

**BYLAWS**  
**(With Amendments of 6/21/06)**  
**Friends of the Maple River**

**ARTICLE I**

**Organization**

- 1.1 NAME:** The organization shall be known as Friends of the Maple River.
- 1.2 PLACE OF BUSINESS:** The organization shall locate its principal place of business within the boundaries of the Maple River Watershed.
- 1.3 PURPOSES:** The organization shall have its purposes to: preserve, improve and promote through education the wise use of the Maple River and the Maple River Watershed.

**ARTICLE II**

- 2.1 BOARD OF DIRECTORS:** General powers. The property, business and affairs of the corporation shall be managed by or be under the direction of a Board of Directors which shall be the governing body. The Board of Directors shall meet as often as necessary to conduct business, at least quarterly. No director shall receive compensation for services. No director or officer shall participate in any decision relating to a contract or transaction which affects his or her personal interests or the interests of any corporation, partnership or association in which he or she is directly or indirectly interested; nor shall any director or officer vote upon any such contract or transaction.
- 2.2 NUMBER AND SELECTION OF DIRECTORS:** The number of directors constituting the Board of Directors shall be five (5) members. Directors are elected by and from the members at the annual meeting, except as provided in Section 2.4 of this Article, and shall hold office until a successor is elected.
- 2.3 TENURE:** Each director shall hold office for one (1) year.
- 2.4 REMOVAL:** A director may resign at any time by written notice to the organization. A director may be removed without cause in conformity with the Laws of Michigan by a vote of two-thirds of the members of the organization entitled to vote at an election of directors. The unexcused absence of a director from three consecutive meeting of the Board may be deemed a resignation if so declared by an affirmative vote of the Board.
- 2.5 VACANCIES:** Vacancies occurring in the Board of Directors for whatever reason shall be filled by a vote of the majority of directors then in office.
- 2.6 DIRECTOR'S ANNUAL MEETING:** The annual meeting of the Board of Directors shall be held in conjunction with and immediately following the close of business taken up at the Annual Meeting of the members of the organization. The Board of Directors shall meet for the purpose of electing officers and considering such business as may be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, holding the annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.
- 2.7 REGULAR AND SPECIAL MEETINGS:** Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a

prior meeting or as shall be directed or approved by the vote or written consent of all the directors. Special meetings of the Board may be called by the President as he or she deems necessary.

- 2.8 NOTICE OF MEETING OF THE BOARD OF DIRECTORS:** Written notice of the time and place of all meetings of the Board of Directors shall be given to each director at least ten (10) days before the date of the meeting, either personally or by mailing such notice to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting. No business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice reasonably calculated to timely inform the directors of a reconvened meeting shall be provided.
- 2.9 WAIVER OF NOTICE OF MEETINGS:** Notice of any meeting of the Board of Directors may be waived by a director in writing with respect to him or herself before, during or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was improperly called or convened.
- 2.10 DIRECTOR'S QUORUM AND VOTING REQUIREMENTS:** A majority of members of the Board of Directors then in office constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise required by the laws of the State of Michigan or specified in these Bylaws. A member of the Board or a committee appointed by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.
- 2.11 POWERS AND CONSENT TO CORPORATE ACTIONS:** The Board of Directors shall have charge, control and management of business, property, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted by an organization describe in section 501 (c) 3 of the Internal Revenue Code of 1986 (or a comparable provision in any future United States Internal Revenue Law) not inconsistent with these Bylaws and with the Articles of Corporation afore mentioned, or with the laws of the State of Michigan. The Board of Directors shall have all the powers expressed or implied, now or hereafter conferred upon Boards of Directors of nonprofit corporations under the laws of the State of Michigan. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all directors consent in writing. Written consents shall be filed with the minutes of the Board's proceedings.
- 2.12 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS:** All conveyances and mortgages of real estate, assignments or discharges of mortgages and material written contracts shall be executed and, if need be, acknowledged in the name of the organization by the President or the Vice President, and the Secretary or Treasurer or their assistants, unless the Board of Directors designates one or more other officer or agent(s) to executive such documents.
- 2.13 POWER TO ELECT OFFICERS:** The Board of Directors shall have the power to elect a President, a Vice President, a Secretary and a Treasurer, and shall have the power to fill a vacancy in any office at the next regular, special or annual meeting.

