



PARTNERING IN HEALTH AND WHOLENESS

Dear Mayor Christopher Taylor,

My name is Claudia Werner, President of a newly formed nonprofit, Building Up: Partnering In Health and Wholeness. One of the requirements for obtaining a Charitable Gaming License in Michigan is to have a resolution passed by the local body of government stating the organization is a recognized nonprofit organization in the community. (Form attached)

I am writing to ask for Ann Arbor City Council to recognize our nonprofit, Building Up: Partnering In Health and Wholeness as a nonprofit operating in the Ann Arbor community.

Thank you for your attention to this request.

If you have any questions, please contact me at 989-351-0778.

claudiawerner1952@gmail.com

Thank you,

A handwritten signature in cursive script that reads "Claudia Werner".

Claudia Werner

President, Building Up: Partnering In Health and Wholeness



Charitable Gaming Division
 Box 30023, Lansing, MI 48909
 OVERNIGHT DELIVERY:
 101 E. Hillsdale, Lansing MI 48933
 (517) 335-5780
 www.michigan.gov/cg

LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES
 (Required by MCL.432.103(K)(ii))

At a _____ meeting of the _____
REGULAR OR SPECIAL TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD

called to order by _____ on _____
DATE

at _____ a.m./p.m. the following resolution was offered:
TIME

Moved by _____ and supported by _____

that the request from _____ of _____,
NAME OF ORGANIZATION CITY

county of _____, asking that they be recognized as a
COUNTY NAME

nonprofit organization operating in the community for the purpose of obtaining charitable

gaming licenses, be considered for _____
APPROVAL/DISAPPROVAL

| | |
|---------------|---------------|
| APPROVAL | DISAPPROVAL |
| Yeas: _____ | Yeas: _____ |
| Nays: _____ | Nays: _____ |
| Absent: _____ | Absent: _____ |



I hereby certify that the foregoing is a true and complete copy of a resolution offered and adopted by the _____ at a _____ meeting held on _____.
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL DATE

SIGNED: _____
TOWNSHIP, CITY, OR VILLAGE CLERK

PRINTED NAME AND TITLE

ADDRESS

COMPLETION: Required.
 PENALTY: Possible denial of application.
 BSL-CG-1153(R6/09)



PARTNERING IN HEALTH AND WHOLENESS

Name reserved in Michigan: June 4, 2020

Incorporated in Michigan on August 11, 2020

State EIN - 85-2916107. Federal EIN – 85 – 2916107

Business ID – 802502

IRS Form 1023 submitted October 2020 by our lawyer, Sarah Prosser, Mitzel Law Group PLC

Mail Address: 1501 W. Liberty, Ann Arbor, MI 48103

Board of Directors elected: July 9, 2020

Claudia Werner, President,
Linda Van Gelder, Vice President, Terri McCoy, Financial Manager,
Kayla Utsunomiya, Secretary,
Keely Hoffman, Development Chair,
Dr. Cynthia, Member-at-Large

Website: www.zionhealthclinic.com/buildingup

Facebook: Building Up: Partnering in Health and Wholeness

Instagram: buildinguppihw

Email: buildinguppihw@gmail.com



PARTNERING IN HEALTH AND WHOLENESS

Business Plan

Prepared by
Claudia Werner, President - Board of Directors

1501 W. Liberty Street
Ann Arbor, Michigan 48103
989-351-0778
claudiawerner1952@gmail.com

Executive Summary

BUILDING UP: Partnering in Health and Wholeness is established as a non - profit Corporation and organized exclusively for charitable purposes under Michigan Department of Licensing and Regulatory Affairs Corporations, Securities and Commercial Licensing Bureau.

The mission of *BUILDING UP* is to secure and connect resources with local and global entities to develop sustainable healthcare, wellness and educational programs developing thriving communities of wellness.

The specific objectives and purpose of this non - profit include:

- a. **Cultivate** accountable partnerships, both locally and globally
- b. **Empower** individuals to become stronger, more confident, educated and healthier
- c. **Inspire** intentional and sustainable development of thriving communities of wellness

Operation and Structure

BUILDING UP is governed by a Board of Directors as per its bylaws. The Board of Directors controls and is responsible for the management of the affairs and property of the Corporation. Officers of the Board include the President, who is responsible for the management of the business of the Board of Directors; a Vice-President who assists the president and runs the organization in the absence of the president; a Secretary who is charged with managing the necessary paperwork of the organization; and a Financial Manager who manages the financial affairs of the organization including required reporting and financial recordkeeping. In addition, the Board of Directors includes a Development Chair to help in the development of donors and manage funding sources and Members At-Large.

Organization's Primary Project

As our initial project, *BUILDING UP: Partnering in Health and Wholeness* of Ann Arbor, Michigan, we propose to raise the funds necessary to build, equip, and staff a family health clinic in Sayyi, Uganda.

