

# **BYLAWS OF THE SYTA YOUTH FOUNDATION, INC.**

## **Article I: NAME**

The name of this Corporation shall be The SYTA Youth Foundation, Inc. ("the Foundation"), a nonprofit corporation organized under the Michigan Nonprofit Corporation Act ("the Act").

## **Article II: LOCATION**

The principal office of the Foundation shall be located at such location as determined by the Board of Trustees. The Foundation may have such other offices as the Board of Trustees may designate or as the business of the Foundation may require from time to time. The Foundation shall maintain a registered office and a registered agent within the State of Michigan as required by the Act.

## **Article III: PURPOSES**

The purpose of the Foundation shall be to create ongoing awareness and assistance projects for the direct benefit of youth. The Foundation will act as a vehicle for the volunteer resources and funding capabilities available from members of the Student & Youth Travel Association ("the Association"), the student travel industry, the educational community, and the public at-large to:

1. Create awareness of the unlimited travel related experiences that exist for young adults by offering those less fortunate or in-need groups and individuals the opportunities and subsidies for tours, travel and travel-related activities that enhance their social, cultural and education growth.
2. Create awareness of the many career opportunities that exist within the student travel industry by promoting these opportunities and providing scholarships, internships and education for young adults.
3. Support the less privileged youth by offering financial and other resources that exist within our communities.
4. Provide travel and leadership resources to capable students through community service projects while developing and implementing the application of youth helping youth.

## **Article IV: MEMBERS**

The Foundation shall have no members.

## **Article V: BOARD OF TRUSTEES**

*Section 1.     **Numbers.*** The Board of Trustees shall consist of not less than three (3) nor more than Twelve (12) Trustees, with the exact number of Trustees to be determined from time to time by resolution duly adopted by the Board of Directors of the Association.

*Section 2.     **Powers.*** The Board of Trustees shall have general power to control and manage the affairs and properties of the Foundation in accordance with the Act, the Articles of Incorporation and these Bylaws.

*Section 3.     **Appointments and Term of Office.*** Trustees shall be appointed to staggered two-year terms immediately prior to the annual meeting of the Board of Trustees by a majority vote of the Board of Directors of the Association. No Trustee shall serve more than two consecutive, full two-year terms; he or she will be eligible for appointment to an additional two-year term only after a one year absence from the Board of Trustees, provided, however, that any Trustee appointed to serve as Chairperson of the Board of Trustees may serve up to five (5) consecutive years on the Board of Trustees. Trustee candidates may be considered from within or outside of the Association's membership and, once appointed, each Trustee shall continue in office until his or her successor shall have been qualified and appointed, or until his or her death, resignation or removal..

*Section 4.     **Removal.*** Any Trustee may be removed, with or without cause, by a majority vote of the Board of Directors of the Association.

*Section 5.     **Resignation.*** Any Trustee may resign from office at any time by delivering a resignation in writing to the Chairperson, or in the case of the Chairperson to the Vice Chair, and the acceptance of the resignation shall not be necessary to make the resignation effective. A Trustee who fails to attend three (3) consecutive meetings shall be deemed to have resigned from the Board unless re-instated by the vote of a majority of the entire Board of Trustees for good cause shown. A Trustee shall also be deemed to have resigned if declared of unsound mind by an order of court, convicted of a felony, or found by a final court order to have breached a duty to the Foundation. A Trustee's resignation shall not relieve such person from responsibility for actions taken while such person was a member of the Board of Trustees.

**Section 6. Vacancies and Newly Created Trusteeships.** Any newly created Trusteeships and any vacancies on the Board of Trustees arising at any time and from any cause may be filled at any meeting of the Board of Directors of the Association by a majority vote of that Board, and the Trustees so appointed shall serve until the next annual meeting of the Board of Trustees. The resignation or removal of a Trustee who is also an Officer of the Foundation shall also result in such person's resignation or removal from such Officer position.

**Section 7. Place and Time of Meetings.** The annual meeting of the Board of Trustees shall be held at a time and place fixed by the Board of Trustees. The time and place for holding other meetings shall be fixed by the Board of Trustees. A special meeting may be called at any time by the Chairperson and shall be called by the Chairperson upon receipt of a written demand for same by one-fifth of the entire Board of Trustees.

