

**MICHIGAN CREATIVITY ASSOCIATION, INC.
BYLAWS**

ARTICLE I: NAME AND ORGANIZATIONAL ADDRESS

SECTION 1. NAME

The name of the organization shall be Michigan Creativity Association, Inc (MICA). MICA is a not for profit corporation, organized exclusively for educational purposes.

SECTION 2. ORGANIZATIONAL ADDRESS

The organizational address of MICA for the transaction of business in the state of Michigan is located in the county of residence of the current Affiliate Director.

ARTICLE II: MISSION STATEMENT

To host a multi-level creative problem solving program to promote creativity, teamwork, and good sportsmanship for individuals and teams in Michigan; conduct activities such as sanctioned tournaments, training sessions, seminars and other activities that promote creativity and problem solving in a positive atmosphere.

ARTICLE III: ORGANIZATIONAL STRUCTURE

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the following positions: Affiliate Director, Affiliate Tournament Director, Secretary, Treasurer, Trustees. A person may only hold one Executive Committee position, except for the situation as described in Article VI, Section 3.

The Executive Committee may make recommendations for operations of MICA and for change in policy to the MICA Governing Board of Directors. They have decision-making authority with emergency situations and sensitive personnel and fiscal matters.

A. OFFICERS

1. The Affiliate Director shall preside at all meetings of MICA Governing Board of Directors, and perform, generally, all duties of the position.
2. Affiliate Tournament Director, representing all Challenge Masters, shall serve as MICA liaison to the host institution of the MICA affiliate tournament and perform, generally, all duties of the position.
3. Treasurer shall have charge and custody of and be responsible for all funds and securities of MICA and deposit all such funds in the name of MICA in such banks, trust companies or other depositories as approved by the Governing Board of Directors. Treasurer shall maintain accounting procedures for all financial transactions and at every meeting of the Governing Board of Directors and Executive Committee the Treasurer will give a written financial report consisting, at a minimum: the current financial balance and amount of expenditures/liabilities outstanding. Additionally, the Treasurer shall perform, generally, all duties of the position.
4. Secretary shall record, maintain and distribute accurate, detailed minutes of all Governing board meetings, Executive committee meetings, and meetings of standing committees.

Secretary shall keep a copy of these bylaws as amended or otherwise altered to date. Additionally, the Secretary shall perform, generally, all duties of the position.

B. TRUSTEES

1. NUMBER OF TRUSTEES.

There shall be three Trustees; one representing the Regional Directors, one representing the Affiliate Challenge Masters, and one representing all other directors not represented under Regional Directors or Affiliate Challenge Masters.

2. DUTIES.

Trustees are responsible for contacting those they represent prior to Executive Committee meetings for the purpose of obtaining concerns, issues, and opinions to be presented to the Executive Committee for review and discussion. After the Executive Committee has met, it is the responsibility of the Trustee to inform those they represent on the issues presented and discussed at the Executive Committee meeting.

SECTION 2. GOVERNING BOARD OF DIRECTORS

- A.** The Governing Board of Directors shall be designated as the decision making body of MICA with duties as set forth in the Policies and Procedures.
- B.** The Governing Board of Directors shall consist of the Executive Committee, Regional Directors, Affiliate Challenge Masters, Affiliate Sales Director, Affiliate Publicity Director, Affiliate Alumni Director, Affiliate Training Director, and Affiliate Web Master. These positions shall have voting rights.
- C.** There may be Regional Vice Directors who will serve in an advisory capacity to the Governing Board of Directors and who will have a vote at the Governing Board of Directors' meetings only in the absence of the primary Director. Vice Directors will be committee members with full voting rights on their committees.
- D.** Each member of the Governing Board shall have one (1) vote, regardless of the number of positions held.
- E.** Creating a new voting position on the Governing Board of Directors requires amending the bylaws, per Article X.
- F.** In appreciation of past service, former Affiliate Directors may sit on the Governing Board of Directors in an Advisory capacity only.

