

*Referrals*  
10-15-19

**INTERNAL  
OPERATIONS  
STANDING  
COMMITTEE**



CITY OF DETROIT  
LAW DEPARTMENT

COLEMAN A. YOUNG MUNICIPAL CENTER  
2 WOODWARD AVENUE, SUITE 500  
DETROIT, MICHIGAN 48226-3437  
PHONE 313•224•4550  
FAX 313•224•5505  
WWW.DETROITMI.GOV

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Date: October 8, 2019

To: Honorable City Council

From: Law Department

Re: Law Department Report on MVA Settlements as authorized by resolution of the Detroit City Council.

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The Law Department has submitted a privileged and confidential memorandum regarding the above-referenced matter. Please submit this item for referral so that Council may consider any action that is necessary.

CITY CLERK 2019 OCT 9 PM 4:12



CITY OF DETROIT  
LAW DEPARTMENT

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4

Date: October 8, 2019

To: Honorable City Council

From: Law Department

Re: State of Michigan Quarterly Risk Management Report Pursuant to Section 18-8-24,  
*Appropriations, quarterly reports*, of the 1984 Detroit City Code.

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The Law Department has submitted a privileged and confidential memorandum regarding the above-referenced matter. Please submit this item for referral so that Council may consider any action that is necessary.

CITY CLERK 2019 OCT 8 PM 4:12



CITY OF DETROIT  
LAW DEPARTMENT

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Date: October 8, 2019

To: Honorable City Council

From: Law Department

Re: Law Department Report on Tax Collection Initiative on Foreclosed Properties as authorized by resolution of the Detroit City Council.

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The Law Department has submitted a privileged and confidential memorandum regarding the above-referenced matter. Please submit this item for referral so that Council may consider any action that is necessary.

CITY CLERK 2019 OCT 8 PM 4:12



CITY OF DETROIT  
LAW DEPARTMENT

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October 7, 2019

**HONORABLE CITY COUNCIL**

**RE: ANGEL JACKSON as next friend of MICHAEL JACKSON v  
GEORGE ALAM, KENNETH VALRIE, and JON GARDNER**  
**CASE NO.: 18-002959-NO**  
**FILE NO.: L18-00336 (PMC)**

We have reviewed the above-captioned lawsuit, the facts and particulars of which are set forth in a confidential memorandum that is being separately hand-delivered to each member of Your Honorable Body. From this review, it is our considered opinion that a settlement in the amount of **Twenty-Five Thousand Dollars and NO/Cents (\$25,000.00)** is in the best interest of the City of Detroit.

We, therefore, request authorization to settle this matter in the amount of **Twenty-Five Thousand Dollars and NO/Cents (\$25,000.00)** payable to **Angel Jackson as next friend of Michael Jackson, and their attorneys Robinson and Associates, P.C., and Thomas E. Kuhn, P.C.**, to be delivered upon receipt of a properly executed Release, and Stipulation and Order of Dismissal entered in Lawsuit No. 18-002959-NO, approved by the Law Department.

Respectfully submitted,

*Patrick Cunningham*

Patrick M. Cunningham  
Assistant Corporation Counsel

APPROVED: **OCT 07 2019**

LAWRENCE T. GARCIA  
Corporation Counsel

BY:   
James D. Nosedo  
Supervising Assistant Corporation Counsel

CITY CLERK 2019 OCT 9 PM 2:46

## RESOLUTION

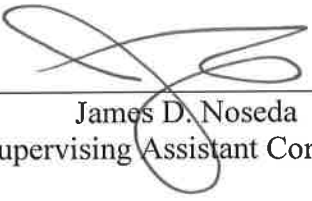
**BY COUNCIL MEMBER \_\_\_\_\_:**

**RESOLVED**, that settlement of the above matter be and is hereby authorized in the amount of **Twenty-Five Thousand Dollars and NO/Cents (\$25,000.00)**; and be it further

**RESOLVED**, that the Finance Director be and is hereby authorized and directed to draw a warrant upon the proper account in favor of ANGEL JACKSON, as next friend for MICHAEL JACKSON and her attorney, Robinson and Associates, P.C., and Thomas E. Kuhn, P.C in the amount of **Twenty-Five Thousand Dollars and NO/Cents (\$25,000.00)** in full payment for any and all claims which ANGEL JACKSON, as next friend for MICHAEL JACKSON may have against the City of Detroit and any other City of Detroit employees by reason of alleged injuries sustained on or about July 1, 2016, and otherwise set forth in Case No. 18-002959-NO, that said amount be paid upon receipt of properly executed Releases, Stipulation and Order of Dismissal entered in Case No. 18-002959-NO and, where deemed necessary by the Law Department a properly executed Medicare/CMS Final Demand Letter.

**APPROVED:**  
LAWRENCE GARCIA  
Corporation Counsel

BY: \_\_\_\_\_

  
James D. Nosed  
Supervising Assistant Corporation Counsel

Approved by City Council: \_\_\_\_\_

Approved by the Mayor: \_\_\_\_\_



CITY OF DETROIT  
LAW DEPARTMENT

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October 3, 2019

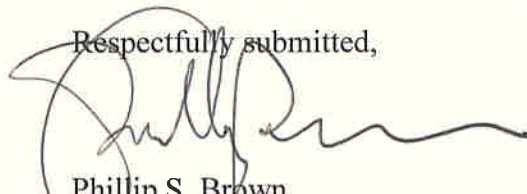
HONORABLE CITY COUNCIL

**RE: FRANKIE DAVIS-ANDERSON vs CITY OF DETROIT  
DEPARTMENT OF TRANSPORTATION  
FILE #:14618 (PSB)**

We have reviewed the above-captioned lawsuit, the facts and particulars of which are set forth in a confidential attorney-client privileged memorandum that is being separately hand delivered to each member of your Honorable Body. From this review, it is our considered opinion that a settlement in the amount of **TWENTY-FOUR THOUSAND DOLLARS (\$24,000.00)** is in the best interests of the City of Detroit.

We, therefore, request authorization to settle this matter in the amount of **TWENTY-FOUR THOUSAND DOLLARS (\$24,000.00)** and that your Honorable Body authorize and direct the Finance Director to issue a draft in that amount payable to **Frankie Davis-Anderson and her attorney, Nicholas A. Charters**, to be delivered upon receipt of properly executed releases and order of dismissal in Workers Compensation Claim #14618, approved by the Law Department.

Respectfully submitted,



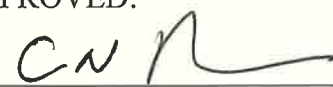
Phillip S. Brown  
Assistant Corporation Counsel

PSB/gs

Attachment(s)

cc: Budget Department

APPROVED: **OCT 04 2019**



CHARLES RAIMI  
Deputy Corporation Counsel

CITY CLERK 2019 OCT 9 PM 2:45

## RESOLUTION

BY COUNCILMEMBER: \_\_\_\_\_

RESOLVED, that settlement of the above matter be and hereby is authorized in the amount of **TWENTY-FOUR THOUSAND DOLLARS (\$24,000.00)**; and be it further

RESOLVED, that the Finance Director be and is authorized and directed to draw a warrant upon the proper fund in favor **Frankie Davis-Anderson and her attorney, Nicholas A. Charters**, in the sum of **TWENTY-FOUR THOUSAND DOLLARS (\$24,000.00)** in full payment of any and all claims which they may have against the City of Detroit by reason of any injuries or occupational diseases and their resultant disabilities incurred or sustained as the result of her past employment with the City of Detroit and that said amount be paid upon presentation by the Law Department of a redemption order approved by the Workers Compensation Department of the State of Michigan.

APPROVED: OCT 04 2019



CHARLES RAIMI  
Deputy Corporation Counsel





CITY OF DETROIT  
LAW DEPARTMENT

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October 2, 2019

**HONORABLE CITY COUNCIL**

RE: Pamela Bogan v City of Detroit and John Doe  
Case No: 18-015531-NI  
File No: L19-00130 (MA)

We have reviewed the above-captioned lawsuit, the facts and particulars of which are set forth in a confidential memorandum that is being separately hand-delivered to each member of Your Honorable Body. From this review, it is our considered opinion that a settlement in the amount of **Twelve Thousand Dollars and No Cents (\$12,000.00)** is in the best interest of the City of Detroit.

We, therefore, request authorization to settle this matter in the amount of **Twelve Thousand Dollars and No Cents (\$12,000.00)** and that Your Honorable Body direct the Finance Director to issue a draft in that amount payable to Pamela Bogan and her attorney, The Seva Law Firm, to be delivered upon receipt of a properly executed Release and Stipulation and Order of Dismissal entered in Lawsuit No.18-015531-NI, approved by the Law Department.

Respectfully submitted,

Michael Auten (P81884)  
Assistant Corporation Counsel

APPROVED: **OCT 02 2019**  
LAWRENCE GARCIA  
Corporation Counsel

BY:

**James D. Nosedo**  
Supervising Assistant Corporation Counsel

CITY CLERK 2019 OCT 5 PM 2:45

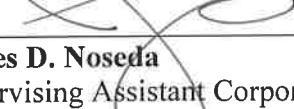
**R E S O L U T I O N**

**BY COUNCIL MEMBER \_\_\_\_\_ :**

**RESOLVED**, that settlement of the above matter be and is hereby authorized in the amount of **Twelve Thousand Dollars and No Cents (\$12,000.00)**; and be it further

**RESOLVED**, that the Finance Director be and is hereby authorized and directed to draw a warrant upon the proper account in favor of Pamela Bogan and her attorney, The Seva Law Firm, in the amount of **Twelve Thousand Dollars and No Cents (\$12,000.00)** in full payment for any and all claims which Pamela Bogan may have against the City of Detroit and any other City of Detroit employees by reason of alleged injuries sustained on or about, and otherwise set forth in Case No.18-015531-NI, that said amount be paid upon receipt of a properly executed Release and Stipulation and Order of Dismissal entered in Lawsuit No. 18-015531-NI and, where deemed necessary by the Law Department a properly executed Medicare/CMS Final Demand Letter.

**APPROVED:**  
**LAWRENCE GARCIA**  
Corporation Counsel

BY:   
**James D. Nosedá**  
Supervising Assistant Corporation Counsel

Approved by City Council: \_\_\_\_\_

Approved by the Mayor: \_\_\_\_\_



CITY OF DETROIT  
LAW DEPARTMENT

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September 18, 2019

**HONORABLE CITY COUNCIL**

**RE: Tina Jackson v City of Detroit  
Civil Action Case No: 19-001877 NI**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We, therefore, recommend a "YES" vote on the attached resolution.

Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**TEO Larry Starkey**

Respectfully submitted,

*Douglas Baker*  
Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:

*Lawrence T. Garcia*

LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITYCLERK 2019 OCT 9 PM 2:46

## RESOLUTION

By Council Member

**RESOLVED**, that the Law Department is hereby authorized under Section 13-11-1 et. seq. of the Municipal Code of the City of Detroit and in accordance with the foregoing communication to provide legal representation and indemnification to the following employee in the lawsuit **Tina Jackson v City of Detroit, Civil Case No. 19-001877- NI.**

**TEO Larry Starkey**

APPROVED:

BY: *Laurence T. Garcia*  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL



CITY OF DETROIT  
LAW DEPARTMENT

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September 17, 2019

**HONORABLE CITY COUNCIL**

**RE: D'Marco Craft & Michael Jackson v City of Detroit  
Civil Action Case No: 19-cv-12752**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We therefore, recommend a "YES" vote on the attached resolution.

Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**P.O. Glenn Bines**

**Badge No: 2071**

Respectfully submitted,

Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:

LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM 2:49

## RESOLUTION

By Council Member

**RESOLVED**, that the Law Department is hereby authorized under Section 13-11-1 et. seq. of the Municipal Code of the City of Detroit and in accordance with the foregoing communication to provide legal representation and indemnification to the following employee in the lawsuit **D'Marco Craft & Michael Jackson v City of Detroit, Civil Case No. 19-cv-12752.**

**P.O. Glenn Bines**

**Badge No: 2071**

APPROVED:

BY: *Laurence T. Garcia*  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL



CITY OF DETROIT  
LAW DEPARTMENT

COLEMAN A. YOUNG MUNICIPAL CENTER  
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11

September 17, 2019

**HONORABLE CITY COUNCIL**

**RE: D'Marco Craft & Michael Jackson v City of Detroit  
Civil Action Case No: 19-cv-12752**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We therefore, recommend a "YES" vote on the attached resolution.

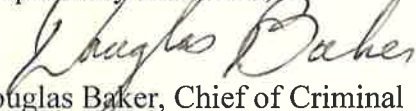
Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**P.O. David Mays II**

**Badge No: 5160**

Respectfully submitted,

  
Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:   
LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM 2:49

## RESOLUTION

By Council Member

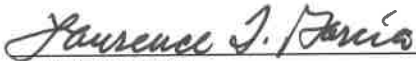
**RESOLVED**, that the Law Department is hereby authorized under Section 13-11-1 et. seq. of the Municipal Code of the City of Detroit and in accordance with the foregoing communication to provide legal representation and indemnification to the following employee in the lawsuit **D'Marco Craft & Michael Jackson v City of Detroit, Civil Case No. 19-cv-12752.**

**P.O. David Mays II**

**Badge No: 5160**

APPROVED:

BY:



LAWRENCE T. GARCIA  
CORPORATION COUNSEL





CITY OF DETROIT  
LAW DEPARTMENT

COLEMAN A. YOUNG MUNICIPAL CENTER  
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12

September 17, 2019

**HONORABLE CITY COUNCIL**

**RE: D'Marco Craft & Michael Jackson v City of Detroit  
Civil Action Case No: 19-cv-12752**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We therefore, recommend a "YES" vote on the attached resolution.

Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**P.O. Michael Bailey**

**Badge No: 4101**

Respectfully submitted,

Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:

LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM2:49

## RESOLUTION

By Council Member

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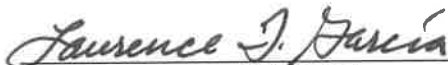
**RESOLVED**, that the Law Department is hereby authorized under Section 13-11-1 et. seq. of the Municipal Code of the City of Detroit and in accordance with the foregoing communication to provide legal representation and indemnification to the following employee in the lawsuit **D'Marco Craft & Michaele Jackson v City of Detroit, Civil Case No. 19-cv-12752.**

**P.O. Michael Bailey**

**Badge No: 4101**

APPROVED:

BY:



LAWRENCE T. GARCIA  
CORPORATION COUNSEL



CITY OF DETROIT  
LAW DEPARTMENT

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13

September 17, 2019

**HONORABLE CITY COUNCIL**

**RE: D'Marco Craft & Michael Jackson v City of Detroit  
Civil Action Case No: 19-cv-12752**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We therefore, recommend a "YES" vote on the attached resolution.

Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**Sgt. Randall Craig**

**Badge No: S-17**

Respectfully submitted,

Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:

LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM 2:45

## RESOLUTION

By Council Member \_\_\_\_\_ :

**RESOLVED**, that the Law Department is hereby authorized under Section 13-11-1 et. seq. of the Municipal Code of the City of Detroit and in accordance with the foregoing communication to provide legal representation and indemnification to the following employee in the lawsuit **D'Marco Craft & Michael Jackson v City of Detroit, Civil Case No. 19-cv-12752.**

**Sgt. Randall Craig**

**Badge No: S-17**

APPROVED:

BY: *Lawrence T. Garcia*  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL



CITY OF DETROIT  
LAW DEPARTMENT

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14

September 12, 2019

**HONORABLE CITY COUNCIL**

**RE: Howard Gardella v City of Detroit  
Civil Action Case No: 18-cv-13678**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We, therefore, recommend a "YES" vote on the attached resolution.

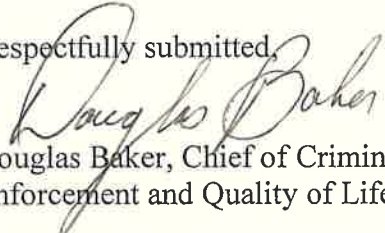
Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**P.O. Aaron Earl**

**Badge No: 2711**

Respectfully submitted,

  
Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:

  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM 2:48

## RESOLUTION

By Council Member

**RESOLVED**, that the Law Department is hereby authorized under Section 13-11-1 et. seq. of the Municipal Code of the City of Detroit and in accordance with the foregoing communication to provide legal representation and indemnification to the following employee in the lawsuit **Howard Gardella v City of Detroit, Civil Case No. 18-cv-13678**

**P.O. Aaron Earl      Badge No: 2711**

APPROVED:

BY:

  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL



CITY OF DETROIT  
LAW DEPARTMENT

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15

September 12, 2019

**HONORABLE CITY COUNCIL**

**RE: Howard Gardella v City of Detroit  
Civil Action Case No: 18-cv-13678**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We, therefore, recommend a "YES" vote on the attached resolution.

Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**Sgt. Stephen Kue**

**Badge No: S-1096**

Respectfully submitted,

Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:

LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM 2:40

## RESOLUTION

By Council Member

**RESOLVED**, that the Law Department is hereby authorized under Section 13-11-1 et. seq. of the Municipal Code of the City of Detroit and in accordance with the foregoing communication to provide legal representation and indemnification to the following employee in the lawsuit **Howard Gardella v City of Detroit, Civil Case No. 18-cv-13678**

**Sgt. Stephen Kue     Badge No: S-1096**

APPROVED:

BY:

  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL





CITY OF DETROIT  
LAW DEPARTMENT

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16

September 12, 2019

**HONORABLE CITY COUNCIL**

**RE: Howard Gardella v City of Detroit  
Civil Action Case No: 18-cv-13678**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We, therefore, recommend a "YES" vote on the attached resolution.

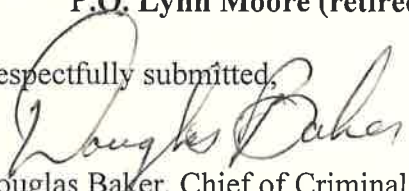
Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**P.O. Lynn Moore (retired)**

**Badge No: 3889**

Respectfully submitted,

  
Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:   
LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM 2:48

## RESOLUTION

By Council Member

**RESOLVED**, that the Law Department is hereby authorized under Section 13-11-1 et. seq. of the Municipal Code of the City of Detroit and in accordance with the foregoing communication to provide legal representation and indemnification to the following employee in the lawsuit **Howard Gardella v City of Detroit, Civil Case No. 18-cv-13678**

**P.O. Lynn Moore (retired) Badge No: 3889**

APPROVED:

BY:

  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL



CITY OF DETROIT  
LAW DEPARTMENT

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17

September 12, 2019

**HONORABLE CITY COUNCIL**

**RE: Howard Gardella v City of Detroit  
Civil Action Case No: 18-cv-13678**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We therefore, recommend a "YES" vote on the attached resolution.

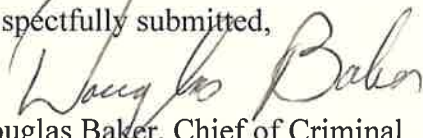
Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**P.O. Darrell Brents**

**Badge No: 3517**

Respectfully submitted,

  
Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:   
LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM 2:48

## RESOLUTION

By Council Member

**RESOLVED**, that the Law Department is hereby authorized under Section 13-11-1 et. seq. of the Municipal Code of the City of Detroit and in accordance with the foregoing communication to provide legal representation and indemnification to the following employee in the lawsuit **Howard Gardella v City of Detroit, Civil Case No. 18-cv-13678.**

**P.O. Darrell Brents**

**Badge No: 3517**

APPROVED:

BY:



LAWRENCE T. GARCIA  
CORPORATION COUNSEL



CITY OF DETROIT  
LAW DEPARTMENT

COLEMAN A. YOUNG MUNICIPAL CENTER  
2 WOODWARD AVENUE, SUITE 500  
DETROIT, MICHIGAN 48226-3437  
PHONE 313•224•4550  
FAX 313•224•5505  
WWW.DETROITMI.GOV

18

September 12, 2019

**HONORABLE CITY COUNCIL**

**RE: Howard Gardella v City of Detroit  
Civil Action Case No: 18-cv-13678**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We, therefore, recommend a "YES" vote on the attached resolution.

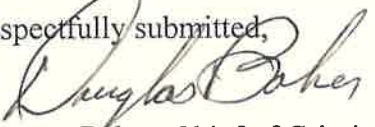
Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**Sgt. Jeffrey Banks**

**Badge No: S-801**

Respectfully submitted,

  
Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:   
LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM 2:14 P

## RESOLUTION

By Council Member \_\_\_\_\_ :

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**Sgt. Jeffrey Banks**

**Badge No: S-801**

APPROVED:

BY:

  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL



CITY OF DETROIT  
LAW DEPARTMENT

COLEMAN A. YOUNG MUNICIPAL CENTER  
2 WOODWARD AVENUE, SUITE 500  
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19

September 12, 2019

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Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**Sgt. Daniel Harnphanich**

**Badge No: S-1212**

Respectfully submitted,

Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:

LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM 2:47

## RESOLUTION

By Council Member \_\_\_\_\_ :

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**Sgt. Daniel Harnphanich**

**Badge No: S-1212**

APPROVED:

BY:



LAWRENCE T. GARCIA  
CORPORATION COUNSEL





CITY OF DETROIT  
LAW DEPARTMENT

COLEMAN A. YOUNG MUNICIPAL CENTER  
2 WOODWARD AVENUE, SUITE 500  
DETROIT, MICHIGAN 48226-3437  
PHONE 313•224•4550  
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WWW.DETROITMI.GOV

20

September 12, 2019

**HONORABLE CITY COUNCIL**

**RE: Howard Gardella v City of Detroit  
Civil Action Case No: 18-cv-13678**

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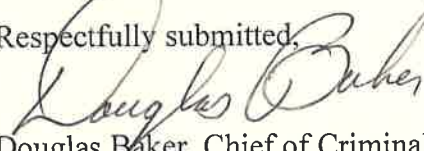
Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**Lt. Willie Duncan**

**Badge No: L-321**

Respectfully submitted,

  
Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:   
LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 AM 10:47

## RESOLUTION

By Council Member

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**Lt. Willie Duncan**

**Badge No: L-321**

APPROVED:

BY:

  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL



CITY OF DETROIT  
LAW DEPARTMENT

COLEMAN A. YOUNG MUNICIPAL CENTER  
2 WOODWARD AVENUE, SUITE 500  
DETROIT, MICHIGAN 48226-3437  
PHONE 313•224•4550  
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WWW.DETROITMI.GOV

21

September 12, 2019

**HONORABLE CITY COUNCIL**

**RE: Howard Gardella v City of Detroit  
Civil Action Case No: 18-cv-13678**

Representation by the Law Department of the City employee listed below is hereby recommended, as we concur with the recommendation of the Head of the Department and believe that the City Council should find and determine that the suit against the Defendant arises out of or involves the performance in good faith of the official duties of such Defendant. We further recommend that the City undertake to indemnify the Defendant if there is an adverse judgment. We, therefore, recommend a "YES" vote on the attached resolution.

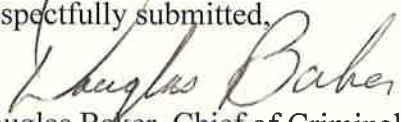
Copies of the relevant documents are submitted under separate cover.

