

**Proposed Oakland County Employment Diversity Council By- Laws**

**Dated: April 2, 2009**

**Article I: Name and Office**

1. Name: The name of this organization shall be the Oakland County Employment Diversity Council (The Council)
2. Principal Office: The principal office of the council shall be located at 1200 N. Telegraph Road, Pontiac, MI.

**Article II: Services**

1. The Council will:
  - a. Communicate with various entities to promote the tangible benefits and accomplishment of Council Members and enhance the image and credibility of the countywide diversity effort;
  - b. Support education to provide the employment professional/agency access to the highest level of knowledge and support in managing diversity successfully;
  - c. Support networking to encourage the sharing of practical information regarding diversity issues and successful implementation techniques and to encourage camaraderie and organizational support.
2. To deliver its services, the Council may conduct Monthly Council Meetings, Annual Employment Diversity Job Expos, Educational Seminars, Networking Opportunities, Information Sharing Sessions, Resource Planning, Technical Skills Development, Translation/Interpretation Referral Services, and many other diversity related issues.

**Article III: Mission and Purpose**

1. Mission and Purpose: (a) The Oakland County Employment Diversity Council exists to help increase awareness regarding the benefits of diversity in the workplace and to assist in building an inclusive work environment for all; (b) The Oakland County Employment Diversity Council has assumed the leadership role in creating a forum to advance employment diversity for governmental agencies, private businesses, community service agencies and citizens.
2. Powers: The Council is empowered to perform any and all acts permitted by law to effectuate the purpose set forth above and permitted by the By- Laws of the Council. The Council shall take no action, which is inconsistent with the provisions of the By-Laws or the resolutions incorporated in the minutes of meetings of the Members and the Board of Directors.

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**Article IV: Membership Eligibility and Requirements**

1. Application for Membership:
  - a. Membership in OCEDC is for institutions of all sizes and types. Private sector firms, non-profit organizations and governmental units are examples of institutions eligible for membership. Different units and locations within the same legal organization are eligible to apply for membership. Examples would include offices, plants, warehouses, stores, etc.
  - b. A written application for Regular Membership in the Council must be submitted by the applicant on their letterhead or approved application forms to the Chairperson or the Chair's designatee for review and approval.
  - c. All applicants must agree to abide by the Council's By- Laws.
2. Regular Membership:
  - a. Because OCEDC membership is institutional, each member organization must designate one or more representatives to participate in OCEDC's activities.
  - b. No matter the number of representatives, because OCEDC membership is institutional, only one vote per organizational member is permitted.
  - c. Representatives to the Council are limited to those who supervise or who are involved in the employment process either as a potential employer or an agency that provides employment counseling, training or assistance.
  - d. Regular Membership shall have one (1) vote. Representatives must agree to abide by the Council's By-Laws.
3. Members Responsibilities: It is the responsibility of all Council Members to notify the Membership Committee of all personal changes related to Membership in the council (i.e. name, address, telephone number, job changes).
4. The Board of Directors shall review all applications for membership and shall decide questions of membership eligibility.
5. Resignation: Any member may resign at any time. All resignations must be submitted in writing to the Chairperson.
6. Expulsion/Removal of Membership: Any Council Member may recommend expulsion/removal of a Council Member(s) if said Member(s) violated either the Council By-Laws or for any conduct determined to be detrimental to the best interest of the council and its members. All recommendations shall be submitted in writing to the Chairperson. All recommendations for removal will then be voted on by the Board of Directors.

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7. Public Speaking Engagements/Articles:
  - a. The Council Chair and/or Vice-Chair are the only individual Officers that shall have the authority to speak independently for the Council. The Chair or Vice Chair may designate other members to speak on behalf of the Council. The grant of authority may be for one or more specific events or may be to fulfill the duties and responsibilities which a member has been designated to perform. No member is to speak publicly in any form about any opinion, belief, or official position of the Council that is not information already in the public domain. Furthermore, no member may represent they are speaking on an official basis for the Council in any public format such as, but not limited to, media interviews, seminars, or public speeches unless they have been authorized to do so by the Chair or Vice Chair.
  - b. No Representatives or Member(s) shall write articles, represent and/or speak to outside organizations on behalf of the Council or its member organizations without prior written approval of the Chair, Vice-Chair or the Council's Public Relations/Marketing Committee.
  - c. Violation(s) could include expulsion from the Council.

