

Bylaws of the Les Cheneaux Watershed Council, A Not-For-Profit Corporation

Article I: NAME

This Michigan Non-profit Corporation shall be known as: The Les Cheneaux Watershed Council (LCWC) is organized under 501(c)(3) of the Internal Revenue Code. The Council's registered office is located at: 232 E M-134, Cedarville, MI 49719, or at any such other place within the state of Michigan as the board of directors may determine from time to time.

Article II: PURPOSE

The council shall have the following mission statement: The Les Cheneaux Watershed Council will promote the conservation, education, protection, restoration and sustainability of water-based resources within the Les Cheneaux Watershed.

The purpose of the Council is to protect and preserve the ecology of the Les Cheneaux Watershed including:

1. To develop and conduct watershed project plans in an effort to preserve and protect our water-based resources
2. To foster greater understanding and appreciation of the watershed and ecosystems by integrating educational programs with the local school and community
3. To promote community practices and reasoned decision-making with respect for our natural resources to ensure the use of these resources for future generations
4. To implement local water-based plans and cooperate with other regional and national organizations regarding water-based issues
5. To create a general awareness of the importance of conserving and protecting natural resources as applied to land use planning and orderly development
6. To secure the required technical, financial, educational, and other services required for developing and implementing work plans
7. To speak for the resources, influence policy and/or act on best policy guidelines

Article III: MEMBERSHIP

A. Eligibility - Any person, partnership or corporation who is interested in the above purposes of this council can become a member. Memberships are: resident

membership, resident business membership; non-resident membership, and non-resident business membership.

B. Resident / Non-Resident Membership – A Resident is defined as any person or entity that has interest in the Les Cheneaux Watershed, and who is a full or part-time resident in Mackinac or Chippewa Counties or a property owner in Mackinac or Chippewa Counties. A Non-Resident member is a member outside Mackinac or Chippewa Counties.

C. Dues - Members shall pay such annual dues as the Board of Directors may determine from time to time.

D. Rights of Members - The rights of members shall include, but not be limited to:

1. The right to vote in elections of the board of directors (and to vote in any recall question concerning the members of the board of directors).
2. The right to vote on any proposed amendment of the bylaws.
3. The right to receive the services and benefits of the Council.
4. The right to participate in leadership procedures according to the terms of these bylaws.
5. The right to present proposals and to advocate their acceptance by the council.
6. The right to due process in the functioning of the council.
7. The right to obtain information concerning the actions of the board of directors, the operations of the council, and the finances of the council.

E. Requirements of Membership - Members shall make timely payment of annual dues and shall comply with regulations established by the board of directors from time to time. Failure to pay all debts when due shall constitute grounds for termination of membership.

F. Resignation of Members - Membership shall terminate upon delivery of a written resignation from membership to the President or Corresponding Secretary of the council, or upon the effective date of resignation set forth in the written resignation, whichever is later.

Article IV: MEETINGS OF THE MEMBERSHIP

A. Annual Meeting of the Membership – The members shall meet at least once every year within 90 days following the end of the council's fiscal year at a location designated by the Board of Directors.

B. Special Meetings of the Membership –

1. In addition to the annual meetings, the Board of Directors may call special meetings when desired to handle specific business as announced in the call to the meeting.
2. Upon petition by 10% of the membership for a special meeting for a specific purpose, the Board of Directors shall call a special meeting of members for the purpose stated in the petition, and at the time and place set forth in the petition.
3. A special meeting may conduct only such business as has been announced in the call to the meeting.

C. Electronic Meetings – In order to provide more opportunities for participation by seasonal residents in the leadership, direction, and projects of the LCWC, the Board, at their discretion, may occasionally hold electronic meetings of membership. Members will be given adequate notification of how and when they may participate.

D. Notice of Meetings of the Membership:

1. Notice of any membership meeting must be sent to the members' last addresses on the records of the council at least fourteen days, but no more than forty-five days, before the meeting.
2. Notice shall include the place, date and time of the meeting and such topics of discussion as may be known at the time the notice is sent, though other topics may be introduced without notice.
3. Notices shall be in writing and may be delivered by first class or electronically.
4. A member's attendance at a meeting shall constitute waiver of notice for that member. Without proper notice, or waiver of notice, action taken at a membership meeting is not valid and shall be without force or effect.