ARTICLE IV: ORGANIZATIONAL OPERATIONS

SECTION 1. RULES OF ORDER

MICA shall follow the following hierarchy of rules of order, in that sub-section A below supercedes sub-section B, so forth and so on:

- A. Bylaws
- B. Policy and Procedures
- C. Recommendations
- D. Robert's Rules of Order

SECTION 2. GOVERNING BOARD OF DIRECTORS MEETINGS

- A. MICA shall meet at least four (4) times per year: summer, fall, winter, and after the Affiliate Tournament in the spring.
- B. Meetings shall be held designated by the Affiliate Director taking into consideration location and economics.
- C. Special meetings of the Governing Board of Directors may be called by the Executive Committee.
- D. Fifty percent (50%) plus one (1) of the Governing Board of Directors then in office with voting rights must be present in order for any issue to come before the Governing Board of Directors for consideration and vote.
- E. All decisions, except amendments to the bylaws and the removal of Board members, shall require simple majority of the voting members of the Governing Board of Directors present at the meeting.
- F. Meetings shall be run using Article IV, Section 1.
- G. An electronic vote maybe called by the Executive Committee if a decision needs to be made before the next scheduled meeting.

SECTION 3. COMMITTEES

- A. All voting and non-voting members of the Governing Board will be on committees.
- B. All committees shall consist of one Chairperson, one Recorder, and at least one additional member.
- C. The committees shall be responsible for presenting their recommendations to the Governing Board of Directors. Following the Governing Board of Directors meeting, the committee shall forward their meeting's minutes to the Affiliate Secretary for inclusion in the Governing Board of Directors' minutes.

D. Standing Committees shall consist of the following:

1. Policy Committee
2. Finance Committee
3. Public Relations Committee
4. Competition Committee
5. Sales Committee

E. Ad Hoc Committees may be appointed for specific projects, such as Nominating Committee and Membership Committee, by the Affiliate Director.

ARTICLE V: REMOVAL FROM OFFICE

SECTION 1. DERELICTION OF DUTY

The Executive Committee may suspend the office of a Governing Board member who has been derelict in their duties per their job description.

SECTION 2. WITH OR WITHOUT CAUSE

Governing Board members may be removed with or without cause by a two-thirds (2/3) vote of the Governing Board of Directors present at the meeting.

ARTICLE VI: VACANCIES

SECTION 1. CAUSE OF VACANCIES

Vacancies on the Governing Board of Directors shall exist (1) on the death, resignation or removal of any Governing Board member, and (2) whenever the number of positions on the Governing Board of Directors is increased.

SECTION 2. FILLING VACANCIES

All vacancies on the Governing Board of Directors may be filled by the Affiliate Director with the approval of the Executive Committee. The appointed Director shall fill that vacancy for the remainder of the current fiscal year. A special election shall take place at the next scheduled board meeting following the Affiliate Tournament to fulfill any remaining time of that term.

SECTION 3: SUCCESSION OF OFFICE

In the event of the resignation or incapacitation of the Affiliate Director the Affiliate Tournament Director shall assume the title and duties of Affiliate Director for the remainder of the current fiscal year. The individual may choose to maintain both positions or appoint an Affiliate Tournament Director as per Article VI, Section 2.

In the event of the resignation or incapacitation of all the above, the Governing Board of Directors shall hold a special election to fill the position of Affiliate Director until the end of the current fiscal year.

ARTICLE VII: ELECTIONS

SECTION 1. DATE OF ELECTIONS

Elections will take place at the next scheduled Governing Board of Directors' meeting following the Affiliate Tournament.