**Article V: Board of Directors**

1. Board of Directors Composition:
  - a. The Board of Directors shall consist of six (6) officers and twelve (12) Members at Large, for a total membership of eighteen (18). The officer positions are the Council Chairperson, Vice Chairperson, Corresponding Secretary, Treasurer, Executive Secretary and Parliamentarian.
  - b. The Oakland County Executive's office shall appoint the Executive Secretary and one (1) Board Member at Large.
2. Eligibility: Qualifications to hold office on the council's Board of Directors are as follows:
  - a. Be a Representative Member in good standing. Good standing shall mean being the designated Representative of any organization which has been accepted for membership in the Council and is in compliance with all By-Laws and rules of the Council;
  - b. Must commit to and actively participate in Board of Directors' meetings/activities;
  - c. Acknowledgement to the Elections Committee by the Candidate that he/she is interested in serving on the Board of Directors by completing the Board Member Application process as designated by the Elections Committee.

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3. Term of Office: Board of Directors shall hold office according to the following:
  - a. Term shall be for two (2) years from July 1<sup>st</sup> of the first year through June 30th of the second year.
  - b. No officer may hold more than one (1) office simultaneously during the current term.
4. Elections:
  - a. Board elections shall be conducted by a three-member Elections Committee. The members of the Elections Committee shall be appointed by the Chairperson and cannot themselves be candidates for office in the election they are conducting nor may they be members of the Nominating Committee.
  - b. Under the rules contained in these By-Laws, the Elections Committee is responsible for establishing and publishing a set of election rules. They should include but are not limited to the following:
    1. designating the methods and timing of nominations;
    2. verifying the eligibility of the candidates;
    3. designating the method(s) of voting;
    4. designing and printing the ballots;
    5. verifying voter eligibility;
    6. conducting the election;
    7. counting the votes and certifying the results.
  - c. The election process shall be as follows:
    1. At the General Membership meeting in March, the Chairperson shall give notice of the election and announce the representative members who have been appointed to the Elections Committee.
    2. At the General Membership meeting in April, the Elections Committee shall publish the rules governing the election, open the nominations process and specify the date on which nominations will be closed.
    3. At the General Membership meeting in May, the Elections Committee shall publish a list of qualified candidates for each position, a statement of each candidate's qualifications and a separate list of candidates nominated but found not qualified to serve along with the reason(s) for disqualification.
    4. At the General Membership meeting in June, the Elections Committee shall conduct the election in accordance with the published rules.
    5. For purposes of the election process, "publish" may be by hard copy or electronic means.
  - d. The Chairperson, Corresponding Secretary, Parliamentarian and six (6) Members at Large will be elected on the even numbered years. The Vice Chairperson, Treasurer and the remaining five (5) Members at Large will be elected on odd numbered years.

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- e. Directors shall be selected by a plurality vote of the Council's Regular Membership. If two or more candidates receive an equal number of votes for the same office, their names will be placed in a container and the Chairperson of the Elections Committee will draw one name to determine the winner
  - f. Election shall be by the process detailed in the Election Rules as published by the Elections Committee.
5. **Expulsion/Removal of Officers/Directors:** Any officer or director may be removed for cause by a two-thirds vote of the Board of Directors, provided the individual(s) concerned has (have) been provided an opportunity for a hearing before the Board. The Board of Directors shall call a special meeting of the Council within thirty (30) days from the date that any removal has been agreed to if no Regular Membership meeting is scheduled. At the special meeting or Regular Membership meeting, the Board of Directors shall make a full and complete report of the removal action and the reasons therefore. The Officer(s) and Director(s) removed by the Board may be re-elected by the Council's Members and if re-elected, may not be removed by the Board for the same cause.
  6. **Vacancies:** If the office of any officer or director becomes vacant for any reason during the term of the officer or director, the current Board of Directors shall appoint a person to fill the un-expired term.
  7. **Authority and Responsibilities:** The Board of Directors shall have the following authority and responsibilities: (a) Board of Directors shall be the governing body of the council and its actions shall be final unless otherwise specifically provided for in these By-Laws, and (b) the Board of Directors shall make available all meeting minutes and financial records of the Council to any Council Member upon written request and within sixty (60) days.
  8. **Meetings of the Board of Directors:** Meetings of the Board of Directors shall be monthly at such times and places that it may choose. At such meetings a quorum consisting of one-third of Board Members including a majority of the Board Officers are required to be present or in attendance by conference call to conduct Council business coming before the Board. The meeting shall be conducted under the most current edition of Robert's Rules of order unless those rules are in conflict with the Council By-Laws, in which case the By-Laws shall take precedence; (b) in all Board meetings, the chairperson shall preside. In his/her absence, the vice Chairperson , Secretary or Treasurer shall preside (in that order); (c) appropriate notice of the board meetings shall be furnished to each Board member at least ten (ten) days in advance of the meeting; and (d) a special Board meeting may be called by the Chairperson, or by any three (3) Board Members. All preceding rules of meetings of the Board of Directors shall apply.