Employee requesting representation:

**P.O. William Zeolla**

**Badge No: 1585**

Respectfully submitted,

  
Douglas Baker, Chief of Criminal  
Enforcement and Quality of Life

APPROVED:

BY:

  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL

DB/sb

Attachments

CITY CLERK 2019 OCT 9 PM 2:47

## RESOLUTION

By Council Member

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**RESOLVED**, that the Law Department is hereby authorized under Section 13-11-1 et. seq. of the Municipal Code of the City of Detroit and in accordance with the foregoing communication to provide legal representation and indemnification to the following employee in the lawsuit **Howard Gardella v City of Detroit, Civil Case No. 18-cv-13678**

**P.O. William Zeolla**

**Badge No: 1585**

APPROVED:

BY:

  
LAWRENCE T. GARCIA  
CORPORATION COUNSEL

**City of Detroit**  
OFFICE OF THE CITY CLERK

22

Janice M. Winfrey  
City Clerk

Andre P. Gilbert II  
Deputy City Clerk

CITY CLERK 2019 OCT 9 PM 12:52

October 9, 2019

Honorable City Council

**RE: Petition No. 1105: American Indian Health and Family Services of Southeastern Michigan Inc.** – a nonprofit organization, requests a resolution from your Honorable Body in support of a charitable gaming license.

On this date, your Honorable Body referred the above petition to this office for investigation. Petitioner wishes to be recognized as a nonprofit organization operating in the community for purposes of obtaining a gaming license from the Bureau of State Lottery.

Be advised that the organization meets the criteria for such recognition as established by the city Council on May 15, 2012.

Therefore, approval of this petition is recommended and an appropriate resolution is attached.

Respectfully submitted,

Janice M. Winfrey

JMW:cj

## RESOLUTION

By Council Member: \_\_\_\_\_

Whereas, American Indian Health and Family Services of Southeastern Michigan Inc., (4880 Lawndale, Detroit, Michigan 48210) requests for recognition as a nonprofit organization operating in the community for the purpose of obtaining a charitable gaming license from the State of Michigan, and

Whereas, the organization meets the criteria for such recognition as established by the City Council on May 15, 2012.

Therefore Be it Resolved, the Detroit City Council recognizes American Indian Health and Family Services of Southeastern Michigan Inc., (4880 Lawndale, Detroit, Michigan 48210) as a nonprofit organization operating in the community for the purpose of obtaining a charitable gaming license from the Bureau of State Lottery.

City of Detroit  
OFFICE OF THE CITY CLERK  
OFFICE OF THE  
DETROIT CITY CLERK  
2019 OCT -9 A 9 22 1

Janice M. Winfrey  
City Clerk

Andre P. Gilbert II  
Deputy City Clerk

## DEPARTMENTAL REFERENCE COMMUNICATION

*Tuesday, October 8, 2019*

*To: The Department or Commission Listed Below*

*From: Janice M. Winfrey, Detroit City Clerk*

---

The following petition is herewith referred to you for report and recommendation to the City Council.

In accordance with that body's directive, kindly return the same with your report in duplicate within four (4) weeks.

---

OFFICE OF THE CITY CLERK

**1105**     *American Indian Health and Family Services of Southeastern Michigan Inc., request from your Honorable Body a resolution in support of a Charitable Gaming License.*



American Indian Health and Family Services  
Of Southeastern Michigan, Inc.

Minobinmaadziwin "A Good Life"

OFFICE OF THE  
DETROIT CITY CLERK

2019 OCT -9 A 9 22

Monday, October 7, 2019

Jennifer Oprisiu  
American Indian Health and Family Services  
4880 Lawndale  
Detroit, MI 48210

City Clerk's Office  
Coleman A. Young Municipal Center 2  
Woodward Ave. Suite 200  
Detroit, MI 48226

To whom it may concern,

My name is Jennifer Oprisiu and I am the Development Coordinator at American Indian Health and Family Services. I am writing to you today to request permission to obtain a charitable gaming license from the State of Michigan. We ask that the City completes the application attached, *Local Governing Body Resolution for Charitable Gaming License*.

American Indian Health and Family Services is a 501(c) (3) and is located at 4880 Lawndale, Detroit, Michigan 48210. Our mission is to empower and enhance the physical, spiritual, emotional, and mental wellbeing of American Indian/Alaska Native individuals, families and other underserved populations in SE MI through culturally grounded health and family services. We have had a strong presence in the community for over 40 years.

We will be holding a raffle at our Winter Solstice event on December 21<sup>st</sup>, 2019. This event will be held at the University of Michigan-Dearborn between 12pm and 4pm. Please let me know if you have any questions or comments. We would also be honored if the City Council and their staff could be in attendance at this community event.

You can contact me directly for all communications regarding this application. Please see my contact information below.

Jennifer Oprisiu  
Cell: 313.580.2614  
Email: joprisiu@aihfs.org

Thank you,

Jennifer Oprisiu, MPA  
Development Coordinator

CITY CLERK 2019 OCT 7 PM12:27

4880 Lawndale, Detroit, MI 48210 • Mail: P.O. Box 810, Dearborn, MI 48121  
Clinic: (313) 846-6030 Fax: (313) 846-2751 • Administration: (313) 846-3718 Fax: (313) 846-0150



## QUALIFICATION INFORMATION

Complete this form and submit with the required qualification documents listed on the attached Qualification Requirements sheet. A Bingo, Raffle, or Charity Game Ticket license application and fee may also be submitted with this information. See box #5 below for mailing instructions.

### 1. ORGANIZATION INFORMATION

Organization Name <b>American Indian Health and Family Services</b>			
Organization Physical Street Address <b>4880 Lawndale</b>			
City <b>Detroit</b>	State <b>MI</b>	Zip Code <b>48210</b>	County <b>Wayne</b>
Organization Mailing Address			<input checked="" type="checkbox"/> Same as Physical Address
City	State	Zip Code	County
Organization Telephone Number <b>313.846.3718</b>			

### 2. ORGANIZATION PURPOSE

Briefly describe the purpose of your organization. **AIHFS is a non-profit health center whose mission is to empower and enhance the physical, spiritual, emotional, and mental well being of American Indian Alaska Native individuals, families, and other underserved populations in South East Michigan through culturally grounded health & family services.**

### 3. LICENSE APPLICATION

Enclosed is a completed application and fee for a ☐ Bingo ☒ Raffle ☐ Charity Game Ticket license  
Make checks payable to STATE OF MICHIGAN.

### 4. AUTHORIZED CONTACT PERSON

First Name <b>Chasity</b>	Last Name <b>Dial</b>	Position/Role with Organization <b>CEO</b>	
Mailing Address <b>4880 Lawndale</b>		City <b>Detroit</b>	
State <b>MI</b>	Zip Code <b>48210</b>	Telephone Number (Day)	Telephone Number (Evening)
By signing below, I hereby certify that the representations, information, and data presented are true, accurate, and complete to the best of my knowledge. I understand that failure to answer truthfully, completely, and accurately could preclude the organization from receiving an approval to obtain a gaming license.			
Authorized Contact Person Signature <b>C. Dial</b>			Date <b>9/18/19</b>
Print Authorized Contact Name and Title <b>Chasity Dial - CEO</b>			

### 5. MAILING INSTRUCTIONS

Mail this completed Qualification Information form, the required qualification documentation listed on the Qualification Requirements sheet, and the completed license application and fee (if also applying for a gaming license) to Charitable Gaming Division, PO Box 30023, Lansing, MI 48909. If submitting by overnight carrier (FedEx, UPS, etc.), send to Charitable Gaming Division, 101 East Hillsdale, Lansing, MI 48933.





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

Yeas: \_\_\_\_\_

Nays: \_\_\_\_\_

Absent: \_\_\_\_\_

### DISAPPROVAL

Yeas: \_\_\_\_\_

Nays: \_\_\_\_\_

Absent: \_\_\_\_\_

I hereby certify that the foregoing is a true and complete copy of a resolution offered and  
adopted by the \_\_\_\_\_ at a \_\_\_\_\_  
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL

meeting held on \_\_\_\_\_  
DATE

SIGNED: \_\_\_\_\_  
TOWNSHIP, CITY, OR VILLAGE CLERK

PRINTED NAME AND TITLE

ADDRESS

COMPLETION: Required.  
PENALTY: Possible denial of application.

BSL-CG-1153(R6/09)

INTERNAL REVENUE SERVICE  
DISTRICT DIRECTOR  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date FEB 12 1993

AMERICAN INDIAN HEALTH AND FAMILY  
SERVICES OF SOUTHEASTERN MI INC  
C/O MARIA L HARRISON  
4880 LAWNDALE  
DETROIT, MI 48210-2010

Employer Identification Number:  
38-3081615

DLN:  
17053017884008

Contact Person:  
D. A. DOWNING  
Contact Telephone Number:  
(513) 241-5199

Our Letter Dated:  
April 1993  
Addendum Applies:  
No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

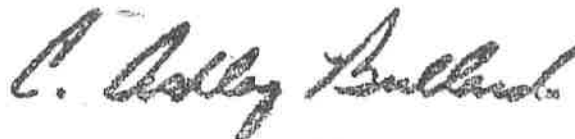
Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,



District Director

Letter 1050 (DO/CG)

RECEIVED FEB 12 1993

ORIGINAL

C 18, 302 (Rev. 2-82)

924EN3501 1215 DRG&amp;FI \$22.50

## MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

Date Received

DEC 14 1992

(FOR BUREAU USE ONLY)

FILED

DEC 14 1992

Name

American Indian Health And Family Services of Southeastern MI., Inc.

Administrator

MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

Address

4400 Livernois Ave.

City

Detroit, Michigan

State

48210

ZIP Code

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CORPORATION IDENTIFICATION NUMBER

732-742

## ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

## ARTICLE I

The name of the corporation is:

American Indian Health And Family Services of Southeastern MI., Inc. ~~MINCHANDZHEN~~

## ARTICLE II

The purpose or purposes for which the corporation is organized are:

The corporation is organized to provide health and human services to the urban Native American Indian population of Southeastern Michigan.

SEE ATTACHMENT: Article II

## ARTICLE III

The corporation is organized upon a NONSTOCK basis.  
(stock or nonstock)

1. If organized on a stock basis, the total number of shares which the corporation has authority to issue is \_\_\_\_\_. If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

mf

22-501 096421 0982

ATTACHMENT:

ARTICLE II:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt 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.)

ARTICLE VI:

A.) Restrictions on operations:

1. No part of the assets or the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II.

2. 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 or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (c) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982 as amended.

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU		
Date Received		(FOR BUREAU USE ONLY)
DEC 14 1992		<b>FILED</b>
		DEC 14 1992
Name <i>AMERICAN INDIAN HEALTH AND FAMILY SERVICES OF SE. MICH</i>		Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau
Address <i>4400 LIVERNOIS</i>		EXPIRATION EXPIRATION DATE: December 31, 1997
City <i>Detroit</i>	State <i>MICH</i>	Zip Code <i>48209</i>

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

### CERTIFICATE OF ASSUMED NAME

For use by Corporations and Limited Partnerships  
(Please read Information and Instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), or Act 213, Public Acts of 1982 (limited partnerships), the corporation or limited partnership in item one below executes the following Certificate:

1. The true name of the corporation or limited partnership is:  
*AMERICAN INDIAN HEALTH AND FAMILY SERVICES OF SOUTHEASTERN MI., INC.*

2. The identification number assigned by the Bureau is:

*732-742*

3. The location of the corporate registered office or the office at which the limited partnership records are maintained is:

*4400 LIVERNOIS* *Detroit* *MICH* *48210*  
(STREET ADDRESS) (CITY) (STATE) (ZIP CODE)

4. The assumed name under which business is to be transacted is:

*MINOMADZWIN* ✓

Signed this *14* day of *December*, 19 *92*

By *Maria Harrison*  
(SIGNATURE)

*MARIA HARRISON*  
(TYPE OR PRINT NAME)

(TYPE OR PRINT TITLE)

(LIMITED PARTNERSHIPS ONLY — INDICATE NAME OF GENERAL PARTNER IF A CORPORATION OR OTHER ENTITY)

*mf*  
*12/17/92 096426 GCK*

AMERICAN INDIAN HEALTH AND FAMILY SERVICES OF SOUTHEASTERN MI.,  
INC. 38-3081615

~~AMENDMENT FOR ARTICLES OF INCORPORATION~~

~~I. In order to meet the organizational test for exemption under section 501 (c) (3), your organizational document, Articles of Incorporation, must be amended to include the following provisions:~~

Please add the following amendment to the incorporated.

