Whole Life Farm Arts & Music Foundation

SECTION 1 - BYLAWS

Policy & Governance Handbook

Draft for Board Review and Adoption

Draft status: This document is a governance draft for a Michigan nonprofit corporation recognized under IRC Section 501(c)(3). It should be reviewed for consistency with the Foundation's Articles of Incorporation, actual board practices, Michigan law, and applicable federal tax requirements before formal adoption.

ARTICLE I - NAME, STATUS, AND PURPOSE

Section 1. Name.

The name of the corporation is Whole Life Farm Arts & Music Foundation (the “Foundation”).

Section 2. Nonprofit Status.

The Foundation is organized as a nonprofit corporation under the laws of the State of Michigan and shall be operated exclusively for charitable and educational purposes consistent with Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 3. Mission.

The Foundation’s mission is to provide accessible music, arts, and cultural education through lessons, camps, workshops, festivals, performances, and community partnerships.

Section 4. Limitations.

No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted by law. The Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. No part of the net earnings of the Foundation shall inure to the benefit of any director, officer, or private individual, except that the Foundation may pay reasonable compensation for services actually rendered and may make payments in furtherance of its charitable purposes.

ARTICLE II - MEMBERSHIP

Section 1. No Members.

The Foundation shall have no voting members. All corporate powers shall be exercised by or under the authority of the Board of Directors, subject to the Articles of Incorporation, these Bylaws, and applicable law.

ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers.

The affairs, property, programs, and charitable assets of the Foundation shall be managed under the direction of the Board of Directors.

Section 2. Number.

The Board shall consist of not fewer than three (3) and not more than nine (9) directors. The exact number may be established from time to time by resolution of the Board, provided it remains within this range.

Section 3. Qualifications.

Directors should support the mission of the Foundation and be willing to fulfill fiduciary duties of care, loyalty, and obedience. The Board should seek a useful mix of skills, community perspectives, and experience relevant to the Foundation's programs and governance.

Section 4. Election and Terms.

Directors shall be elected by the Board. Directors shall ordinarily serve terms of three (3) years and may be assigned staggered terms so that, when practical, approximately one-third of director terms expire each year. A director may be reelected unless the Board adopts a term-limit policy.

Section 5. Vacancies.

A vacancy on the Board may be filled by majority vote of the directors then in office. A director elected to fill a vacancy shall serve the remainder of the unexpired term unless the Board determines otherwise consistent with law.

Section 6. Resignation and Removal.

A director may resign by written notice. A director may be removed as permitted by Michigan law and the Foundation's Articles of Incorporation, including for failure to fulfill board responsibilities, repeated unexcused absences, conduct materially harmful to the Foundation, or unresolved conflicts of interest.

Section 7. Compensation.

Directors shall not receive compensation for service as directors. Nothing in these Bylaws prohibits reimbursement of reasonable, documented expenses or reasonable compensation for separate professional or program services when properly authorized, documented, and handled under the Foundation's conflict-of-interest procedures.

ARTICLE IV - OFFICERS

Section 1. Officers.

The officers of the Foundation shall include a President, a Secretary, and a Treasurer, and may include a Vice President and other officers as the Board determines appropriate.

Section 2. Election and Term.

Officers shall be elected by the Board and shall serve until their successors are elected or until resignation or removal.

Section 3. President.

The President shall provide leadership to the Board, preside at meetings unless another presiding officer is designated, help establish agendas, and perform other duties assigned by the Board.

Section 4. Vice President.

If elected, the Vice President shall assist the President and perform the President's duties when the President is unavailable, together with other duties assigned by the Board.

Section 5. Secretary.

The Secretary shall ensure that accurate minutes and corporate records are maintained, that required notices are given, and that board actions and policy adoptions are appropriately documented.

Section 6. Treasurer.

The Treasurer shall oversee financial reporting to the Board, assist with budget and financial-control oversight, and ensure that the Board receives sufficient information to exercise responsible stewardship of charitable assets. Day-to-day bookkeeping may be delegated, but board oversight may not be delegated.

Section 7. Multiple Offices.

One individual may hold more than one office when permitted by law; however, the Board should maintain appropriate checks and balances and segregation of financial duties whenever practical.

ARTICLE V - MEETINGS OF THE BOARD

Section 1. Regular Meetings.

The Board shall meet as often as necessary to conduct the business of the Foundation and should establish a regular meeting schedule.

Section 2. Special Meetings.

Special meetings may be called by the President or by any two directors. Reasonable notice shall be provided to all directors.