**Article VI: Duties and Responsibilities of Officers and Directors**

1. The **Chairperson** shall act as the presiding officer at all Board of Directors meetings of the Council.
2. The **Vice Chairperson** in the absence of the Chairperson shall act as the presiding officer at all Board of Directors meetings of the Council.

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3. The Executive Secretary shall archive written minutes of all meetings of this council and of meetings of the Board of Directors and shall also perform such other day-to-day administrative duties for the routine maintenance of the Council as may be assigned by the Board of Directors or by action of the membership
4. The Corresponding Secretary shall keep written minutes of all matters voted on and meetings of the Board of Directors and shall also perform such other duties as may be assigned by the Board of Directors or by action of the membership.
5. The Treasurer shall have custody of all funds, securities, legal instruments and official records of this council and shall be responsible for the safe keeping and shall determine, with the approval of the Board of Directors, the place and manner of depositing and safe keeping of the aforementioned funds, securities, legal instruments and official records.
6. The Parliamentarian shall be a member of the Board of Directors and shall advise the presiding officer on the Council's By-Laws, parliamentary law and matters of procedure when requested. In Board Meetings and General Membership meetings, the Parliamentarian does not vote on any questions except in the case of a ballot vote. The Parliamentarian shall be an Ex-Officio, voting member of the By-Laws Committee.

**Article VII: Board Meetings and Voting**

1. Special Meetings: Special meetings may be called by the Board at any time. Regular Board Meeting rules shall apply.
2. Quorum of Members: A one-third majority of Board Members including a majority of the Board Officers are required to be present or in attendance by conference call to constitute a quorum.
3. Voting: At all meetings of the Board, the Board members shall have one (1) vote except for the Parliamentarian. Unless otherwise specified, a majority of the Board Members voting in person or in attendance by conference call shall govern. The Council Chairperson will only vote in the event of a tie. Any major changes in operating policy will require a two-thirds majority vote by the Board.
4. Rules of Order: The current edition of Robert's Rules of Order (revised) shall govern all meetings of the Board and Committee Meetings on any point not covered by these By-Laws.
5. Minutes of Board Meetings: Minutes of Board meetings shall be available at regular Council meetings. Voting on their acceptance shall be part of the agenda.

**Article VIII: Finances**

1. Fiscal Year: The fiscal year of the Council shall be January 1<sup>st</sup> through December 31<sup>st</sup> of any given year.
2. Annual Budget: The Board, with the recommendation of the Treasurer, and the Council Chairperson shall adopt an annual income and expense budget reflecting all projected expenses and activities of the Council.

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3. Annual Report: The Board, at the annual meeting, shall furnish a review of the year's activities and financial report for the fiscal year.
4. Annual Audit: An annual audit of the accounts of the Council shall be made either by a certified public accountant or a firm of certified public accountants appointed by the Board. The audit report, including the financial report for the fiscal year, shall be submitted to the Board following the close of the fiscal year.
5. Special Assessments: There shall be no special assessments imposed except as approved by two-thirds vote of the Council's Board of Directors, followed by a plurality vote of the membership at the next general meeting.
6. Collection of Special Assessments: The Council's Treasurer shall be empowered to bill and collect Special Assessments imposed by the Board of Directors and approved by the Council's membership. Special assessments are due no later than two (2) months from the date of approval.

**Article IX: AdHoc Committees**

1. Eligibility: Qualifications to hold office on a Council's Committee are as follows: (a) A Regular Member in good standing; (b) must commit to and actively participate in committee meetings/activities; and (c) acknowledge to the Nominations Committee by the individual that he/she is interested in serving on a committee.
2. Term of Office: Committee Members shall hold office according to the following: (a) term shall be for one (1) year from July 1<sup>st</sup> to June 30<sup>th</sup> of the following year.
3. Chairperson: Each committee shall elect a Member of their committee to act as Chairperson for the Committee. The Chairperson shall preside over committee meetings and be responsible for communication committee activities to the Board of Directors at their direction.
4. Responsibility: Each committee is responsible for writing operational guidelines/procedures for their committee and conveying them to the Board of Directors for approval. Any subsequent changes in the guidelines/procedures must be submitted to the Board for approval.
5. The Council Chairperson will appoint the following committees on an as-needed basis:
  - a) Elections Committee
  - b) Nominations Committee
  - c) By-Laws Committee
  - d) Awards Committee
  - e) Strategic Planning Committee.