*Article VIII*

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)-(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Required by Section 511, Act of 1982. Failure to file this report may result in the dissolution/revocation of the corporation.

# 1. MICHIGAN ANNUAL REPORT NONPROFIT CORPORATIONS

9430#8239 0105 N-MAR \$10.00  
9430#8239 0105 DRG&FI \$5.00

CORPORATION NUMBER

732742

1993

FOR BUREAU USE ONLY

This Report must be filed on  
or before October 1, 1993

If the Resident Agent, Registered Office, or the mailing address of the Registered Office has changed, enter the corrections below and add \$5.00 to the \$10.00 filing fee. Make remittance payable to the State of Michigan.

FILED BY DEPARTMENT JAN 11 '94  
FOR BUREAU USE ONLY

1. Corporate Name AMERICAN INDIAN HEALTH AND FAMILY SERVICES OF SOUTHEASTERN MI., INC. 4400 LIVERNOIS AVE. DETROIT MI 48210	1a. Mailing address of registered office if different than 1
2. Resident Agent MARIA D. HARRISON	2a. Resident Agent if different than 2
3. Registered Office Address in Michigan - NO., STREET, CITY, ZIP 4400 LIVERNOIS AVE. DETROIT 48210	3a. Address of registered office if different than 3 - NO., STREET, CITY, ZIP 4880 Lawndale St. Detroit, MI. 48210

THE CORPORATION STATES THAT THE ADDRESS OF ITS REGISTERED OFFICE AND THE ADDRESS OF THE BUSINESS OFFICE OF ITS RESIDENT AGENT ARE IDENTICAL. ANY CHANGES WERE AUTHORIZED BY RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS.

4. Federal Employer Number 38-3081615	5. Term of Existence (If not perpetual) PERPETUAL	6. The Act Under Which Incorporated (If other than 1931, P.A. 327 or 1982, P.A. 162)
7. State of Incorporation MI	8. Incorporation Date 12/14/1992	9. Date of Admittance (Foreign Corporation)
10. The value of all real and personal property and cash owned at the time of filing this report (IF NONE ENTER "NONE") \$ 500,000.	11. The authorized capital stock value (if any): \$ None	11a. Number of shares: 0

12. Describe the purpose and activities of the corporation during the year covered by this report:

Health care services to the Native American population.

13. What, if any, distribution of funds has been made to any member or shareholders during the year covered by this report. Explain your answer (IF NONE ENTER "NONE"):

NONE

14. Provide the total amount of any loans, advances, overdrafts or withdrawals and repayments thereof made to or by officers, directors, members, or shareholders of the corporation otherwise than in the ordinary and usual course of business of the corporation and on the ordinary and usual terms of repayment and security at the time of filing. Explain your answer (IF NONE ENTER "NONE"):

NONE

15. Corporate Officers and Directors - As of October 1, 1993 (Name, Street Address, City, State, ZIP Code)

If different than President	President	SEE SEPERATE ATTACHMENT WITH NAMES
	Secretary	
	Treasurer	
If different than Officers	Director	
	Director	
	Director	
	Director	

If the Mailing Address of the Registered Office, Resident Agent, or Registered Office has changed, this report must be SIGNED IN INK by either the President, Vice-President, Chairperson, Vice-Chairperson, Secretary, or Assistant Secretary of the corporation.

Signature of Authorized Officer or Agent <i>Joanne L. Schenk</i>	Title <i>Chairperson</i>	Date <i>10/19/93</i>
PREPARED BY NAME <i>Marie Harrison</i>	DAYTIME TELEPHONE NUMBER (313) 846-3718	
OCT 25 1993		



**AMENDED AND RESTATED BYLAWS OF THE  
AMERICAN INDIAN HEALTH AND FAMILY SERVICES OF  
SOUTHEASTERN MICHIGAN, INC.  
MINOBINMAADZIWIN**

**ARTICLE I**

**Name**

The name of this corporation shall be the American Indian Health and Family Services of Southeastern Michigan, Inc., dba MINOBINMAADZIWIN, a Michigan non-profit corporation hereinafter referred to in these Amended and Restated Bylaws as the "Corporation".

**ARTICLE II**

**Principal and Business Offices**

The registered office of the corporation, which shall be its principal office, shall be located at 4880 Lawndale, Detroit, Michigan, 48210. The Board of Directors (hereinafter referred to as the "Board" or "Board member") may change the principal office or the registered office of the Corporation from time to time and may establish other offices, either within or without the State of Michigan, as the business of the Corporation may require.

**ARTICLE III**

**Mission**

Empower and enhance the physical, spiritual, emotional, and mental wellbeing of American Indian families and other underserved populations in SE MI through culturally grounded health and family services.

**Vision**

AIHFS will be nationally recognized as a leading Urban Indian health and community center supporting healthy Native people, families and communities.

**ARTICLE IV**

**Purpose**

The Corporation shall be governed by the Board, which is empowered to carry out the following purposes:

- a.) to determine the mission of the Corporation;
- b.) to establish the overall direction of the Corporation through the development of goals, objectives, and long-term strategic plans;
- c.) to monitor and evaluate the Corporation's performance;
- d.) to establish policy;
- e.) to ensure adequate resources and their efficient and effective use to meet community needs;
- f.) to select and evaluate the Chief Executive Officer (CEO);
- g.) to assess its own performance.

## **ARTICLE V**

### **Members**

The Corporation shall not have any membership. The Corporation does not issue stock.

## **ARTICLE VI**

### **Board Powers; Method of Selection; Board Meetings**

**Section 1. General Powers.** The business, property and affairs of the Corporation shall be managed by its Board. The Board may exercise any and all of the powers granted to it under the laws of the State of Michigan. The Board may delegate said powers to the officers of the Board and/or Assistants to the officers or such other officers and agents as it deems appropriate or necessary.

**Section 2. Method of Selection.** The Board shall adopt methods and procedures for selecting members of the Board. However, no member of the Board may be related to a current employee of the Corporation. In unusual circumstances the Board shall consider, by consensus, whether to permit a person to serve even though he or she is related to a current employee of the Corporation.

**Section 3. Board Meetings.** The Board shall hold regular meetings at such times and places as the Board members shall from time to time determine. The Board will schedule at least six meetings per fiscal year. The Board shall meet bi-monthly, exception for good cause. The secretary or designee shall take the minutes with notice of who is present, absent and the status of quorum.

**Section 4. Annual Meeting.** The Board shall hold an annual meeting in November or at another such time as the Board members shall determine. The agenda for the annual meeting shall include election of officers, selection of Board members to fill vacant/expiring terms, review of committee memberships and progress, committee appointments, review and revisions to the Strategic Plan, review of Policies, and review and planning for Board trainings. The secretary or designee shall take the minutes with notice of who is present, absent and the status of quorum, as well as update the Board Roster, including new term limits.

**Section 5. Special Meetings.** Special meetings of the Board may be called by or at the request of the Board Chairperson or any two Board members. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them, including electronic meetings as described in Art. VI, Sec. 9, and, if no other place is fixed, the place of meeting shall be the principal business office of the Corporation.

**Section 6. Notice; Waiver.** Notice of any meeting of the Board shall be given by one of the following methods:

- (a) by mailing a written notice of such meeting to such address as the Board member designates from time to time or, in the absence of designation, to the last known address of the Board member at least three (3) days prior to the meeting;

- (b) by personally delivering a written notice of such meeting to the Board at least two days in advance of such meeting;
- (c) by orally notifying the Board of such meeting at least two days in advance, either personally or by telephone; or
- (d) by electronically transmitting notice to the Board at least two days in advance to the Board member by facsimile or e-mail to the address/number listed on the current Board Roster.

**Section 7. Quorum.** The quorum for the transaction of business at any meeting of the Board shall be composed of one-half or more of Board members in office. If less than this number is present at a meeting, one half or more of Board members present may adjourn the meeting from time to time, providing such notice is given in accordance with Section 6 above.

**Section 8. Manner of Acting.** Decisions reached by a consensus of the simple majority of the Board present at a meeting at which a quorum is present or by written consent as provided in Section 11 below shall be the act of the Board.

**Section 9. Electronic Meetings; Electronic Participation in Meeting.** The Board may convene a meeting using audio and/or video and/or internet or other conferencing methods through which all persons participating in the meeting can communicate with the other participants. Board member(s) may participate in any meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can communicate with the Board. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

**Section 10. Board Vacancies.** Board vacancies shall be filled as follow

- a.) The decision for nomination shall be based on consensus of the Board.
- b.) In the event there is a vacancy on the Board after the annual meeting and prior to the annual meeting of the following year, the nominating committee shall recommend one or more applicants to fill the vacancy and the board shall have the authority to elect that nominee to the board.

**Section 11. Action Without Meeting.** To the extent permitted by Michigan law, any action required or permitted to be taken at a meeting may be taken without a meeting, without prior notice and without a vote, if a written consent resolution, setting forth the action so taken, is signed by a simple majority of the Board. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to Board members who have not consented in writing.

**Section 12. Presumption of Assent.** A Board member who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that member's dissent shall be entered in the minutes of the meeting or unless that Board member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting.

This right to dissent shall not apply to a Board member who voted in favor of such action.

**Section 13. Attendance.** Any Board member who has three (3) unexcused absences from a regularly scheduled meeting in one calendar year may be removed by the Board. Illness, uncontrollable business requirements or deaths in the immediate family are excusable reasons for non-attendance.

## **ARTICLE VII**

### **Board Members**

**Section 1. Selection and Length of Term.** Selection of new Board members shall comply with Article VI, Section. 2, and Article IX, Section 2. Nominating Committee. The term of each Board member shall be three (3) years.

**Section 2. Number of Board Members.** The Board shall consist of not less than nine (9) or more than fifteen (15), as that number may be determined from time to time by the Board. The Board shall be composed of individuals who are committed to the Corporation's mission, which is set forth in Article III of these Amended and Restated Bylaws. A roster of Board members shall be maintained containing name, contact information, occupation, year appointed, and Tribal affiliation, if any.

**Section 3: Composition.** Fifty-one percent (51%) of the Board must be comprised of individuals who meet the qualifications for Urban Indian Health Services as defined by IHS, 42 CFR Part 36.12; by one or more of the following:

- i. Membership in a tribe, band, or other organized group of Indians, including: (i) those tribes, bands, or groups terminated since 1940, and (ii) those recognized now or in the future by the State in which they reside
- ii. Is a descendant, in the first or second degree, of any such member described above
- iii. Is an Eskimo or Aleut or other Alaska Native
- iv. Is considered by the Secretary of the Department of the Interior to be an Indian for any purpose or by
- v. Self Certification

**Section 4. Qualifications.** Individuals qualified to serve on the Board shall meet one or more of the following:

- a.) Any person who understands the history of the Native American is culturally aware and committed to improving the health and wellbeing of Native American individual and their families.
- b.) Any person who presents a statement of willingness and ability to serve for the term to which they might be elected, including attendance at and participation in regular, special and committee meetings, in order that affairs of the corporation might be properly managed.
- c.) Any person representative of an underserved population. .
- d.) Any Native American Indian who represents a "user member" of services rendered at the Corporation. A "user member" is defined as a representative of the demographic area as

well as a resident of the area served, and utilizes the Health Center as a principal source of primary care within the last two years of their appointment. The legal guardian, or family member, of a consumer of health services may be considered a consumer for purposes of Board membership.

