



Bylaws of Michigan Addiction Recovery Alliance (MARA)

ARTICLE I: NAME AND PURPOSE

1.1 Name:

The name of the organization is “Michigan Addiction Recovery Alliance (MARA)”.

1.2 Purpose:

MARA is organized as a nonprofit organization to provide resources, advocacy, education, and support for individuals and communities affected by addiction, with a particular focus on recovery and addressing the opioid crisis.

ARTICLE II: MEMBERSHIP

2.1 Membership:

MARA does not have members. Governance and operations are overseen by the Board of Directors and staff.

2.2 Non-Discrimination:

MARA does not discriminate based on race, religion, gender, age, sexual orientation, or any other characteristic.

ARTICLE III: BOARD OF DIRECTORS

3.1 General Powers:

The affairs of the organization are managed by the Board of Directors and governed by these bylaws as signed by the Board of Directors.



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3.2 Composition:

- The Board shall consist of at least three (3) members: the President, Treasurer, and Secretary.
- Additional Directors may be appointed by a majority vote of the Board.

3.3 Term of Office:

Directors shall serve two-year terms (with the exception of the President who has a life-long term unless resignation is submitted in writing), renewable by vote of the Board. It shall be assumed that barring any conflict with the bylaws or policies of the organization, that sitting members of the Board shall have their terms automatically renewed by vote of the Board unless the member has indicated to the contrary via written resignation or request for assignment to a different position within the organization. Such requests will be reviewed and given preference unless there is a conflict with either the Bylaws, Policies, or organization's capacity to enact such.

3.4 Meetings:

- The Board shall meet at least quarterly, with additional meetings as needed.
- Notice of meetings must be provided at least 7 days in advance.

3.5 Quorum:

A majority of the Board constitutes a quorum for voting purposes.

3.6 Responsibilities:

- Approve budgets and major organizational decisions.
- Ensure compliance with nonprofit laws and regulations.
- Support MARA's mission and oversee its strategic direction.

3.7 Removal:



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Directors may be removed by a two-thirds (2/3) vote of the Board for clear and evidenced failure to fulfill responsibilities, unethical conduct, or other just cause indicated by a clear violation of the organization's policy. Prior to removal a mediator must be consulted to ensure that the process is according to State of Michigan law, that clear evidence exists so that no Director can be unfairly or prematurely removed. All due diligence must be exercised to ensure that a Director's position is not jeopardized by any inner organization disagreement that does not constitute *(clear and evidenced failure to fulfill responsibilities, unethical conduct, or other just cause indicated by a clear violation of the organization's policy.)* Notice must be given 10 days prior to any vote regarding any intention to remove a sitting Director. Failure to provide written and verbal notice will negate any subsequent vote. All 3 primary officers of the Board of Directors must be present at the vote.

ARTICLE IV: OFFICERS

4.1 Officers and Duties:

- President:

Oversees the organization's operations, serves as the primary spokesperson, and chairs Board meetings.

- Treasurer:

Manages the organization's finances, prepares financial reports, and ensures fiscal responsibility. This is done in conjunction with the policies and bylaws outlined in Article VII.

- Secretary:

Maintains meeting minutes, records, and organizational documents.

4.2 Election and Term:

Officers (with the exception of the President, Secretary, and Treasurer of the founding



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body) are elected by the Board and serve two-year terms, with no limit on reelection.

4.3 Vacancies:

A vacancy in any office shall be filled by Board appointment for the remainder of the term.

ARTICLE V: COMMITTEES

5.1 Establishment:

The Board may establish committees to oversee specific areas of operations, such as fundraising, public relations, or programming.

5.2 Membership:

Committees may include Board members, staff, and volunteers, as deemed necessary.

ARTICLE VI: EMPLOYEES AND VOLUNTEERS

6.1 Community Connection Coordinator:

The Community Connection Coordinator serves as a key staff member, fostering partnerships and assisting in network development.

6.2 Volunteers:

MARA will maintain a handbook outlining expectations, roles, and responsibilities for all employees and volunteers.