**Section 8. Notice of Meetings.** Notice of the time and place of each regular, special or annual meeting of the Board of Trustees, and, to the extent possible, a written agenda stating all matters upon which action is proposed to be taken, shall be given to all Trustees in any manner permitted by the Act, including by mail, facsimile, electronic mail, or personal delivery, at least 14 days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may also be given by telephone and shall be given not less than forty-eight hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

**Section 9. Quorum and Voting.** At all meetings of the Board of Trustees, a majority of the entire Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, at any meeting of the Board of Trustees at which a quorum is present, the vote of a majority of the Trustees present at the time of the vote shall be the act of the Board. Trustees may not vote by proxy.

**Section 10. Committees of the Board of Trustees.** The Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees, may establish and appoint an Executive Committee and other committees as needed. The Executive Committee shall be made up of the Foundation's Chairperson, Vice Chair, Secretary, Treasurer and Immediate Past Chair and, to the extent provided in the resolution establishing it, shall have all the authority of the Board of Trustees except as to the following matters:

1. The amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be so amendable or repeatable;
2. The fixing of compensation of the Trustees for serving on the Board of Trustees.

The Chairperson shall appoint the Chair and all members of all committees, including specifically an Audit Committee, except the Executive Committee. Each committee of the Board so appointed shall consist of at least two Trustees. Advisory or Special Committees may consist of non-Trustees but must have at least one Trustee serving.

A. Powers. During the intervals between meetings of the Board of Trustees, and subject to such limitations as may be provided by law, these Bylaws, or by resolution of the Board of Trustees, the Executive Committee shall have and may exercise all the authority of the Board of Trustees in the management of the Foundation. The Executive Committee shall make a full report of all actions to the next meeting of the Board of Trustees.

B. Meetings. Meetings of the Executive Committee may be held at such time and place as may be from time to time determined by the Executive Committee upon the giving of notice by mail, facsimile, electronic mail, telephone or in person to the members of the Committee.

C. Quorum. A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business, and the act of the majority of those present at such a meeting at which a quorum is present shall be the act of the Executive Committee, provided that such majority is at least (3) persons.

*Section 10.* **Action without a Meeting.** Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a meeting if, prior or subsequent to the action, all Trustees of the Board or all members of the committee consent in writing to the adoption of a resolution authorizing the action. Written consent may be given by electronic transmission. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or committee.

*Section 11.* **Electronic Communication.** Trustees or committee members may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear or receive the communications of each other, and such participation shall constitute presence at a meeting.

*Section 12.* **Compensation.** Trustees shall not receive any salary or compensation for their services as such, but they may, if so determined by the Board, be reimbursed for any expenditures made by them in the conduct of the business and affairs of the Foundation.

## **Article VI: OFFICERS, EMPLOYEES and AGENTS**

*Section 1.* **Officers.** The officers of the Foundation shall be a Chairperson, a Vice Chair, a Secretary, a Treasurer, an Immediate Past Chair, and such other officers as the Board of Trustees may from time to time elect. All officers shall be members of the Board of Trustees and must be affiliated with members-in-good standing of the Association. Other Trustees, employees, and agents may, but need not be, affiliated with members of the Association. No person may hold more than one office in the Foundation, with the exception of the Secretary and Treasurer (if desired by the Board).

*Section 2.* **Election and Term of Office.** The Vice Chair shall be appointed to a one-year term by the Board of Directors of the Association immediately following the appointment of trustees or whenever a vacancy in that office occurs. Upon conclusion of his or her term as Vice Chair, the Vice Chair shall automatically succeed to the office of

Chairperson for a one-year term; upon conclusion of his or her term as Chairperson, the Chairperson shall automatically succeed to the office of Immediate Past Chair for a one-year term. All other officers of the Foundation shall be elected for a one-year term at the annual meeting of the Board of Trustees by a vote of the Board of Trustees, immediately following the appointment of Trustees.

Each officer shall continue in office until his or her successor shall have been qualified and elected, or until his or her death, resignation or removal.

*Section 3.*     **Other Employees and Agents.** The Board of Trustees may from time to time appoint such employees and agents as it shall deem necessary. Each shall serve at the pleasure of the Board of Trustees and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

*Section 4.*     **Chairperson: Powers and Duties.** The Chairperson shall preside at all meetings of the Board of Trustees and shall generally supervise the affairs of the Foundation. He or she shall keep the Board of Trustees fully informed regarding the affairs of the Foundation. He or she shall have the power to sign alone, unless the Board of Trustees shall specifically require an additional signature, in the name of the Foundation all contracts authorized either generally or specifically by the Board of Trustees. The Chairperson shall also have such other powers and perform such other duties as the Board of Trustees may from time to time prescribe. In the absence or inability of the Chairperson to act, the Vice Chair shall perform all the duties and may exercise any of the powers of the Chairperson.