- (e.) Any person who represents a "non-user member" of services rendered at the Corporation shall be representative of the community in which the Health Centers service area is located, and shall have expertise in community affairs, social service agencies, local government, finance, legal affairs, trade unions and other commercial activities. No more than one half of the non-user members of the Board may be individuals who derive more than ten percent of their annual income from the health care industry.
- (f.) Former employees and members of their immediate family (See nepotism definition in personnel policies); however, such persons are not eligible to serve until six months after the termination date of the employee.

**Section 5. Removal.** Any Board member may be removed upon an affirmative simple majority vote of the Board members then in office.

**Section 6. Resignation.** Any Board member may resign at any time by providing written notice to the Board, the Chairperson, or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A successor may be appointed as provided in Art. VI, section 10.

**Section 7. Vacancies.** A vacancy in the Board shall be deemed to exist if any of the following events occurs:

- (a) Any Board member dies, resigns, is removed, adjudged incompetent, becomes mentally or physically incapacitated, or is otherwise unable to carry out the duties of Board member; or
- (b) The authorized number of Board members is greater than the number of members on the Board.

Vacancies in the Board may be filled by a simple majority of the remaining members, though less than a quorum, or by a sole remaining Board member making such appointment, and each member so appointed shall hold office until his or her successor is elected and is qualified.

**Section 8. Fees and Compensation.** By resolution of the Board, members may be paid their expenses, if any, for attendance at each Board meeting and a fixed sum for attendance at each Board meeting. Nothing herein contained shall be construed to preclude any Board member from serving the Corporation in any other capacity as an officer, agent, employee or otherwise and receiving separate compensation.

## **ARTICLE VIII**

### **Officers**

**Section 1. Officers of the Board.** The officers of the Board shall consist of a Chairperson, Vice-Chairperson, Secretary, and a Treasurer. One person may hold two or more offices. No officer shall execute, acknowledge or verify any instrument in more than one capacity. The duties and responsibilities of each office shall be consistent with the requirement that the Board not usurp or unnecessarily impinge on the Chief Executive Officer (CEO)'s authority for the day-to-day management of the agency's operations.

**Section 2. Election.** The officers of the Board shall be chosen by the Board at the annual meeting, held in November, or at other, such time as the Board shall determine, to serve a three-year term. The nominating committee shall, prior to the annual meeting, prepare a slate of nominees. The Board shall also accept nominations from the floor. Each officer shall hold his or her office until his or her term expires, he or she shall resign his or her position as officer, until he or she shall be removed or otherwise disqualified to serve, or until his or her successor shall be elected and qualified.

**Section 3. Subordinate Officers and Agents.** The Corporation shall, at the discretion of the Board, hire a Chief Executive Officer (CEO). The Chief Executive Officer (CEO) shall report to the Board at each scheduled meeting, the agency's activities. The Board shall vote and record approval of the Chief Executive Officer (CEO)'s report. The Chief Executive Officer (CEO) is an agent of the governing Board and is directly accountable to the Board.

**Section 4. Removal and Resignation.** Any officer or agent may be removed upon an affirmative simple majority vote of the Board members then in office at any regular or special Board meeting. Any officer may resign at any time by giving written notice to the Board, the Chairperson, or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Amended and Restated Bylaws for regular appointments to such office.

**Section 6. Chairperson of the Board.** The Chairperson of the Board shall preside at all meetings of the Board and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

**Section 7. Vice-Chairperson.** In the event of the Chairperson's absence or disability, the Vice-Chairperson shall perform all the duties of and shall be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall have such other powers and authority and shall perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

**Section 8. Secretary.**

- (a) The Secretary shall attend all Board meetings and shall keep or cause to be kept, in his or her custody at the principal or registered office of the Corporation or such other place as the

Board may order, a book recording the minutes of all Board meetings setting forth: the place, date, and hour of holding; whether regular or special, and, if special, how authorized; the notice thereof given; the names of those present at Board meetings; and the proceedings thereof.

- (b) The Secretary shall keep or cause to be kept at the registered office of the Corporation, a list showing the names of the Board members and their addresses.
- (c) The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same or cause the same to be affixed to any instrument requiring it; when so affixed, the seal shall be attested by his or her signature or by the signature of the Treasurer or the Assistant Secretary.
- (d) The Secretary shall perform such other duties and have such other authorities as are delegated to him or her by the Board.
- (e) The Secretary shall give or cause to be given notice of all Board meetings required by these Bylaws or by law.

**Section 9. Assistant Secretaries.** In the event of the Secretary's absence or disability, the Assistant Secretary shall act as Secretary in all respects. The Assistant Secretary shall exercise such other powers and perform such other duties as from time to time may be prescribed for her, or him by the Board, the Secretary, or these Bylaws.

**Section 10. Treasurer.** The Treasurer shall see that a true and accurate accounting of the financial transactions of the Corporation be maintained. The Treasurer shall direct the preparation of the annual budget along with the Chief Executive Officer (CEO) to comply with directives of the funding source. All reports are to be submitted in writing.

**Section 11. Assistant Treasurers.** In the event of the Treasurer's absence or disability, the Assistant Treasurer shall act as Treasurer in all respects. The Assistant Treasurer shall exercise such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board, the President, the Treasurer, or these Bylaws.

## **ARTICLE IX**

### **Committees**

**Section 1. Committees.** The Board, by resolution adopted by a simple majority of the Board members in office, may designate and appoint one or more committees, each of which shall consist of at least one Board member. Committees, so designated, shall have investigative, review, reporting, and recommendatory powers only, in the area pertaining to their assignment. Each committee may, subject to the approval of the Board, prescribe rules and regulations for the conduct of meetings of the committee and other rules relating to that committee. Forming Chairperson can elect to pass on responsibility for chairing the committee to another Board member, and a record of meetings and activities shall be kept, and a copy shall be forwarded to the Executive Assistant for appropriate filing. All committees shall report on their areas of responsibility at least quarterly, such report to include meetings held, actions taken, and any recommendations for Board discussion.

**Section 2. Standing Committees.** The following shall be standing committees of the Corporation:

**Executive Committee**

The executive committee shall be comprised of Chairperson, Vice-Chairperson, Treasurer and Secretary. The executive committee is the only committee authorized to act on behalf of the full Board in the event that the full Board is unable to meet. The executive committee shall act on behalf of the agency only during the interim periods between Board meetings (i.e., in emergencies) and must act consistent with established Board policies and directions. The executive committee shall be further responsible for reviewing monitoring the Policy and Procedures of the organization, and for presenting to the full Board any new, amended, or modified Policy and Procedures for discussion and/or approval.

**Finance Committee**

The finance committee shall be comprised of the Treasurer, the Chief Executive Officer (CEO) and at least one other Board member who shall oversee, develop, adopt, and periodically update the agency's policies and procedures for financial reporting and management practices, including a system to assure accountability for corporate resources; long-range financial planning; budget priorities; eligibility for services, including criteria for partial payment schedules; and any other fiscal issues as directed by the Board. The committee shall make recommendations to the Board on actions to maintain and improve the fiscal integrity of the organization. The committee shall oversee responsibility for the annual project budget submitted as part of the Title V, 330 grant application, and other relevant grant submissions and annual budget procedures. The committee shall oversee responsibility for the timely completion of the agency's annual audit and Federal form 990.

**Nominating Committee**

A nominating committee shall consist of at least one Board member. The committee will be elected by the Board. This committee shall accept all applications or nominations to fill board positions. They shall search for qualified persons to serve and encourage their involvement. They shall review all applications to determine compliance with requirements of these bylaws. They shall recommend nominees for Board approval.

**Personnel Committee**

The personnel committee shall be comprised of at least three Board members, selected by the Board. The committee shall select a chairperson. The committee shall develop, adopt, and periodically update the agency's personnel policies and procedures. The committee shall, when requested by the Board, and with the assistance of the Chief Executive Officer (CEO), make recommendations to the full Board, as to the following: personnel policies and procedures and their implementation; personnel selection and dismissal procedures; employee grievance procedures, including investigation and recommendation of appropriate action; salary and benefit scales upon the advice of the Chief Executive Officer (CEO); salary adjustments upon the advice of the Chief Executive Officer (CEO); equal opportunity practices; and any other personnel issues as directed by the Board.



### **Planning Committee**

The planning committee shall be elected by the Board and will be comprised of at least one Board member who shall work with American Indian Health & Family Services of Southeastern Michigan Inc.'s Chief Executive Officer (CEO)/staff to identify needs and plan short/long range goals and objectives and means of attaining such goals.

### **Quality Assurance Committee**

The quality assurance committee shall consist of at least one Board member. In keeping in accordance with IHS Title V and HRSA's FQHC requirements and expectations, the committee is responsible for developing, adopting, and periodically updating the agency's health care policies, including the scope and availability of services, and location and hours of services. The committee is responsible for overall quality assurance as defined by external and internal rules and expectations, and shall undertake a quality of care audit of agency activities and program services. The committee shall evaluate agency activities and outcomes of program services by reviewing documents and data pertaining, but not limited to, service utilization patterns; productivity; patient satisfaction; achievement of project objectives; and any other activities related to quality improvement. The committee shall make recommendations for improvement. The committee shall oversee responsibility for developing a process for hearing and resolving patient grievances. In compliance with all Title V, 330 grant and all other funding requirements, the committee shall evaluate itself periodically for efficiency, effectiveness, and compliance with all Title V, Section 330 grant and other funding requirements.

### **Resource Development Committee**

The resource development committee shall be elected by the Board members and shall consist of at least one Board member. The committee shall work with the Chief Executive Officer (CEO) to formulate a plan for garnering external funds from private and public funders and from individual donors. The committee will review and monitor the implementation of the plan.

## **ARTICLE X** **Miscellaneous**

**Section 1. Annual Report.** The Corporation shall cause a financial report of the Corporation for the preceding fiscal year to be made and distributed to each Board member within four (4) months after the end of the fiscal year. The report shall include the Corporation's year-end balance sheet and, if prepared by the Corporation, its statement of source and application of funds.

**Section 2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loan, advance to, overdraft, or withdrawal by an officer, Board member, or member of the Corporation shall be made or permitted.

**Section 3. Indemnification.** Provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended, (the "Code") or cause the Corporation to lose its tax exempt status under the Code, the Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a

Board member, officer, employee, nonmember volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as Board member, officer, employee, nonmember volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended, (the "Code") or cause the Corporation to lose its tax exempt status under the Code, the Corporation shall have power to indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Board member, officer, employee, nonmember volunteer or agent of the Corporation, or is or was serving at the request of the Corporation, as a Board member, officer, employee, nonmember volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(a) Indemnification against expenses:

- (1) to the extent that a Board member, officer, employee, nonmember volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
- (2) any indemnification above shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Board member, officer, employee, nonmember volunteer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Subsections (a) and (b). Such determination shall be made in either of the following ways:
  - (i) by the board by a simple majority vote of a quorum consisting of Board members who were not parties to such action, suit or proceeding.

- (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Board members so directs by independent legal counsel in a written opinion.
  - (3) If a person is entitled to indemnification for a portion of expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- (b) Expenses incurred in defending a civil or criminal action, suit or proceeding described above may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the Board member, officer, employee, nonmember volunteer or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation, provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended, (the "Code"), or cause the Corporation to lose its tax exempt status under the Code.
- (c) Nonexclusivity:
- (1) The indemnification or advancement of expenses as provided herein is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
  - (2) The indemnification provided for herein continues as to a person who ceases to be a Board member, officer, employee, nonmember volunteer or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.
- (d) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, nonmember volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a Board member, officer, employee, nonmember volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

**ARTICLE XI**  
**Accounts, Gifts, Execution of Instruments**

**Section 1.     Bank Accounts.** Each bank account of the Corporation shall be established and continued only by order of the Board.

**Section 2.     Gifts.** The Board or an agent of the Corporation may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for any general or special purpose of the Corporation.