- 2.14 POWER TO APPOINT OTHER OFFICERS AND AGENTS:** The Board of Directors shall have power to appoint such other officers and agents as the Board shall deem necessary for transaction of business of the organization.
- 2.15 POWER TO EMPLOY AN EXECUTIVE DIRECTOR OF STAFF AND SUPPORT STAFF:** The Board of Directors shall have the power to employ and compensate an Executive Director and such staff as the Board deems necessary to conduct the day-to-day business of the corporation. If an Executive Director is employed by the Board, the Executive Director shall direct the activities of the organization in accordance with the instructions of the Board or the Executive Committee and shall report his or her actions to the Board and the Executive Committee at their respective next ensuing meetings. The executive Director shall receive moneys and disburse funds in accordance with the instructions from the Board or Executive Director shall deliver to the President an adequate bond conditioned for faithful performance of his or her duties.
- 2.16 POWER TO REQUIRE BONDS:** The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his or her duties. The cost of acquiring the bond shall be borne by the corporation.

## ARTICLE III

### Officers

- 3.1 OFFICERS:** The Officers of the corporation shall be President, Vice President, Secretary and Treasurer. All Officers shall be members of the Board of Directors.
- 3.2 ELECTION AND TERM OF OFFICE:** All Officers shall be elected by the Board of Directors at the annual meeting and shall serve a term of one (1) year or until their successors have been elected.
- 3.3 REMOVAL:** Any officer can be removed for good cause by the vote of a majority of the directors then in office at any regular, special or annual meeting of the Board of Directors.
- 3.4 VACANCIES:** In the event of death, resignation, removal or inability to serve of any Officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of the Officer or until his or her successor shall be elected.
- 3.5 PRESIDENT:** The President shall be the chief executive officer of the corporation, shall have general and active management of the affairs of the organization, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall oversee the actions undertaken by the Executive Director and support staff, if any, shall be an ex officio member of all committees, and shall have the general powers and duties of supervision and management usually vested in the president of a corporation. The President shall preside over meetings of the Board of Directors and the Executive Committee.
- 3.6 VICE PRESIDENT:** The Vice President shall perform those duties as may be assigned by the President, and he or she shall, in turn, perform the duties and exercise the powers of the President during the absence or disability of the President.
- 3.7 SECRETARY:** The Secretary shall attend all meetings of the Board of Directors and the Executive Committee and shall preserve in records of the organization true minutes of the proceedings of all such meetings. The Secretary shall give notices of meetings and shall perform such other duties as may be delegated to the Secretary by the members of the Board of Directors or by the Executive Committee.

- 3.8 TREASURER:** The Treasurer shall have custody of all corporate funds and other assets and shall keep in records belonging to the corporation full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all money and securities in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by the President or the Board, an account of all his or her transactions as Treasurer and the financial condition of the organization. If requested by the Board and at the expense of the organization, the Treasurer shall deliver to the President a bond to be kept in force and in such form and amount and with a surety satisfactory to the Board, conditioned on faithful performance of his or her duties for restoration to the organization in case of his or her death, resignation or removal from office, of all records, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the corporation.
- 3.9 POWER TO REQUIRE BONDS:** The Board may require any officer or agent to file with the organization a satisfactory bond conditioned on faithful performance of his or her duties. The costs of acquiring the bond shall be borne by the organization.

## ARTICLE IV

### Committees

- 4.1 EXECUTIVE COMMITTEE:** The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and one Director at large. The Executive Committee shall have authority to act for the Board of Directors between meetings of the Directors. The Executive Committee shall meet as necessary, but not less often than quarterly, at the call of the President or any three Executive Committee members and shall make full report of its actions at the next ensuing meeting of the Board. The Executive Committee may meet by means of telephone conference whenever prompt action on any organization matter is necessary.
- 4.2 OTHER COMMITTEES:** The Board may establish such other standing or special committees from time to time as it shall deem appropriate to conduct the activities of the organization and shall define the powers and responsibilities of such committees. All members of the organization shall be eligible to serve on any committee other than the Executive Committee. For each committee established, the Board shall appoint a chairperson who shall have the authority to set the date, time and place for meetings and shall control the conduct of committee business.
- 4.3 COMMITTEE QUORUM:** A majority of members of a committee constitutes a quorum for the transaction of business but a smaller number may adjourn from time to time. The vote of a majority of the members present shall constitute the action of a committee.

## ARTICLE V

### Members

- 5.1 MEMBERSHIP:** The members of the organization shall be the members of the Board, dues paying members and such other persons as the Board may elect. Membership shall be open to all persons interested in supporting the purposes of the organization.
- 5.2 MEMBER CLASSIFICATION AND DUES:** Annual dues for membership have been set at one annual payment of ten dollars. The Board will evaluate the dues structure annually and may submit any recommended changes for the consideration and approval of the members of the organization at the Annual Meeting.
- 5.3 DUES PAYMENT:** Annual membership dues shall be due and payable once a year.
- 5.4 VOTING RIGHTS:** Members of the organization who are not delinquent in the payment of dues shall be entitled to vote at the Annual Meeting or at any regular or special meeting of the organization.