*Section 5.*     **Vice Chair: Powers and Duties.** The Vice Chair shall have such powers and perform such duties as the Board of Trustees may from time to time prescribe.

*Section 6.*     **Secretary: Powers and Duties.** The Secretary shall:

- a. Keep or cause to be kept the minutes of all meetings of the Board of Trustees and Executive Committee in books to be kept for that purpose;
- b. Serve or cause to be served all notices of the Foundation;
- c. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Trustees; and
- d. Chair any meeting of the Board of Trustees if the Chairperson and Vice Chair are absent.

*Section 7.*     **Treasurer: Powers and Duties.** The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Foundation, and shall deposit or cause to be deposited all moneys and other valuable ~~effects of the Foundation in the name and to the credit of the Foundation in such banks~~ or depositories as the Board of Trustees may designate. Whenever required by the Board of Trustees, he or she shall at all reasonable times exhibit the books and accounts to any officer or Trustee of the Foundation, and shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned to him or her by the Board of Trustees. Annually, at a meeting of the Board of Trustees, the Treasurer shall present or cause to be presented a report showing in appropriate

detail: (1) the assets and liabilities of the Foundation as of a twelve month fiscal period terminating not more than six months prior to the meeting; (2) the principal changes in assets and liabilities during that fiscal period; (3) the revenues or receipts of the Foundation, both unrestricted and restricted to particular purposes, for that fiscal period; and (4) the expenses or disbursements of the Foundation, for both general and restricted purposes, during said fiscal period. The report shall be filed with the minutes of a meeting of the Board of Trustees. The report to the Board of Trustees may consist of a verified or certified copy of any report by the Foundation to the Internal Revenue Service or the Attorney General of the State of Michigan, which includes the information hereinabove specified. The Treasurer shall, if required by the Board of Trustees and at the expense of the Foundation, give such security for the faithful performance of his or her duties as the Board of Trustees may require.

*Section 8.*     **Immediate Past Chair: Powers and Duties.** The Immediate Past Chair shall be available to consult with the Chair as deemed necessary by the Chair and shall perform such other duties as may be assigned to him or her by the Board of Trustees.

*Section 9.*     **Resignation.** Any Officer may resign from office at any time by delivering a resignation in writing to the Chairperson, or in the case of the Chairperson to the Vice Chair, and the acceptance of the resignation shall not be necessary to make the resignation effective. An Officer's resignation shall not relieve such person from responsibility for actions taken while such person was an Officer of the Foundation.

*Section 10.*    **Removal.** Any Officer of the Foundation may be removed, with or without cause, by a vote of a majority of the Board of Directors of the Association.

*Section 11.*    **Vacancies.** Any vacancy in any office or position other than that of the Vice Chair, which shall be filled by the Board of Directors of the Association, may be filled by the Board of Trustees, provided, however, that, in the event of a vacancy in the office of Chairperson, the Vice Chair shall automatically succeed to the office of Chairperson. Any officer or position so elected shall hold office until the next annual meeting of the Board of Trustees and the election and qualification of his or her successor.

*Section 12.*    **Compensation.** With the exception of the Executive Director, Officers shall not receive any salary or compensation for their services as such, but they may, if so determined by the Board, be reimbursed for any expenditures made by them in the conduct of the business and affairs of the Foundation.

## **Article VII: BOARD OF ADVISORS**

*Section 1.*     **Powers.** The Board of Trustees may appoint from time to time any ~~number of persons as advisors to the Foundation to act either singly or as a committee~~ or committees. Each advisor shall hold this honorary position at the pleasure of the Board of Trustees, and shall have only such authority or obligations as the Board of Trustees may from time to time determine. Advisors need not be Trustees or affiliated with a member of the Association.

*Section 2.*     **No Compensation.** No advisor of the Foundation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Foundation, except that the Board of Trustees may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Foundation.