**Section 3.     Checks, Etc.** All checks, drafts, and orders for the payment of money shall be signed in the name of the Corporation in such manner and by such officers or agents, as the Board shall from time to time designate for that purpose. No check or other instrument for the payment of money to the Corporation shall be endorsed otherwise than for deposit to the credit of the Corporation. All checks of the Corporation shall be drawn to the order of the payee.

**Section 4.     Contracts, Conveyances, Etc.**

- (a) When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the Chairperson or any Vice Chairperson and the Secretary or Treasurer may execute the same in the name and on behalf of this Corporation and may affix the corporate seal thereto. The Board shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.
- (b) Notwithstanding anything contained herein to the contrary, no officer, employee, nonmember volunteer or agent of this Corporation shall have the authority to disburse monies or other property to other persons, to obligate the Corporation to do or perform any act, to make any payments of money or property, or to execute any of the instruments described herein on behalf of this Corporation other than in the "ordinary course of business" unless he or she shall have previously obtained the approval of the Board and unless such approval or ratification shall appear in the minutes of this Corporation. An action described above shall be in the "ordinary course of business" when the value in the aggregate is Twenty-thousand dollars or less.

**ARTICLE XII**  
**Conflict of Interest**

**Section 1.     Board Members.** No Board member shall be an employee of the agency or an immediate family member of an employee. The Chief Executive Officer may serve only as an ex-officio member of the Board. Any Board member who may be involved in a business transaction with the Corporation in which there is a possible conflict of interest shall promptly notify the Chairperson of the Board, and shall refrain from voting on any such transaction, participating in deliberations concerning it, or using personal influence in any way in the matter. Furthermore, the Chairperson, in the Board member's absence, shall disclose the potential conflict of interest to the other members of the Board before any vote on the business transaction and such disclosure shall be recorded in the Board minutes of the meeting at which it is made.

**Section 2. Staff.** Any staff member who may be involved in a business transaction with the Corporation in which there is a possible conflict of interest shall promptly report the possible conflict to the Chief Executive Officer (CEO). If the possible conflict involves the Chief Executive Officer (CEO), the Chief Executive Officer (CEO) shall report the possible conflict to the Chairperson of the Board.

The Chief Executive Officer (CEO) or, where applicable, Chairperson, after receiving information about a possible conflict of interest, shall take such action as is necessary to assure that the transaction is completed in the best interest of the American Indian Health & Family Services of Southeastern Michigan, Inc. without the substantive involvement of the person who has the possible conflict of interest.

A written record of any report of possible conflict and of any adjustments made to avoid possible conflict and of any adjustments made to avoid possible conflicts of interest shall be kept by the Chief Executive Officer (CEO) or, where applicable, Chairperson.

**Section 3. Definitions.**

- a.) "Involved in a business transaction with the Corporation" means initiating, making the principal recommendation for, or approving a purchase or contract; recommending or selecting a vendor or contractor; drafting or negotiating the terms of such a transaction; or authorizing or making payments from the Corporation's accounts. That language is intended to include not only transactions for the procurement of goods and services, but also for the disposition of the Corporation's property, and the provision of services or space by the Corporation.
- b.) A "possible conflict of interest" is deemed to exist where a Board member or staff member, or a close relative, or a member of that person's household, is an officer, Board member, employee, proprietary, partner, or trustee of, or, when aggregated with close relatives and members of that person's household, holds 1% or more of the issued stock in the organization seeking to do business with the Corporation. A possible conflict is also considered to exist where such a person is (or expects to be) retained as a paid consultant or contractor by an organization which seeks to do business with the Corporation, and whenever a transaction will entail a payment of money or anything else of value to the official, member, to a close relative, or to a member of that person's household.
- c.) A "possible conflict of interest" exists when an individual affiliated with the Corporation has an interest in an organization which is in competition with a firm seeking to do business with the Corporation, if the individual's position gives him or her access to proprietary or other privileged information which could benefit the firm in which he or she has an interest.
- d.) A "possible conflict of interest" exists when an individual affiliated with the Corporation is a member, Board member, officer, or employee of a not-for-profit organization which is seeking to do business with or have a significant connection with the Corporation or is engaged in activities which could be said in a business context to be "in competition with" the programs of the Corporation.

The foregoing policy statement shall be made available to each Board member and each person appointed to a Corporation position, which regularly involves initiation, review or approval of the Corporation's contracts or other commitments. Such people will be asked to acknowledge that he or she has read the foregoing policy statement.

### **ARTICLE XIII**

#### **Books and Records; Right of Inspection**

**Section 1. Books and Records.** The Corporation shall keep correct and complete books and records of accounts and shall also keep accurate minutes of the proceedings of its Board and committees, and shall keep at the principal office a record giving the names and addresses of the Board Members. All books and records of the corporation shall be retained five (5) years.

**Section 2. Inspection of Records.** Any Board member upon at least ten (10) days' written demand may examine for any proper purpose in person or by agent or attorney, during usual business hours, the Corporation's business records. Any Board member and/or staff member removing official documents or files without proper authorization from the Board will be liable for prosecution to the fullest extent.

### **ARTICLE XIV**

#### **Fiscal Year**

The Corporation's fiscal year shall begin on the first day of October and end on the last day of September of each year.

### **ARTICLE XV**

#### **Dissolution**

In the event of the dissolution, winding up, or other liquidation of the Corporation, after provision has been made for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner, or to another Native American non-profit corporation, or such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under '501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue law) and shall not be conveyed to any private individual, firm or organization, or corporation organized for profit, or to any member, contributor, private individual, Board member or officer of this Corporation. Any assets of the Corporation not disposed of in accordance with the foregoing shall escheat to the State in which the asset is located to be used solely for public purposes.

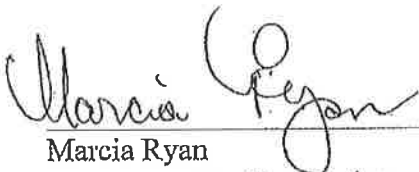
**ARTICLE XVI**  
**Amendments**

These Bylaws may be added to, altered, amended, or repealed by written consent of all the Board members then in office, consensus vote of the members then in office at any regular or special meeting, if written notice of the proposed addition, alteration, amendment, or repeal shall have been given to each Board member at least fourteen (14) business days before the meeting or waived in writing.

---

**Secretary's Certification**

I hereby certify that the foregoing constitutes the Amended and Restated Bylaws of the Corporation, duly adopted by the Board as of July 25, 2019.

  
\_\_\_\_\_  
Marcia Ryan

Secretary of the Corporation

2019-10-08

**1105**

**1105**

*Petition of American Indian Health  
and Family Services of Southeastern  
Michigan Inc., request from your  
Honorable Body a resolution in  
support of a Charitable Gaming  
License.*

---

REFERRED TO THE FOLLOWING DEPARTMENT(S)

OFFICE OF THE CITY CLERK



**City of Detroit**  
OFFICE OF THE CITY CLERK

23

Janice M. Winfrey  
City Clerk

Andre P. Gilbert II  
Deputy City Clerk

October 9, 2019

CITY CLERK OCT 9 AM 12:52

Honorable City Council

**RE: Petition No. 1106: Friends of Parkside** – a nonprofit organization, requests a resolution from your Honorable Body in support of a charitable gaming license.

On this date, your Honorable Body referred the above petition to this office for investigation. Petitioner wishes to be recognized as a nonprofit organization operating in the community for purposes of obtaining a gaming license from the Bureau of State Lottery.

Be advised that the organization meets the criteria for such recognition as established by the city Council on May 15, 2012.

Therefore, approval of this petition is recommended and an appropriate resolution is attached.

Respectfully submitted,

Janice M. Winfrey

JMW:cj

## RESOLUTION

By Council Member: \_\_\_\_\_

Whereas, Friends of Parkside (PO Box 13168, Detroit, Michigan 48213) requests for recognition as a nonprofit organization operating in the community for the purpose of obtaining a charitable gaming license from the State of Michigan, and

Whereas, the organization meets the criteria for such recognition as established by the City Council on May 15, 2012.

Therefore Be it Resolved, the Detroit City Council recognizes Friends of Parkside (PO Box 13168, Detroit, Michigan 48213) as a nonprofit organization operating in the community for the purpose of obtaining a charitable gaming license from the Bureau of State Lottery.

Janice M. Winfrey  
City Clerk

City of Detroit  
OFFICE OF THE CITY CLERK  
OFFICE OF THE  
DETROIT CITY CLERK  
2019 OCT -9 A 9 23

Andre P. Gilbert II  
Deputy City Clerk

## DEPARTMENTAL REFERENCE COMMUNICATION

*Tuesday, October 8, 2019*

*To: The Department or Commission Listed Below*

*From: Janice M. Winfrey, Detroit City Clerk*

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The following petition is herewith referred to you for report and recommendation to the City Council.

In accordance with that body's directive, kindly return the same with your report in duplicate within four (4) weeks.

---

OFFICE OF THE CITY CLERK

**1106**     *Friends of Parkside, request from your Honorable Body a resolution in support of a Charitable Gaming License*



5000 Conner Avenue, Ste 103  
P O Box 13168  
Detroit, MI 48213  
PH 313.822.0311 FAX 313.822.9343  
[www.friendsofparkside.org](http://www.friendsofparkside.org)

OFFICE OF THE  
DETROIT CITY CLERK

2019 OCT -9 A 9:23

October 3, 2019

2019 Board of Directors:

Karen Daniels, Chair  
*TVP Resident*

Brenda Fleming, Vice Chair  
*TVP Resident*

Curtis Smith, Treasurer

Renee Bayer, Secretary

Linda Lawrence, Member  
*TVP Resident*

Joyletha Goodwin, Member  
*TVP Resident*

Zachary Rowe, Exec. Director  
*Former Parkside Resident*

Honorable Detroit City Council  
Coleman A. Young Municipal Center  
Address: 2 Woodward Ave # 1340  
Detroit, MI 48226

Re: Petition Detroit City Council for Charitable Gaming License

Dear Honorable Council members:

The Friends Of Parkside (FOP) respectfully requests your support for a gaming charitable license in Detroit to benefit the children and families who live in the Villages at Parkside, formerly Parkside Homes, a public housing complex, on Detroit's eastside.

We do not have a set date for the charitable event but wanted to be "qualified" by the State of Michigan Charitable Gaming Division in advance so that in the future we would only need to submit the license application to the state.

FOP is a 501 (c)(3), tax-exempt, community-based organization that was started in 1991 by Parkside residents to promote solidarity among Parkside residents; help build self-esteem of youth residents; offer educational and employment related resources to the community; and promote the health and well-being of residents.

If you have any questions, please contact me at 313-822-0311 or by email [zrowe@friendsofparkside.org](mailto:zrowe@friendsofparkside.org).

Sincerely,

Zachary Rowe  
Executive Director

Enclosure

## QUALIFICATION INFORMATION

Complete this form and submit with the required qualification documents listed on the attached Qualification Requirements sheet. A Bingo, Raffle, or Charity Game Ticket license application and fee may also be submitted with this information. See box #5 below for mailing instructions.

### 1. ORGANIZATION INFORMATION

Organization Name <b>THE FRIENDS OF PARKSIDE (FOP)</b>			
Organization Physical Street Address <b>5000 CONNER, STE 103</b>			
City <b>DETROIT</b>	State <b>MI</b>	Zip Code <b>48213</b>	County <b>WAYNE</b>
Organization Mailing Address <b>P O BOX 13168</b>			<input type="checkbox"/> Same as Physical Address
City <b>DETROIT</b>	State <b>MI</b>	Zip Code <b>48213</b>	County <b>WAYNE</b>
Organization Telephone Number <b>313-822-0311</b>			

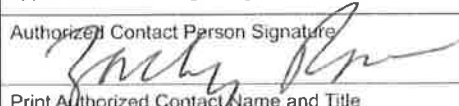
### 2. ORGANIZATION PURPOSE

Briefly describe the purpose of your organization. **FOP's purpose is to promote solidarity among parkside residents; help build the self-esteem of youth residents; offer educational and employment-related resources to the community & promote health.**

### 3. LICENSE APPLICATION

Enclosed is a completed application and fee for a ☐ Bingo ☐ Raffle ☐ Charity Game Ticket license  
Make checks payable to STATE OF MICHIGAN.