Our goal is to promote the health and well-being of over 6,000 people in the rural and economically depressed area of the greater Sayyi community. Currently only very primitive medical services are available. No dental care is offered in the community. The new *Zion Family Medical Clinic* will provide much needed critical care to this rural area of Uganda. Given that most people living in this area have no mode of transportation other than walking or bicycles, having medical and dental services available within a reasonable distance will offer immediate and ongoing health care. This project is being done in partnership with Dr. Elia Musasizi MD of Sayyi, Uganda.

Following successful completion of this project, the ongoing mission of *Building Up* is to replicate this and other community support projects in under - developed locations.

Future efforts might include the development of schools, programs of employment in impoverished areas, and the provision of water & sanitation systems.

Services Provided

BUILDING UP: Partnering in Health and Wholeness will be the fundraising partner in projects that are being developed. Additionally, the organization will facilitate the development of accountable partnerships that will ensure project sustainability.

Sustainability will be fostered by partnerships with colleges, universities, and other organizations in the provision of internships, work study and study abroad programs in relevant skill areas such as medical training, community development, public health and business management.

Initial partnerships have been established between *BUILDING UP* and Stone & Compass - a non-profit organization with direct ties to the United Nations (Outreach for Global Sustainable Projects) and Zion Lutheran Church of Ann Arbor, Michigan.

Background

The idea behind the development of *BUILDING UP: Partnering in Health and Wholeness* is grounded in a series of mission trips taken to Uganda. Over a period of four years, trips were sponsored by Zion Lutheran Church of Ann Arbor, Michigan and led by Pastor Victoria Lovell.

As church and community members travelled to and returned from Uganda, a desire to be of greater help developed among participants. Conversations led to the identification of a need to provide resources for better and increased medical services within the area visited. To this end, a steering committee was created and a partnership established with Dr. Elia Musasizi. Conversation sparked the motivation to develop a non – profit organization to raise funds for the building of *Zion Family Medical Health Clinic* in Sayyi, Uganda.

Market Analysis Information

Based on the best data available there is a critical demand for health care in this area of Uganda and, specifically, the local population within 30-45 miles of the proposed *Zion Family Health Clinic* in Sayyi, Uganda. The population of the area is predicted to grow approximately 20% per year and has a current population of approximately 6,000 people as of 2019.

Dr. Elia Musasizi and his wife, Gloria, a trained nurse, presently provide extremely limited medical care to the Sayyi community as their resources allow, and in their passion to serve people, Currently the residents have no access to dental care. The health clinic will allow the expansion and focus of quality medical and dental services to the entire local population in this impoverished area. Most people travel by foot or bicycle. In this rural area lengthy travel causes most people to take a “wait and see” attitude in all but extreme emergencies.

Marketing Strategy

BUILDING UP: Partnering in Health and Wholeness will promote its charitable efforts through its website, social media, online listings/digital campaigns, attendance at community events, hosting fundraising and awareness events, in-person donor canvassing, press releases, story placement, interviews.

Potential Challenges

- Inability to garner necessary donations.
- Difficulty building partnerships with universities and other entities.

Financial Plan

Financial Requirements for the *Zion Family Health Clinic*

| | | |
|---------------------------------|----|---------|
| Construction of Clinic Building | \$ | 195,000 |
| Medical/Dental Equipment | | 75,000 |
| Medical/Dental Supplies | | 10,000 |
| Clinic furnishings | | 10,000 |
| Office Supplies | | 1,000 |
| Technology | | 3,000 |
| Miscellaneous | | 1,000 |
| Cash for Startup | | 25,000 |
| Total | \$ | 320,000 |

1st year start-up costs for *BUILDING UP: Partnering in Health and Wholeness*

| | | |
|------------------------------|----|-------|
| Promotional | \$ | 1,000 |
| Website Design & Maintenance | | 1,000 |
| Attorney Fees | | 1,000 |
| Insurance | | 1,500 |
| License & filing fees | | 1,000 |
| Total | \$ | 5,500 |

| | | |
|--|-----|--------|
| Funds raised to date: | \$ | 22,000 |
| Projected new revenue from fundraising in 2021 | \$. | 45,000 |

Sources of Funds: direct in-person donation solicitation, holding fundraising events, grants, donations via website, institutional donations, in-kind donations.

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is BUILDING UP: PARTNERING IN HEALTH AND WHOLENESS

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, health, and educational purposes, including, for such purposes, as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

BUILDING UP: PARTNERING IN HEALTH AND WHOLENESS will secure and connect resources with local and global entities to develop sustainable healthcare, wellness, and educational programs to build thriving communities of wellness. Projects are modified and/or custom made to accommodate the specific needs of the participants.