## **ARTICLE VIII: ADMINISTRATION**

*Section 1.*     **Executive Director.** The Executive Director shall be the chief administrative officer of the Foundation and, subject to the control of the Board of Trustees and the Chairperson, shall manage and supervise and exercise general executive powers concerning all the property, business and affairs of the Foundation. The Executive Director may either be employed or engaged as an independent contractor directly by the Foundation, or employed, subject to the approval of the Board of Trustees, by a management services provider engaged by the Foundation; in either event, the Board shall enter into a written agreement with such individual, firm or corporation for the rendering of such services, upon such terms and provisions as the Board of Trustees shall see fit. The Executive Director shall be charged with carrying out the policies, programs, orders and resolutions adopted or approved by the Board of Trustees, and shall have all powers and perform all duties incident to the office of Executive Director, and any further powers and duties as from time to time may be prescribed by the Board.

*Section 2.*     **Legal Counsel.** The Board of Trustees shall have authority to select legal counsel for the Foundation. In selecting legal counsel, the Board shall have authority to engage a firm of lawyers. Legal counsel's duties shall be set forth either in a written employment agreement or in a written engagement agreement approved by the Board of Trustees.

*Section 3.*     **Accounting Services.** The Board of Trustees shall have the authority to select and engage an independent auditor to prepare the Foundation's tax returns and to audit the Foundation's financial statements. The auditor's duties shall be set forth in a written engagement agreement approved by the Board of Trustees.

*Section 4.*     **Investment Advisory Services.** The Board of Trustees shall have the authority to select and engage an investment advisory services professional to advise the Foundation regarding investment of Foundation's assets pursuant to a written investment policy. The investment advisory service professional's duties shall be set forth in a written agreement approved by the Board of Trustees.

## **Article IX: CHECKS, NOTES & CONTRACTS**

*Section 1.*     **Checks, Notes and Contracts.** The Board of Trustees is authorized to select the banks or depositories it deems proper for the funds of the Foundation. The Board of Trustees shall determine who shall be authorized from time to time on the Foundation's behalf to sign checks, drafts or other orders for the payment of money, acceptance, notes or other evidences or indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

*Section 2.*     **Investments.** The funds of the Foundation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Trustees may deem desirable.

*Section 3.*     **Books.** There shall be kept at the office of the Foundation correct books of account of the activities and transactions of the Foundation, including a minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Trustees and Executive Committee.

## **Article X: FISCAL YEAR**

The fiscal year of the Foundation shall be determined by the Board of Trustees.

## **Article XI: INDEMNIFICATION AND INSURANCE**

*Section 1.*     **Indemnification.** The Foundation may, to the fullest extent now or hereafter permitted by the Act, but only to the extent that any indemnification obligation not required by the Act is covered both as to scope and policy limits by insurance purchased by the Foundation, indemnify any person made, or threatened to be made, a party to any action or proceeding ("Action") by reason of the fact that he, his testator or intestate is or was a Trustee, Officer, employee, agent or Advisor of the Foundation ("Indemnatee"), against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. The indemnification provided herein shall not be deemed exclusive of any other rights to which such Trustee, Officer, employee, agent or Advisor may be entitled under any statute, agreement or otherwise and shall not restrict the power of the Foundation to make any indemnification permitted by law. Any Indemnatee hereunder shall be entitled as of right to have his or her expenses in defending any Action paid in advance by the Foundation prior to final disposition of such Action, provided that the Foundation receives a written undertaking by or on behalf of the Indemnatee to repay the amount advanced if it should ultimately be determined that the Indemnatee is not entitled to be indemnified for such expenses. In the event of the settlement of any Action, the indemnification provided for herein shall be effective only if the Board of Trustees shall approve such settlement and reimbursement as being in the best interest of the Foundation.

*Section 2.*     **Insurance.** The Foundation shall, assuming its availability, purchase and maintain insurance to the fullest extent permitted by law on behalf of its Indemnitees against any liability asserted against or incurred by an Indemnatee in such capacity or arising out of the Indemnatee's status as such.



## **Article XII: PARLIAMENTARY PROCEDURE**

To the extent not inconsistent with the Act, the Foundation's Articles of Incorporation, these Bylaws or policies, rules and procedures adopted by the Board of Trustees, the provisions of the most recent edition of Robert's Rules of Order, Newly Revised, shall apply to the operation of the Foundation.

## **Article XIII: AMENDMENTS**

These Bylaws may be amended at any meeting of the Board of Directors of the Association by a vote of the majority of the entire Board of Directors, except that any amendment which increases the quorum requirement or the proportion of votes necessary for the transaction of business or to take any specific action must be approved by a vote of two-thirds of the entire Board of Directors of the Association.