E. Quorum – A quorum required for the conduct of business at any Membership Meeting is a minimum of 10 members

F. Voting Procedures –

1. Secret Ballot: Voting for members of the board of directors or for their recall and on proposals to change the bylaws shall be by secret ballot. The officer presiding may choose to conduct other votes by secret ballot. If five or more members request a vote by secret ballot the presiding office shall conduct the vote as requested by secret ballot.
2. When there is no contest in the election of directors, secret ballots may be dispensed with.

3. Each member shall have one vote on any proposal.
4. Each member shall have as many votes in the election of directors as there are vacancies to fill - one vote per director.
5. Proxy votes are not permitted.
6. Absentee voter ballots are permitted and the board of directors shall enable members to vote absent voter ballots on election of directors and on proposed changes in the bylaws. At the discretion of the board of directors, other issues maybe also are handled by absentee voter ballots.
7. Each council member shall notify the Corresponding/Recording Secretary in writing by mail, fax or email of the member's request for an absentee ballot.
8. E-voting may be utilized on occasion, at the discretion of the Executive Committee, whereupon members will be able to cast their vote electronically. Adequate notification and instruction will be provided prior to an electronic vote.
9. A simple majority of valid votes cast shall decide any issue, except that amendment of these bylaws shall require a two-thirds affirmative vote of votes cast to be effective.
10. In the election of directors, the candidates given the largest number of valid votes cast shall be deemed to be elected. When vacancies to be filled are for terms of varied lengths, the candidates given the larger number of valid votes cast shall fill the longer terms.
11. If the tellers' committee (composed of 3 Executive Board members or their designees) can determine the intention of the voter, the vote is valid, regardless of the method used to mark the ballot, an "x", check mark, sticker, write-in name or other method. Blanks and indecipherable ballots are not valid.
12. At each membership meeting, the Corresponding Secretary shall register members and provide each member with ballots and with a voting card.

G. Standard Agenda - At all annual membership meetings, the agenda will include at least the following:

1. Call to order and proof of notice of meeting
2. Report by Recording Secretary on number of members in attendance and presence of a quorum competent to conduct business
3. Officers' Report
4. Unfinished business

5. Election of members of the Board of Directors
6. New Business
7. Adjournment

Article V: BOARD OF DIRECTORS

A. The affairs of the LCWC shall be governed by a board of directors of a minimum of seven members and a maximum of twelve members.

B. Both year-round residents and seasonal residents who are members are eligible to serve on the Board of Directors.

C. Powers and Duties - The board of directors shall direct the affairs of the council and may do all those acts on behalf of the council necessary for its administration, excepting such powers as are reserved in these bylaws to be exercised solely by the membership. The powers and duties of the board of directors shall include but not be limited to:

1. Acceptance or rejection of applications for membership.
2. Establishment of annual membership dues and fees for services.
3. Election or recall of the officers.
4. Entering into contracts on behalf of the council and commitment of the resources of the council to meet and obligations of contracts.
5. Borrowing of funds and pledging the credit and assets of the council to secure any loan made to the council.
6. Issuing of certificates of investment to members and/or the public and to provide for interest and/or dividends upon those certificates from time to time.
7. Purchase, sale or lease of real estate or personal property.
8. Hiring, supervision and discharging of employees.
9. Review and termination of membership(s) for cause.
10. Promulgation of standard policies governing the conduct of the affairs of the council.
11. Establishment and supervision of committees.
12. Issuance of evidences of indebtedness and evidences of membership.

13. Filling of a vacancy of the board of directors until the next annual membership meeting or the next special membership meeting called for that purpose.