### 4. AUTHORIZED CONTACT PERSON

First Name <b>ZACHARY</b>		Last Name <b>ROWE</b>		Position/Role with Organization <b>EXEC. DIRECTOR</b>	
Mailing Address <b>P O BOX 13168</b>				City <b>DETROIT</b>	
State <b>MI</b>	Zip Code <b>48213</b>	Telephone Number (Day) <b>313-822-0311</b>		Telephone Number (Evening) <b>313-808-4239</b>	
By signing below, I hereby certify that the representations, information, and data presented are true, accurate, and complete to the best of my knowledge. I understand that failure to answer truthfully, completely, and accurately could preclude the organization from receiving an approval to obtain a gaming license.					
Authorized Contact Person Signature 					Date <b>9/21/19</b>
Print Authorized Contact Name and Title <b>ZACHARY ROWE, EXEC DIRECTOR</b>					

### 5. MAILING INSTRUCTIONS

Mail this completed Qualification Information form, the required qualification documentation listed on the Qualification Requirements sheet, and the completed license application and fee (if also applying for a gaming license) to Charitable Gaming Division, PO Box 30023, Lansing, MI 48909. If submitting by overnight carrier (FedEx, UPS, etc.), send to Charitable Gaming Division, 101 East Hillsdale, Lansing, MI 48933.





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**

Yeas: \_\_\_\_\_

Nays: \_\_\_\_\_

Absent: \_\_\_\_\_

**DISAPPROVAL**

Yeas: \_\_\_\_\_

Nays: \_\_\_\_\_

Absent: \_\_\_\_\_

I hereby certify that the foregoing is a true and complete copy of a resolution offered and

adopted by the \_\_\_\_\_ at a \_\_\_\_\_  
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL

meeting held on \_\_\_\_\_  
DATE

SIGNED: \_\_\_\_\_  
TOWNSHIP, CITY, OR VILLAGE CLERK

PRINTED NAME AND TITLE

ADDRESS

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

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: SEP 05 2019

THE FRIENDS OF PARKSIDE  
PO BOX 13168  
DETROIT, MI 48213

Employer Identification Number:  
38-3017821  
DLN:  
17053095338039  
Contact Person:  
LEE CROUCH ID# 17141  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
September 30  
Public Charity Status:  
170(b)(1)(A)(vi)  
Form 990/990-EZ/990-N Required:  
Yes  
Effective Date of Exemption:  
February 15, 2013  
Contribution Deductibility:  
Yes  
Addendum Applies:  
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

Based on the information you submitted in your application, we approved your request for reinstatement under Revenue Procedure 2014-11. Your effective date of exemption, as listed at the top of this letter, is retroactive to your date of revocation.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-PC" in the search bar

Letter 947

EIN: 38-3017821

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

**FILED**

Date Received

APR 08 1991 <sub>PC</sub>

APR 11 1991

Administrator  
MICHIGAN DEPT OF COMMERCE  
Corporation & Securities Bureau

CORPORATION IDENTIFICATION NUMBER

7 5 5 - 7 5 6

**ARTICLES OF INCORPORATION**

For use by Domestic Nonprofit Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

**ARTICLE I**

The name of the corporation is: The Friends of Parkside ✓

**ARTICLE II**

The purpose or purposes for which the corporation is organized are: The Friends of Parkside was established to:

1. To inform the community of existing health provider and human service agencies.
2. To promote good nutritional habits
3. To promote the health of mothers, infants and children
4. To lower the risk factor of low birth weight babies, and infant mortality rate
5. To promote family planning

**ARTICLE III**

The corporation is organized upon a Non-stock basis.  
(stock or nonstock)

1. If organized on a stock basis, the total number of shares which the corporation has authority to issue is none. If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

PC



**The Friends of Parkside**

**EIN: 38-3017821**

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I (We), the Incorporator(s) sign my (our) name(s) this 5<sup>th</sup> day of April, 1991

Doreen A. Bayne

Rosie McQueen

Julia Williams

John A. Lee

Virgil Hammond

Bernice Brisco

Beatrice Harper

**EIN: 38-3017821**  
**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES**  
**CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

(FOR BUREAU USE ONLY)

Date Received

ADJUSTED PURSUANT TO  
 TELEPHONE AUTHORIZATION

kim

JUN 18 1998

**FILED**

JUN 19 1998

Administrator  
 MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
 CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE

Name Kimberly A. James		
Address Legal Assistance for Urban Communities		
1249 Washington Blvd.	Ste 1310	
City	State	Zip Code
Detroit	MI	48226

Document will be returned to the name and address you enter above.

## CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate.*

1 The present name of the corporation is

The Friends of Parkside

2 The identification number assigned by the Bureau is

755-756

3 The location of the registered office is

~~5142 Conder~~ 5272 Frankfort Ct Detroit Michigan 48213  
 (Street Address) (City) (Zip Code)

4 Article II and III(2)(d) the Articles of Incorporation is hereby amended to read as follows

See attachment

**The Friends of Parkside**

**EIN: 38-3017821**

7 (For a nonprofit corporation whose articles state the corporation is organized on a directorship basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 17th day of

June 1998 by the directors of a nonprofit corporation whose articles of incorporation state it is organized on a directorship basis (check one of the following)

☒ at a meeting. The necessary votes were cast in favor of the amendment.

☐ by written consent of all directors pursuant to Section 525 of the Act

Signed this 17th day of June, 1998

By Carol Mayes

(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Carol Mayes

(Type or Print Name)

President

(Type or Print Title)

**The Friends of Parkside**  
**EIN: 38-3017821**

Attachment to The Friends of Parkside Amendment to Articles of Incorporation

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set forth in the purpose clause hereof.

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.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code

**VIII. Limiting Liability of Volunteer Directors and Officers**

1. A volunteer director or volunteer officer is not personally liable to the corporation for monetary damages for a breach of the director's or officer's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director or officer for any of the following:
  - a. A breach of the director's or officer's duty of loyalty to the corporation.
  - b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
  - c. A violation of § 551(1) of the Michigan Nonprofit Corporation Act (M.C.L.A. § 450.2551(1)).
  - d. A transaction from which the director or officer derived an improper personal benefit.
  - e. An act or omission occurring before January 1, 1988.
  - f. An act or omission that is grossly negligent.
2. At any time during which the corporation has been designated as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code (26 U.S.C.A. § 501(c)(3)) or qualified for such designation, the corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director or officer occurring on or after January 1, 1988.
3. If the Michigan Nonprofit Corporation Act is amended to authorize elimination or further limitation of the liability of volunteer directors or officers, the liability of a volunteer director or officer of this corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as amended, in addition to the limitation on personal liability already contained in these articles of incorporation. No

**The Friends of Parkside  
EIN: 38-3017821**

Attachment to The Friends of Parkside Amendment to Articles of Incorporation

Any action required or permitted by the Michigan Nonprofit Corporation Act to be taken at an annual or special meeting of the Board may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by the Directors having the minimum number of votes that would be necessary to authorize or take the action at which all Directors entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to Directors who have not consented in writing.

# The Friends of Parkside

EIN: 38-3017821

## OFFICES

Section 1. Principle Office. The principle office of corporation shall be located at 5272 Franklin Court in the City of Detroit, County of Wayne, State of Michigan or such other place as may be designated as the principle office of the Board of Directors. The Corporation also may have offices or branches at such other places, both within and without the State of Michigan as the Board of Directors may determine from time to time or as the business of the Corporation may require.

Section 2. Registered Office. The Registered Office of the Corporation shall be maintained in the State of Michigan, and may be, but need not be, identical with the principle office in the State of Michigan. The address of the registered office may change from time to time by the Board of Directors.

## Article III

## MEMBERS

Section 1. Number and Qualifications. The membership of the corporation shall be (a) those persons who are residents and community organizations, business and commercial organizations, industrial organizations doing business in the Neighborhood and (b) institutions, including without limitation, health care, educational, social service and religious institutions. In order to qualify as a member of the Corporation, the individual or organization must:

- (a) Support the purposes of the Corporation;
- (b) Apply for membership in the Corporation; and
- (c) Pay, when due, any dues for such membership established by the Board of Directors of the Corporation.

Section 2. Membership Dues. The Corporation may collect annual dues for membership to the Corporation. The amount of annual dues shall be determined from time to time by the Board of Directors. The number of members for the Corporation shall be open.

Section 3. Annual Meeting. The corporate annual meeting of all members of the Corporation shall be held during the month of September each year on such date and at such time as is determined by the Board of Directors of the Corporation and stated in the notice of the meeting. The annual meeting shall be for the purpose of ratifying the Directors chosen by the nominating committee as herein provided and receiving reports on the affair of the corporation.

**The Friends of Parkside**

**EIN: 38-3017821**

*Constitution*  
Section 9. Quorum. Twenty percent of all members of the Corporation shall constitute a quorum at all meetings of all the members of the Corporation for the transaction of business, except as otherwise expressly required by Michigan law. For purposes of determining whether a quorum is present, members may be present at a meeting at which a quorum was initially present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 10. Adjournment. If a quorum shall not initially be present at any meeting the members present thereafter shall never the less have power to adjourn the meeting from time to time and to another place, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than sixty (60) days, or if after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member.

Section 11. Member Votes and Proxies. Members of the Corporation shall have the right to elect Directors of the Corporation in the manner hereinafter provided. Each member shall be entitled to choose twelve (12) Directors for the Corporation in the manner provided in article III, Section 6. At the annual meeting of all members of the Corporation, the names of twelve persons chosen by the nominating committee to be Directors of the Corporation shall be submitted to all members for ratification. The Director's selection shall be ratified by a majority of the votes cast by the members of the Corporation. In the event the committee is not ratified, the nominating committee shall be required to select another person to serve as Director in the manner provided in article III, Section 6. Thereafter, the names of the twelve persons chosen each year by the membership to fill vacancies on the Board of Directors shall be submitted to all members for ratification at the annual meeting of the members. There shall be no cumulative voting by the members of the Corporation. Each member shall be entitled to one vote in person, or by proxy, for each person chosen to serve on the Board of Directors of the Corporation. A vote may be cast either orally or in writing. Each proxy shall be in writing, signed by the member or its authorized agent or representative and delivered prior to the meeting to the Chairperson of the Corporation. A proxy is not valid after the expiration of six months after its date unless the person executing it specifies therein the length of time for which it is to continue in force, which in no case shall exceed seven years from the date of its execution. All questions regarding the qualifications of votes, the validity of proxies and the acceptance or rejection of votes shall be decided by the presiding officer of the meeting.

Section 12. Unanimous Written Consent. Any action required or permitted to be taken at an annual meeting or special meeting of the members of the Corporation may be taken without a meeting, without prior notice and without a vote, if all members of the Corporation entitled to vote thereon consent thereto in writing.

**The Friends of Parkside**

**EIN: 38-3017821**

Section 5. Vacancies. Vacancies shall be filled by the nominating Committee with the approval of the board. The Director so appointed shall hold office until the next annual meeting of the members, and until his/her successor is duly elected and qualified or until his/her resignation or removal. At the next annual meeting of the members, a director shall be chosen to serve for the remainder of the unexpired term of the vacated office, and until his/her successor is duly elected and qualified or until his/her resignation or removal.