## ARTICLE VI

### Meetings

- 6.1 ANNUAL MEETING AND NOTICE:** An annual meeting of the voting membership of the organization shall be held one per year at a venue and time to be designated by the President or Vice President. Notice of the annual meeting shall be mailed to all members of the organization at least ten (10) day prior to the meeting. At the Annual Meeting, the officers and committee chairpersons shall submit their reports, vacancies among members of the Board shall be elected by and from the membership of the organization and any other business of the organization properly of concern to the membership shall be carried on. If less than a quorum of the membership appear for an annual meeting, the holding of the annual meeting may not be required and matters which might have been acted on at that annual meeting may be acted on by the Board at a later regular or special meeting.
- 6.2 ANNUAL MEETING QUORUM:** A majority of members of the organization constitutes a quorum for the transaction of business, but a smaller number may adjourn from time to time. The vote of a majority of the members present shall constitute the action of the organization.
- 6.3 SPECIAL MEETINGS OF MEMBERS:** Special meetings of the members of the organization may be called by the Board whenever deemed necessary by the Board and may be called by the President or Secretary upon the written request of twenty percent (20%) of the members of the organization. Written notice of such meetings shall be mailed to the last known address of each member.

## **ARTICLE VII**

### **Parliamentary Authority**

**7.1 PARLIAMENTARY AUTHORITY:** The proceedings of this organization shall be governed by rules contained in the latest edition of Robert's Rules of Order.

## **ARTICLE VIII**

### **Amendments**

**8.1 AMENDMENTS:** The Bylaws may be amended at a regular, special or annual meeting of the members of the organization called for that purpose, by two-thirds votes of the members present at the meeting. No amendments of these Bylaws shall be made at a regular or a special meeting unless a notice is mailed to each member at his or her last known address of record at least ten (10) days before the meeting, stating that it is proposed that these Bylaws be amended.

## **ARTICLE IX**

### **Corporate Document Procedure**

**9.1 CORPORATE DOCUMENT PROCEDURE:** All corporate documents shall not be signed by any officer, designated agent or attorney – in – fact unless authorized by the Board of Directors or by these Bylaws.

## **ARTICLE X**

### **Indemnification**

**10.1 NONDERIVATIVE ACTIONS:** Subject to all the other provisions of this article, the organization shall indemnify any person who was or is a party, or is threatened to be made party to any threatened, pending or completed action, suit or proceeding. This includes any civil, criminal, administrative or investigative proceeding, whether formal or informal (other than an action by or in the right of the organization). Such indemnification shall apply only to a person who was or is a director or an officer of the corporation or who was or is serving at the request of the organization as officer, partner, trustee, employee, or agent of whether for profit or not for profit. The person shall be indemnified and held harmless against expense (including attorney fees), judgments, penalties, fees and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she believed to be in or not opposed to the best interests of the organization. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of the action, suit, or proceeding by

judgment, order, settlement, or conviction or a plea of nolo contendere or its equivalent, shall not itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the organization; or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

**10.2 DERIVATIVE ACTIONS:** Subject to all the other provisions of this article, the organization shall indemnify any person who was or is a party, or is threatened to be a party to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgment in favor because, (a) the person was or is a director or officer of the organization, or (b) the person was or is serving at the request of the organization as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation/organization, partnership, joint venture, trust or other enterprise for profit or not for profit. The person shall be indemnified and held harmless against expense (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person 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 organization. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the organization unless and only to the extent that the court in which the action was brought has determined an application that, despite adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

**10.3 CONTRACT RIGHT LIMITATION OF INDEMNITY:** The right of indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the organization as in such person's capacity as a director or officer. The organization shall have no obligation under this article to indemnify any person in connection with any proceeding initiated by such person without authorization from the Board.

**10.4 DETERMINATION THAT INDEMNIFICATION IS PROPER:** Any indemnification conferred in this article shall be made by a corporation only as authorized in a specific case. The organization must determine that the indemnification of the person is proper under the circumstances because a person has met the applicable standard of conduct set forth in section 10.1 or 10.2. Such determination shall be made in any of the following ways: a) by a majority vote of quorum of the Board who are not a party to the action involving indemnification; b) if a quorum of the Board is not possible under (a), then by a committee of at least two directors who are not parties to the action; c) by independent legal counsel in a written opinion.

**10.5 INDEMNIFICATION OF EMPLOYEES AND AGENTS:** The organization may, to the extent authorized from time to time by the Board, grant rights of indemnification to any employee or agent of the organization to the fullest extent of the provisions of this article with respect to directors and officers of the organization.

**10.6 INDEMNIFICATION, THIRD PARTY ACTIONS:** The organization shall 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 and in the right of the organization and whether formal or informal, by reason that he or she was a director, officer, employee or agent or is serving at the request of the organization as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint

venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding, if he or she had no reasonable cause to believe that his or her conduct was unlawful.