14. Representation of the members' interests to the public, to other organizations and to governmental bodies.

D. Election and Terms of Office - Directors are elected by the annual membership meeting for three-year terms. The first year board will serve one year. At the end of the first year the board members will be elected for one, two, or three-year terms. Henceforth all board terms shall serve three-year terms. No limit is placed upon the number of terms any director may serve. Whenever the number of directors is increased, the Corresponding/Recording Secretary will start the new Director(s) first term as a one, two or three year term to coordinate and balance the overall expiration of terms among directors.

E. Recall of Directors - Members shall judge the performance of the directors and may recall any director(s) at their pleasure, without specifying a cause. A petition signed by 30% of the membership must be submitted to convene a recall meeting. The recall may take place at a special membership meeting or at the annual membership meeting, provided that notice of the intent to recall has been included in the notice of the meeting or has been distributed to all members at their last known addresses of record. In each case, the question shall be put, "Shall NAME OF DIRECTOR be recalled from the board of directors?" A majority of valid votes cast in favor shall affect the recall of that director. The meeting at which recall is scheduled for a vote shall provide adequate time for the objects of the recall to defend them and for full discussion of all points of view on the matter.

F. Resignation of directors -

1. A written resignation from a director terminates the directorship as soon as the President or the Corresponding/Recording Secretary receives it, unless the resignation itself stipulates a specific later date. Once effective, a resignation may not be withdrawn.

2. Three unexcused absences from meetings of the board of directors during their term may be construed as a resignation, effective at the third meeting missed, when the board of directors may appoint a replacement.

G. Compensation - Directors are not compensated for their services as directors, but may be compensated for other services.

H. Meetings - The board of directors shall annually set a schedule of regular meetings – some of which may be Electronic meetings held via Email – or at a physical location and time to be assigned by the Board. Meeting notification will be posted at the current office of the LCWC or electronically at least two days before the meeting is to take place. Members may attend meetings except for executive sessions dealing with contracts, employees or lawsuits.

I. Electronic Meetings – In order to provide Board of Director positions to be held by part-time residents, the Board may schedule and hold electronic Board meetings. Directors will be given adequate notification of how and when they may participate.

J. Special Meetings - Any two officers may call a special meeting of the board of directors to consider specific issues he/she deems cannot wait for the regular meeting. Proper notification shall be provided to each Director at least two days in advance.

K. Quorum and Approval - A majority of sitting directors constitutes a quorum required to conduct business. For approval of an election or a proposal, a majority must vote in favor; a quorum being present. A Director who is not able to be present may vote and participate electronically available at the meeting location and if the presiding chairperson so allows. In such an instance, the Director who attends remotely shall be considered as a member who is present for the sake of constituting a quorum. A vote taken without a quorum present is not a valid action of the board and is without force and effect; it should not be recorded in the minutes. An abstention is not considered a vote when determining whether or not a majority voted in favor of a proposal.

Article VI: OFFICERS

A. Election of officers - The following shall be elected by the board of directors: President, Vice-President, Corresponding/Recording Secretary, Treasurer and such other officers as the Board of Directors may deem useful.

B. President - The President shall preside at all meetings. The President shall appoint the chairs of all committees, sign contracts on behalf of the council and oversee the functioning of the council.

C. Vice-President - The Vice-President shall undertake such responsibilities as the president may assign and shall act as President in case of the President's absence or incapacity.

D. Recording Secretary - The Recording Secretary shall keep the minutes of Meetings of Membership and of the Board of Directors, and shall keep custody of the Bylaws and the Articles of Incorporation. The Recording Secretary shall keep the attendance and record the official votes and outcomes of all elections held at Meetings of the Membership.

E. Corresponding Secretary - The Corresponding Secretary shall keep the membership list, handle correspondence on behalf of the board of directors, send notices to members, directors and otherwise keep current the list of names, ~~and~~ addresses, phone numbers and emails of directors with the dates of expiration of their terms, and keep current list of committee members.

F. Treasurer - The Treasurer shall receive and keep secure money, stocks, bonds and other valuables, or shall cause money, stocks, bonds and other valuables to be received and be kept securely. The Treasurer shall supervise the depository or depositories chosen by the Board of Directors and shall disburse funds as authorized by the Board of Directors. The Treasurer shall keep the financial accounts or cause them to be kept and shall produce financial reports or cause them to be produced. The Treasurer shall reconcile monthly bank statements and also prepare the annual budget as developed by the Executive Committee for the consideration of the board of directors. The Treasurer shall also provide updated financial statements at each board meeting and make available upon request by any member.

