of the Regional Task Forces shall be to act in an advisory capacity of local representation, to identify available resources in their respective communities, to actively support anti-trafficking efforts, and to work as a victim-centered organization. The Board of Directors will require that each Regional Task Force submit a letter of agreement annually, the same to be signed by the chief executive officer of an agency, if the Regional Task Force is an agency; or by the chairperson or leader of a group who is given authority by the group to represent the group, if the Regional Task Force is an unstructured group. The Board of Directors shall establish procedures for association with each prospective Regional Task Force. Association with a Regional Task Force shall be approved by the Members at its next regularly-scheduled meeting.