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**Article X: Regular Standing Committees and Boards**

- 1 The Chairperson may appoint, with the approval of the Board of Directors, such Regular Standing Committees as may be necessary in his or her judgment or the judgment of the Board of Directors.
  - a) Host/Registration Committee
  - b) Finance Committee
  - c) Program/Events Committee
  - d) Public Relations/Marketing Committee
  - e) Membership Committee
  - f) Education Committee
- 2 The Chairperson may appoint, with the approval of the Board of Directors, members to an Advisory Board. Such members can be any individual who has demonstrated a commitment to diversity in the workplace. The Advisory shall provide advice and counsel to the OCEDC Board of Directors and shall meet from time to time as determined by the Chairperson of the OCEDC Board of Directors.
- 3 The Chairperson shall be an Ex-Officio member of all committees. The Chairperson and Vice-Chairperson shall be Ex-Officio members of the Advisory Board.

**Article XI: Affiliation with Other Organizations**

1. This organization may, by the two-thirds vote of the full Board of Directors, affiliate with any other professional organizations where it is in the common interests of the organizations concerned to work cooperatively toward achievement of common purposes, and where there are no fundamental disagreements between the purposes and the objectives of the organizations. The Council Chairperson or their designee shall represent the EDC, where applicable, on the Board of Directors of the affiliated organization.

**Article XII: Nominating Committee**

- 1 The Chairperson shall appoint a committee composed of three (3) members active in the Council to constitute a Nominating Committee. A member appointed to the Nominating Committee may not serve as a member of the Elections Committee in the same election cycle.
- 2 The Committee shall present one or more names of candidates for each vacancy on the Board of Directors created by the expiration of a term of office.
- 3 The Nominating Committee shall transmit its recommendations to the Elections Committee before the date that nominations are closed as set in the rules published by the Elections Committee.
- 4 Nothing contained in this article shall restrict nominations from the floor at the Council's annual business meeting.

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**Article XIII: Council Meetings**

1. Regular Membership Meeting: Regular Council meetings shall be held monthly except as noted. Any number of members in attendance shall constitute a quorum. The Program Committee shall establish a date, time and place and work with the Chairperson and/or the Events Committee to establish the agenda/guest speakers for Regular meetings. The meetings shall be conducted under the most current edition of Robert's Rules of Order, unless those rules are in conflict with the Council's By-Laws, in which case the By-Laws shall take precedence.
2. Annual Membership Meeting: The Council's Annual Membership Meeting shall be held in June of each year. Any number of members in attendance shall constitute a quorum. The purpose of this meeting is to (a) elect/install new Officers and Directors; (b) present the Chairperson's annual report to the Council Members; (c) vote on any By-Law changes; (d) transact other council business as deemed appropriate by the Board. The Program Committee shall establish the date, time, place and work with the Chairperson to establish the agenda.

**Article XIV Indemnification**

1. Indemnification: The Council will indemnify any person against expenses including without limitation, attorney fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she is or was an Officer, Director, Employee or Agent of the Council or is or was serving at the request of the council as an Officer, Director in all circumstances in which such indemnification is permitted and provided by the Michigan Revised Statutes as then in effect.

**Article XV: Amendments to By-Laws**

1. Amendments to By-Laws: The by-Laws may be amended, repealed, or altered in whole or in part, by the majority vote of the Council Members voting in person at any membership meeting of the Council. Notices of such proposed changes shall be sent in writing or by electronic means to the members thirty (30) days before the meeting.
2. Individual Board Members or Regular Members on their own initiative may propose amendments. Such proposed amendments shall be presented at the Annual Board Meeting or any other duly organized meeting of the Council.

**Article XVI: Dissolution of the Council**

1. Dissolution: The Council may be dissolved by a resolution adopted by majority of the Membership and shall be affirmed at any duly constituted meeting of the Council. The membership shall vote in person.
2. Responsibility for Carrying out Dissolution: In the event of dissolution of the Council, the Board or a Committee appointed by the Board shall be responsible for its liquidation.
3. Distribution of Assets: In case of dissolution of the Council, the Board shall authorize the payment of all indebtedness of the Council, and arrange for the distribution of the remaining net assets according to the applicable provisions of Michigan State law.