Section 3. Remote Participation.

Directors may participate in meetings by telephone, video conference, or other communications equipment when all participating directors can communicate with one another, to the extent permitted by law.

Section 4. Quorum.

A majority of the directors then in office shall constitute a quorum unless a greater requirement is imposed by law or the Articles of Incorporation.

Section 5. Voting.

Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, an action is approved when a majority of directors present at a meeting at which a quorum is present vote in favor. Each director has one vote.

Section 6. Action Without a Meeting.

The Board may take action without a meeting by written or electronic consent to the extent and in the manner permitted by Michigan law. Such consent shall be retained with the corporate records.

Section 7. Minutes.

The Foundation shall maintain minutes documenting attendance, motions, votes, recusals, significant discussion as appropriate, and actions taken by the Board.

ARTICLE VI - COMMITTEES

Section 1. Establishment.

The Board may establish standing or temporary committees and define their responsibilities by resolution.

Section 2. Authority.

Committees shall have only the authority delegated by the Board and may not exercise powers reserved to the full Board by law, the Articles of Incorporation, or these Bylaws.

Section 3. Advisory Groups.

The Board may create advisory councils or working groups that include individuals who are not directors. Advisory groups do not exercise corporate authority unless expressly permitted by law and authorized by the Board.

ARTICLE VII - CONFLICTS OF INTEREST

Section 1. Disclosure.

Directors and officers shall disclose actual, potential, or perceived conflicts of interest in accordance with the Foundation's Conflict of Interest Policy.

Section 2. Recusal.

A person with a conflict shall not improperly influence the decision and shall abstain from voting when required by the Conflict of Interest Policy or applicable law. The disclosure and disposition of the conflict shall be documented in the minutes.

ARTICLE VIII - FINANCIAL ADMINISTRATION

Section 1. Fiscal Year.

The fiscal year of the Foundation shall be established by resolution of the Board.

Section 2. Budget and Oversight.

The Board shall approve an annual budget and shall receive regular financial reports. The Foundation shall maintain reasonable internal controls, appropriate documentation, and procedures for restricted funds, reimbursements, banking, and charitable expenditures.

Section 3. Contracts and Instruments.

The Board may authorize officers or agents to enter into contracts or execute instruments on behalf of the Foundation. Such authority may be general or limited to specific matters.

Section 4. Loans.

No loans shall be made by the Foundation to directors or officers except as expressly permitted by applicable law and approved through appropriate conflict-of-interest safeguards.

ARTICLE IX - RECORDS AND TRANSPARENCY

Section 1. Corporate Records.

The Foundation shall maintain appropriate corporate, governance, financial, tax, donor, grant, and program records in accordance with its document-retention policies and applicable law.

Section 2. Required Disclosures.

The Foundation shall make documents available for public inspection when required by federal or state law and shall protect confidential information, donor information, participant information, and records concerning minors as required by law and Foundation policy.

ARTICLE X - INDEMNIFICATION

Section 1. Indemnification.

To the fullest extent permitted by Michigan law, the Foundation may indemnify a director, officer, employee, or agent who is or is threatened to be made a party to a proceeding because of service to the Foundation, subject to applicable standards of conduct and any limitations in the Articles of Incorporation.

Section 2. Insurance.

The Foundation may purchase and maintain insurance on behalf of directors, officers, employees, volunteers, or agents as the Board considers appropriate and as permitted by law.

ARTICLE XI - AMENDMENTS

Section 1. Amendment of Bylaws.

These Bylaws may be amended or repealed, and new bylaws may be adopted, by the Board of Directors in accordance with Michigan law and the Articles of Incorporation. Proposed amendments should be provided to directors in advance when practical and recorded in the minutes.

ARTICLE XII - DISSOLUTION

Section 1. Distribution of Assets.

Upon dissolution of the Foundation, after payment or provision for all lawful liabilities, the Foundation’s remaining assets shall be distributed exclusively for one or more purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government or a state or local government for a public purpose, consistent with the Articles of Incorporation and applicable law. No remaining assets shall be distributed for the private benefit of any director, officer, or other private individual.

ARTICLE XIII - ADOPTION

Section 1. Board Adoption.

These Bylaws become effective upon approval by the Board of Directors. The Secretary shall maintain the adopted version with the permanent corporate records.

BOARD ADOPTION RECORD

Date adopted:	_____
President:	_____
Secretary:	_____
Board vote:	_____ in favor _____ opposed _____ abstained

Document status: DRAFT - not effective until formally adopted by the Board of Directors.