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6.3 Non-Discrimination:

All hiring and volunteer recruitment shall comply with applicable laws and align with MARA's non-discrimination policy.

ARTICLE VII: FINANCES

BYLAWS GOVERNING FINANCIAL EXPENSES AND INCOME

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7.1: Purpose

The purpose of these bylaws is to establish guidelines for the management of MARA's financial income and expenses, ensuring that all financial practices are transparent, accountable, and aligned with MARA's mission to support addiction recovery efforts.

7.2: Financial Oversight

Financial Oversight Committee (FOC):

A Financial Oversight Committee, consisting of at least three members, including the Treasurer and two members of the Advisory Board, shall oversee financial operations. The FOC is responsible for reviewing and approving budgets, financial reports, and major expenditures.

7.3: Annual Budget:

An annual budget must be prepared by the Treasurer and approved by the Board of Directors before the beginning of each fiscal year.

Budget adjustments must be documented and approved by a majority vote of the Board of Directors.

7.4: Regular Financial Reviews:



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Quarterly financial statements shall be reviewed by the FOC to ensure compliance with the approved budget and financial policies.

An independent audit shall be conducted annually.

Article VIII: Income Management

8.1: Sources of Income:

Income may include grants, donations, sponsorships, program fees, and other fundraising activities consistent with MARA's mission.

All income must be properly documented and deposited in MARA's designated bank account.

8.2: Grant Management:

All grants must be tracked in a separate accounting ledger to ensure compliance with funding restrictions and reporting requirements.

The Treasurer will oversee the timely submission of grant reports to funders.

8.3: Donation Transparency:

A record of all donations shall be maintained, including donor information (when permitted) and any designated use of funds.

Donors shall receive acknowledgment letters or receipts, as appropriate, in compliance with tax regulations.

8.4 Expense Management



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8.5: Authorization of Expenses:

The Treasurer may authorize routine expenses up to \$500 without prior approval. Expenses exceeding \$500 must be approved by the FOC or the Board of Directors. All expenses must be supported by receipts, invoices, or other documentation.

8.6: Restricted Funds:

Funds received for specific purposes (e.g., grants, restricted donations) must be used exclusively for their designated purpose.

The Treasurer shall monitor and report on restricted fund usage separately.

8.7: Reimbursement Policy:

Employees and volunteers must submit expense reimbursement requests within 30 days of the expense, accompanied by receipts and a detailed explanation.

Reimbursements will be reviewed and approved by the Treasurer or a designated representative.

8.8: Prohibited Expenditures:

MARA funds shall not be used for personal expenses, political contributions, or any activity not aligned with MARA's mission.

Financial Reporting and Transparency

8.9: Monthly Financial Reports:

The Treasurer shall prepare monthly financial reports, including income, expenses, and account balances, for review by the Board of Directors.

8.10: Public Disclosure



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An annual financial summary, including income sources and expense categories, shall be published on MARA's website to promote transparency. Donors may request copies of financial reports, subject to confidentiality policies.

Article IX: Internal Controls

9.1: Bank Accounts:

MARA shall maintain its funds in a federally insured bank account.
All checks require dual signatures from authorized officers for amounts exceeding \$500

9.2: Record-Keeping:

Financial records, including receipts, invoices, and bank statements, shall be retained for a minimum of seven years.

9.3: Segregation of Duties:

To prevent conflicts of interest and fraud, financial duties (e.g., receiving funds, recording transactions, approving expenses) shall be distributed among multiple personnel.
Conflict of Interest:

Any individual with a personal or financial interest in a transaction must disclose the interest and abstain from voting or decision-making regarding the transaction.

Article X: Non-Compliance and Violations

10.1: Reporting Violations:

Suspected financial misconduct must be reported immediately to the Financial Oversight Committee.

Anonymous reporting mechanisms shall be available to employees and volunteers.



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Investigation and Consequences:

The FOC shall investigate financial violations promptly and thoroughly. Violations may result in disciplinary action, including termination of employment or volunteer status and legal action if necessary.

ARTICLE XI: AMENDMENTS

11.1: Amendment Process:

These bylaws may be amended by a two-thirds (2/3) vote of the Board at any regular or special meeting, provided that notice of the proposed amendment is given at least 14 days prior.