SECTION 2. TERMS OF OFFICE

- A.** "Year One" starts at the beginning of the first year of MICA's conception (July 1, 1999)
- B.** Year One: Regions 1, 4, 7; Affiliate Sales Director; Affiliate Publicity Director; Affiliate Challenge Masters 1 and 2.
- C.** Year Two: Affiliate Director, Secretary, Regions 2, 5, and 8; Affiliate Alumni Director; Affiliate Training Director; and Affiliate Challenge Masters 3 and 4.
- D.** Year Three: Affiliate Tournament Director; Treasurer; Regions 3, 6, and 9; Affiliate Web Master; Instant Challenge Master; Score-room Challenge Master, and Affiliate Challenge Master 5.

SECTION 3. PRESENTATION OF SLATE

The Nominating Committee as appointed in Article IV, Section 3, Sub-section E shall have the responsibility of presenting the slate of candidates for the following year to the Governing Board of Directors for those positions that are being considered for election.

SECTION 4. VOTING

All positions on the MICA Governing Board of Directors shall be elected by a simple majority of voting members present at a meeting.

SECTION 5. EXECUTIVE COMMITTEE

A person may only hold one Executive Committee position.

A. OFFICERS

All officers shall be elected to a three (3) year term as identified in Article VII, Section 2.

B. TRUSTEES

- 1.** Regional Directors shall choose by majority vote one Regional Director Trustee.
- 2.** Affiliate Challenge Masters shall choose by majority vote one Affiliate Challenge Master Trustee.
- 3.** All other directors not represented under Regional Directors or Affiliate Challenge Masters shall choose one Trustee representative to sit on the Executive Committee by majority vote.
- 4.** Trustees will be elected for a one (1) year term.
- 5.** Elections for Trustees will take place at the next Governing Board of Directors' meeting following the Affiliate Tournament. Term of office is considered one (1) fiscal year (July 1st – June 30th).

SECTION 6. GOVERNING BOARD OF DIRECTORS

- A. The Governing Board shall be elected by a simple majority vote of the Governing Board of Directors present at the meeting, and serve a term of three (3) years as identified in Article VII, Section 2.
- B. Positions will be filled as identified in Article VI, Section 2.

ARTICLE VIII: FISCAL YEAR

MICA shall operate on a fiscal year beginning July 1st and ending June 30th.

ARTICLE IX: LIABILITY INDEMNIFICATION

SECTION 1: PERSONAL LIABILITY

The Directors and Executive Committee shall not be personally liable for the debts, liabilities or other obligations of MICA.

SECTION 2: INDEMNIFICATION BY MICA OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS.

The extent that a person who is, or was, a director, officer, employee or other agent of this association has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the association, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claims or sustains a judgment against him or her, the indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this association but only to the extent allowed by, and in accordance with the requirements of Michigan Law.

SECTION 3: INSURANCE FOR AFFILIATE AGENTS

The Governing Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the association (including a director, officer, employee or other agent of the association) against any liability other than for violating provisions of law relating to self-dealing (cite appropriate Michigan Statute) asserted against or incurred by the agent in such capacity or arising out the agent's status as such liability under the provisions of (cite appropriate Michigan Statute) Insurance.

ARTICLE X: CHANGES TO THE BYLAWS

MICA Bylaws may be changed by the following procedure:

SECTION 1: NOTICE TO CHANGE BYLAWS

Written notice to the Governing Board of Directors, describing the present wording and the proposed new wording, must be sent at least two (2) weeks prior to the meeting at which any change to the Bylaws will be considered, discussed and voted on.

SECTION 2: NUMBER NEEDED TO PASS PROPOSED CHANGES

In order for the proposed changes to be passed, a two-third (2/3) vote of the Governing Board of Directors present at the meeting must be obtained for the change to take effect.

ARTICLE XI: POLICIES AND PROCEDURES

All passed recommendations affecting more than one fiscal year will be classified as a MICA policy and procedure.

The undersigned as current Officers of MICA and pursuant to the authority granted to the Directors by these bylaws consent to and hereby do, adopt the foregoing bylaws consisting of seven (7) pages, as the bylaws of this Association.