Section 6. Election of Directors. The Board of Directors shall appoint a nominating committee which shall be responsible for identifying in the manner described below, persons to serve as Directors in September of each year prior to the annual meeting of all members. The nominating committee shall identify persons as Directors for appointment in September. The nominating committee shall submit the names of all such persons identified by the members and shall obtain from the members their choice of up to five persons to serve as Directors of the Corporation. The nominating committee may hold a meeting of the members to submit ballots to each of the members or otherwise obtain the selection of the members by contacting each of the members. The nominating committee shall determine the terms for each of the Directors chosen by the members. The nominating committee may determine such terms by contacting the persons chosen to serve as Directors, by allotting terms based on the number of votes received or in any other manner deemed appropriate by the nominating committee may establish policies for representation of the various members on the Board of Directors and recommend person in accordance with such policies. The nominating committee shall allow the members to choose a person other than those whose names are provided by the nominating committee to serve as a Director. The nominating committee may permit the members to make candidates in any balloting. Directors shall be selected by a plurality of the votes cast by the members that are voting in the selection of Directors. In the event a meeting is held, the nominating committee shall allow members to vote in person or by proxy. The nominating committee appointed by the Board of Directors shall serve until September of every year.

The Directors shall appoint a nominating committee in March which shall include at least one Director and such other persons as the Board shall determine. The nominating committee shall identify in the manner described above one person for each vacancy to be filled at the next annual meeting of all members.

Section 7. Duties and Powers. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the business and affairs of the Corporation shall be managed by the Board of Directors.

Section 8. Place of meeting and Conference Telephone. The Board of Directors of the Corporation may hold meetings either within or without the State of Michigan. All meetings of the Board of Directors shall be held at such places as shall be determined by the Board of Directors. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or committee by means of



**The Friends of Parkside**  
**EIN: 38-3017821**

Section 15. Written Notice. Any action required or permitted to be taken by vote at any meeting of the Board of Directors may be taken without a meeting, if, before or after the action, all members of the Board consent thereto in writing. The written consent shall be filed with the minutes of proceeding of the Board. Such consents shall have the same effect as a vote of the Board for all purposes.

Section 16. Resignation and Removal. A Director may resign by written notice to the Chairperson of the Board of the Corporation. The resignation is effective upon its receipt by the Chairperson or at subsequent time as specified in the notice of resignation. The members of the Corporation may remove any Director of the Corporation, at any time with or without cause. The Directors may remove any Director of the Corporation with cause by vote of the majority of the Directors then in office. For purposes of these bylaws, "cause" shall be deemed to include; (1) non-attendance, and (2) any action which the Directors in their discretion deem contrary to the best interest of the Corporation.

Section 17. No Compensation. No Director of the Corporation shall receive any compensation for his or her services to the Corporation as Director, other than reimbursement for reasonable out-of-pocket expenses incurred in performing such services; provided, however a Director may serve the Corporation in any other capacity and receive reasonable compensation therefor.

Section 18. Procedure. The order of business and all matters of procedure at every meeting of Directors shall be determined by the presiding officer.

Section 19. Dissents. A Director who is present at a meeting of the Board of Directors, or a committee thereof which he or she is a member, at which action on a corporate matter is taken presumed to have concurred in that action unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to the action with the person acting as Secretary of the meeting before the adjournment of the meeting, thereafter shall forward such dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. Such right to dissent does not apply to a Director who voted in favor of such action. A Director who is absent from a meeting of the Board, or a committee of which he or she is a member, at which any such action is taken is presumed to have concurred in that action unless he or she files his or her written dissent with the Secretary of the Corporation within a reasonable time after he or she has knowledge of the action.

**Article V**

**COMMITTEES**

Section 1. Executive Committee. There shall be an executive committee of the Board of the Corporation. The executive committee shall consist of the chairperson of the Corporation, who shall serve as chairperson of the executive committee, the Vice Chairperson, Secretary and Treasurer. The executive committee shall meet on the call of

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quorum for the transaction of business by any committee shall be a majority of its members, but not less than two, if there are at the majority of its members, but not less than two, if there are at least two members of such committee shall be valid action or resolution of the committee. Any action required or permitted to be taken by vote at any meeting of a committee may be taken without a meeting if, before or after the action, all members of the committee, consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the committee. Such consent shall have the same effect as a vote of the committee for all purposes. Each committee shall keep regular minutes of its meetings and report to the Board of Directors when requested. Each committee shall deliver regularly to the chairperson of the Board copies of its minutes and reports.

### Article VI

#### OFFICERS

Section 1. Officers. The officers of the Corporation shall be chosen by the Board of Directors. The officers shall be chosen by the Board of Directors at each annual meeting of the Board of Directors and from time to time shall consist of a President and Chairperson (1), Vice-Chairperson of the Corporation, an Executive Director, a Secretary and a Treasurer. the officers chosen at the annual meetings of the Directors, other than the Executive, shall serve one-year terms and until the successors are elected and qualified, but shall always be subject to removal by the Board of Directors and shall always be subject to removal by the Board of Directors and all other officers shall serve for no more than three successive one year terms.

Section 2. Other Officers. The Board of Directors may, from time to time, appoint such other officers and agents as it shall deem necessary, who shall hold their officers for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. Officers Serve at Pleasure of Board. The officers of the Corporation shall hold office at the pleasure of the Board of Directors. Any officers may be removed by the Board of Directors at any time, with or without cause. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors. An officer may resign by written notice to the President and Chairperson of the Corporation. A resignation is effective upon its receipt by the President and Chairperson or at a subsequent date specified in the notice of resignation.

2  
X Section 4. Duties of President and Chairperson. The President and Chairperson shall preside at all meetings of the Board of Directors, members of the Corporation and shall see that all orders and resolution of the Board of Directors are carried into effect. The President and Chairperson shall be an ex-officio member of all committees of the Corporation, and shall perform such other duties as are determined from time to time by the Board.

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Section 10. Acting Officers. The Board of Directors may appoint any person to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. An acting officer so appointed shall have the power and be subject to all the restrictions upon the officer to whose office he or she is appointed, unless otherwise provided by resolution of the Board of Directors, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

**Article VII**

DISSOLUTION

7.1 Dissolution and Disposition of Organizational Assets. Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to an organization, or organizations selected by three-quarters (3/4) of all members of the Board of Directors and which are organized and operated exclusively for one or more exempt purposes within the mean of Section 501 (c) (3) of the code. Any such assets not so disposed of shall be disposed of by the Circuit Court in the County in which the principal office of the Corporation is then located, exclusively for such purposes.

**Article VIII**

LIABILITY

Section 8.1 1987 Public Act. Except as otherwise provided by law, a Volunteer Director of the Corporation is not personally liable to the Corporation for monetary damages for a breach of the Director's fiduciary duty; provided, however, this provision shall not eliminate or limit the liability of a Volunteer Director for any of the following:

- (i) A breach of the Volunteer Directors duty of loyalty to the Corporation or its members.
- (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- (iii) A violation of Section 551(1) of the Act.

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duly certified corporate resolution shall be full protected thereby, and shall be under no duty to inquire as to the authority of the person executing such instrument.

Section 3. Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time designate.

Section 4. Borrowing. To the extent authorized by law, the Corporation may, whenever its general interests and corporate purposes require, borrow money and issue its promissory notes, debenture or bonds for the repayment thereof with interest, and may unlike case mortgage, pledge or encumber its property as security for its debts or other lawful engagements

**Article X**

**GENERAL PROVISIONS**

Section 1. Signatures. All checks, drafts or demands for money and notes of the corporation shall be signed by the Executive Director and one other officer of the Corporation unless the Board of Directors has specifically designated another officer or person to sign.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on the 30th day of September of each year or such other date as shall be fix from time to time by the resolution of the Board of Directors.

Section 3. Seal. The Board of Directors may adopt a Corporation seal for the Corporation. The corporate seal shall have inscribed there on the name of the Corporation and the words "Corporate Seal, Michigan". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 4. Books and Records. The Corporation shall keep within or without the State of Michigan books of account and minutes of the proceedings of its Board of Directors and members. The Corporation shall keep at its registered office records containing the names and addresses of all Directors and members. Any of such books, recorder or minutes may be written in form or in any other form capable of being converted into written form within a reasonable time. In discharging his or her duties, a director or an officer of the Corporation, when acting in goods faith, may rely upon the opinion of counselor the Corporation, upon the report of an independent appraiser selected with reasonable care by the Board, or upon financial statements of the Corporation having charge of its books of account, or stated in a written report by an independent certified accountant or firm of such accountants fairly to reflect the financial condition of the Corporation.

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**AMENDMENT TO FRIENDS OF PARKSIDE BY-LAWS**

The following was passed at the August 16, 1995 Board of Directors meeting to read:

That Article V Section 3 Compensation Clause read "Board of Directors shall serve without compensation."

The following was passed at the August 16, 1995 Board of Directors meeting, that an indemnification Clause be added to read:

The Corporation shall indemnify, to the fullest extent authorized or permitted Michigan law, Any person, and such person's heirs and legal representatives, who is made or threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought by or in the right of the Corporation or otherwise, by reason of the fact that such person is or was a Director, officer, employee, member or agent of the Corporation or such person served on any formally constituted advisory body or voluntary committee of the Corporation, The Board of Directors, or any such person served at the request of the Corporation as a trustee, shareholder, member, officer, director, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses (including attorney's fees) judgments, fines, and amount paid in settlement, actually and reasonably and incurred by the person in connection with such action, suit or proceedings.

The following was passed at the August 16, 1995 Board of Directors Meeting to read:

a) Board of Directors: "The Board of Directors, except the initial Board of Directors, shall be up to 15 members." No more than 1/3 of the board shall be non-residents of the Friends of Parkside Target area.

b) Quorum: At all meeting of the board, 1/5 of the Directors then in office shall constitute a quorum for the transaction of business.

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Amendment to Friends of Parkside By Laws

The following was passed at the 4/22/98 Board of Directors meeting to read

That Article II shall read.

Section 1 Purpose. The Corporation is organized and operated exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986 or corresponding section of any future federal tax code. The specific purposes shall include:

- A. To inform the community of existing health providers and human services agencies.
- B. To promote the health of mother, infants and children
- C. To promote family planning
- D. To promote the well being of and remove blight from the community as described above.
- E. To promote solidarity among residents in the community described above.

This we do on behalf of the people and for the preservation of our families.

Section 2. Restrictions.

- A. Notwithstanding any other provisions of the Bylaws, all of the income and earnings of the Corporation shall be used exclusively for corporate purposes, and no part of the net income or net earnings shall inure to the benefit of, profit of, or be distributed to, its members, officers, directors, or to other private persons, firms, corporations, partnerships or associations.
- B. Notwithstanding any other provisions of these Bylaws, the Corporation shall in no manner be controlled or under the direction of or acting in the substantial interest of any private individual, firm, corporation, partnership or association seeking to derive profit or gain.
- C. No substantial part of the activities of this corporation shall attempt to influence legislation. The Corporation shall not participate, or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not contribute monetarily toward the support of political candidates.
- D. The Corporation shall not carry on any activities prohibited under sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or as it may be amended.

## **ARTICLE III PROCEDURES**

### **1. 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 the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **2. 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 governing board 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.

### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board 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 chairperson of the governing board 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 governing board 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 governing board 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.

### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board 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.

- 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.

## **ARTICLE VII** **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.

## **ARTICLE VIII** **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 governing board of its responsibility for ensuring periodic reviews are conducted.

EFFECTIVE THIS 11<sup>th</sup> DAY OF NOVEMBER 2018

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IRENE BAYER, FOP BOARD SECRETARY



**CERTIFICATE OF EXECUTIVE DIRECTOR**

The undersigned as the Executive Director of Friends of Parkside, a Michigan non-profit corporation ("Corporation"), certifies that attached hereto is a copy of the Bylaws of the Corporation and these Bylaws are in full force and effect on the date hereof and have not been amended.

Date: 9/21, 2019

  
\_\_\_\_\_  
Zachary Rowe, Executive Director

2019-10-08

**1106**

**1106**    *Petition of Friends of Parkside,  
request from your Honorable Body a  
resolution in support of a Charitable  
Gaming License*

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REFERRED TO THE FOLLOWING DEPARTMENT(S)

OFFICE OF THE CITY CLERK