ARTICLE XII: DISSOLUTION

12.1 Dissolution:

Upon dissolution, all remaining assets shall be distributed to a nonprofit organization with a similar mission and exempt under Section 501(c)(3) of the Internal Revenue Code.



BYLAWS GOVERNING THE PAYMENT OF OFFICERS Michigan Addiction Recovery Alliance (MARA)

These bylaws establish the policies and procedures for compensating officers of the organization in a manner that is transparent, fair, and consistent with MARA's mission and fiduciary responsibilities.

Article XIII: Purpose

To define a fair and transparent process for determining and administering officer compensation, ensuring compliance with applicable laws, and maintaining public trust.

Article XIV: Compensation Philosophy

Compensation for officers is designed to:

- Attract and retain qualified individuals with the skills and experience necessary to fulfill MARA's mission.
- Align compensation with the organization's financial resources and operational priorities.
- Reflect comparable market standards for nonprofit organizations of similar size and scope.
- Compensation must be reasonable, not excessive, and based on documented criteria, including the officer's role, responsibilities, and performance.

Article XV: Determination of Compensation

15.1: Compensation Committee:

The Board of Directors shall establish a Compensation Committee consisting of at least three members, excluding officers receiving compensation.

The committee is responsible for reviewing and recommending officer compensation to the Board.

15.2: Compensation Review:

Officer compensation shall be reviewed annually by the Compensation Committee.



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15.3: Reviews shall consider:

Market comparisons with similarly situated nonprofits.
The financial health of the organization.
The officer's job performance and contribution to MARA's success.

15.4: Independent Review:

External consultants or surveys may be used to assess the appropriateness of proposed compensation.

15.5: Approval Process:

Compensation recommendations must be approved by a majority vote of the Board of Directors. Officers receiving compensation shall recuse themselves from discussions and votes related to their own pay.

Article XVI: Payment Guidelines

16.1: Types of Compensation:

Officers may receive salaries, stipends, or other forms of compensation as approved by the Board.

Compensation may include benefits such as healthcare, retirement contributions, or expense allowances, provided they are approved in advance.

Documentation Requirements:

All compensation arrangements must be documented in Board meeting minutes and employment agreements.

Records must include the rationale for the compensation, referencing external benchmarks or internal evaluations.



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61.2: Payment Schedule:

Compensation shall be paid on a regular schedule, typically biweekly or monthly. Payments must comply with applicable state and federal labor laws.

Article XVII: Transparency and Public Disclosure Reporting Requirements:

Officer compensation must be reported annually in MARA's Form 990 or equivalent tax filings.

The annual financial report, including officer compensation details, shall be made available to donors and the public upon request.

Conflict of Interest Policy:

Officers involved in the determination of compensation for others must disclose any potential conflicts of interest.

Officers may not participate in decisions regarding their own compensation.

Article XVIII: Performance Evaluation

18.1: Annual Reviews:

All compensated officers shall undergo an annual performance review conducted by the Board of Directors or its designee.

Reviews will evaluate the officer's effectiveness in achieving organizational goals, leadership, and overall contributions.

Article XIX: Limitations on Compensation

19.1: Compensation shall not:



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- Exceed amounts reasonable for the services provided, as determined by market comparisons and organizational capacity.
- Jeopardize MARA's tax-exempt status or compliance with applicable nonprofit regulations.

19.2: Bonuses or incentives must:

- Be pre-approved by the Board of Directors.
- Be tied to measurable organizational or programmatic goals.

Article XX: Accountability and Non-Compliance

20.1: Internal Audits:

Regular internal audits shall be conducted to ensure compliance with compensation policies.

20.2: Reporting Violations:

Suspected violations must be reported to the Board Chair or a designated compliance officer.

The Board shall investigate and take appropriate action, which may include adjustments to compensation, disciplinary measures, or external reporting.

CERTIFICATION:

These bylaws were approved by the Board of Directors on this 27 day of November, 2024.

President: _____



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Treasurer: _____

Secretary: _____