The specific objectives and purpose of this organization shall be:

- a. CULTIVATE - accountable partnerships, both locally and globally.
- b. EMPOWER - individuals to become stronger, more confident, educated and healthier
- c. INSPIRE - intentional and sustainable development of thriving communities of wellness.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident, property owner, or business operator that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be reviewed by the board and basic member information will be accessible by the membership..

Section 2. Annual Dues

The amount required for annual dues shall be \$50 at the beginning of each fiscal year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members

Each member shall be eligible to appoint, in writing, one voting representative to cast the member's vote in association elections.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held quarterly, at a time and place designated by the chair. Virtual attendance is acceptable.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of October, at a location designated by the Executive Committee of the Board of Directors. At the annual meeting, the members shall elect directors and officers, receive reports on the activities and finances of the association, determine the direction of the association, and approve a budget for the coming year. Virtual attendance and voting is acceptable upon prior arrangement.

Section 3. Special Meetings

Special meetings may be called by the chair, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent (5%) or at least 3, whichever is greater, of the voting members may also call a special meeting.

Section 4 Notice of Meetings

Printed notice of each meeting shall be given to each voting member, by mail or electronic mail, not less than two weeks prior to the meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20%) or at least 5, whichever is greater, of the active membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Any virtual votes must be arranged in advance and tallied before a vote is called.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than ten (10) including the following officers: the President, the Vice-President, the Secretary, the Finance Manager, and the Development Chair. Two Members-at-Large shall be elected by the board of directors when possible.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the nominations committee.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. Members of the Board of Directors may serve two consecutive terms if voted on by the members, not to exceed six consecutive years in addition to the initial one-year term.

Each member of the Board of Directors shall attend at least three (3) quarterly meetings of the Board per year.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Virtual attendance is acceptable. Notice of these meetings shall be sent via mail or electronic mail to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by mail, electronic mail or by written notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws. Votes via virtual attendance are acceptable.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the President in writing that the seat in question has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Advisory Council

An Advisory Council may be created by the members of the Board of Directors annually. Members shall have no official board duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being accepted into membership on the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 14. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Finance Manager. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Board of Directors.
- b. He/She shall have general and active management of the business of the Board of Directors.
- c. He/She shall see that all orders and resolutions are brought to the Board of Directors,

- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Board of Directors and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board of Directors.

Section 3. Secretary

The Secretary shall attend all meetings of the Board of Directors, and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization.
- b. He/she shall send notices of all meetings to the members of the Board of Directors and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the President.

Section 4. Finance Manager

The Finance Manager duties shall be:

- a. He/She shall present a complete and accurate report of the finances raised by this Board of Directors at each meeting of the members, or at any other time upon request to the Board of Directors.
- b. It shall be the duty of the Finance Manager to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- c. H/She shall complete all legal tax documents as required by law.
- d. He/She shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

Section 5. Development Chair

The Development Chair duties shall include:

- a. He/She shall complete annual goals and plans for fundraising to meet the needs of the budget
- b. He/she shall have the duty of chairing their perspective committee and such other duties as may, from time to time be determined by the Board of Directors.

Section 6. Members-at-Large

- a. In order to build continuity of board activities, additional Board members may be elected as Members-at-Large
- b. He/She shall assist other members in their positions as needed, in preparation for stepping into an executive position in the future.

Section 7. Election of Officers

The Nominating Committee shall be selected from the Board of Directors and submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Board of Directors. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Section 8. Removal of Officer

The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 9. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, events, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2. Executive Committee

The four undersigned officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The Finance Manager is the chair of the Finance Committee, which includes two to three other board members including the development chair. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors. The fiscal year shall begin on October 1st of each year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VIII. NON-DISCRIMINATION POLICY

This corporation shall not discriminate against any individual(s) for reasons of race, color, creed, disability, ethnicity, hearing status, national origin, race, religion, sex, or sexual orientation.

ARTICLE IX. CORPORATE STAFF

Section 1: Executive Director

Not applicable at this time

ARTICLE X. CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or President of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. Interested Person
Any principal officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The President of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the Board of Directors or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement
- e. Violations of the Conflicts of Interest Policy
 - I. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - II. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Officer and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI. STATEMENT OF PURPOSE PROHIBITIONS

Section 1. Politicization Policy

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended.

Section 2. Legal Compliance

The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE XII. INDEMNIFICATION

Section 1. General

To the full extent authorized under the law, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XIII. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XIV. DISSOLUTION AND DISPOSITION OF CORPORATE ASSETS

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Washtenaw County, Michigan, if the principal office of the corporation is located in the said county at the time of dissolution of the said corporation, or by the Circuit Court (or equivalent thereof) of the county in which the principal office of the corporation is then located, exclusively, for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 10 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 9th day of July, 2020.

Claudia Werner, President

Linda van Gelder, Vice President

Karj AT, Secretary

Terri McCoy Terri McCoy, Finance Manager

ATTEST: , Secretary - Building Up: Partnering in Health and Wholeness, Inc.