G. Executive Committee - The Executive Committee shall be composed of the President, Vice-President, Corresponding/Recording, Treasurer and/or any other member or members as appointed by the President (either one-time or on-going), for the purpose of carrying-out the business of LCWC between meetings; in case of emergency or other matter of urgency; to develop the annual budget; or to act upon matters as directed by the Board of Directors. The Recording Secretary shall provide a brief written summary of any Executive Committee meetings at each subsequent meeting of the Board of Directors.

Article VII: FISCAL POLICIES

A. Financial plan - The Council shall seek annual membership fees, grants, loans, fundraising events and donations for the purpose of meeting operating expenses.

B. Fiscal Records - The recording of all financial transactions shall be recorded according to generally accepted accounting principles. Such records are open to all members during normal business hours, by appointment or available upon request.

C. Audit - Once the Council's capital assets level reaches a minimum to be determined by the board, an independent accountant shall conduct an annual audit and prepare the annual statement, tax reports and other reports, and shall confer with the Board of Directors to answer questions.

D. Fiscal Year - The fiscal year of the council is June 1 through May 31.

E. Bond - Once the Council capital asset level reaches a minimum to be set by the board, any officer or employee having access to money or other valuables shall be bonded in an amount two and on half times the maximum amount available to that person.

F. Budget - An annual budget shall be developed by the Executive Committee and prepared by the Treasurer to be presented for the board's approval and adoption prior to the start of the fiscal year.

G. Policies and Procedures - The LCWC shall maintain and keep current a Policies and Procedures Manual to guide general business operations.

H. Non-Profit Operation –

1. No part of the net earnings of the Corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.
2. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
3. The Corporation shall not lend any of its assets to any officer or Director of this Corporation or guarantee to any person the payment of a loan by an officer or director of this Corporation.
4. No member, officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this Corporation.

Article VIII: AMENDMENTS

Any member may propose amendments to these bylaws. A vote in favor of the proposed amendment(s) by two-thirds of all valid votes cast at a Meeting of the Membership with a quorum present after due notice to all members is required for passage of an amendment to these bylaws. A copy of the proposal, showing the language to be deleted and the language to be added, must be sent to all members with the notice of the Membership Meeting. The Board shall amend the by-laws upon the two-thirds majority vote of the Membership present; where it will take immediate effect.

Article IX: NON-PARTISANSHIP

The Council shall not permit itself to be used for partisan political or sectarian religious purposes, nor shall it endorse candidates, contribute money or assets to any political party or religious group. This article shall not be interpreted to prevent the Council from ascertaining the opinions and positions of political and religious leaders concerning Council and publishing those opinions and positions for the information of the members of the Council.

Article X: INDEMNIFICATION

The Council shall indemnify or reimburse Directors, Officers and staff for all claims and liabilities, including reasonable expenses and attorney's fees, to which they may be subject by reason of their being Directors, Officers or staff of the council. Indemnification or reimbursement shall be made only if it is determined that the Director, Officer or staff person acted in good faith and in the reasonable belief that the action was in the best interests of the Council. If this determination is not made in legal proceedings related to the claim or liability, a committee of disinterested Directors shall make it. If not made or able to be made by either of the above, independent legal counsel selected by a special committee elected by the Council membership shall make the determination. The foregoing shall not exclude any other rights to which directors, officers and staff may lawfully be entitled.

Article XI: PARLIAMENTARY PROCEDURES

To govern procedures and relationships within the council in cases not provided for in these bylaws, "Robert's Rules" may be referred to.

Article XII: DISSOLUTION

Upon dissolution, the assets of the Council shall be distributed:

- A. By paying or providing for payment of its debts, taxes and expenses
- B. By distributing any surplus remaining to any other nonprofit organization designated by membership resolution.

Adopted Revision – July 8, 2011 at the Annual Meeting of the Membership