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BYLAWS

*As amended by the Board of Directors
at its regular meeting on (10.4.16)*

ARTICLE I NAME AND ORGANIZATION

This organization, named in its Articles of Incorporation, "Clinton River Watershed Council," hereinafter designated in these Bylaws as a non-stock directorship "Council," is a Michigan non-profit corporation organized on a basis whose term of corporate existence is perpetual.

ARTICLE II SEAL

The corporate seal of the Council shall carry the words "Clinton River Watershed Council."

ARTICLE III STATEMENT OF CHARITABLE PURPOSES

Section 1 Charitable Purposes

The Council is organized exclusively for educational, scientific, and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) of the Internal Revenue Code of 1954.

Section 2 Prohibited Activities

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth in Section 1 hereof.
- B. 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.
- C. 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 1954 (or the corresponding provision 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV FISCAL YEAR - ANNUAL AUDIT - ANNUAL REPORT

- A. The fiscal year shall follow the calendar year.
- B. The Board shall have an annual audit conducted and presented to the full Board by the end of the second fiscal quarter. Upon the acceptance by the Board, the audit summary and opinion letter will be published prior to the next regularly scheduled Board meeting.
- C. An annual report of the Council's operation will be prepared per Article VI, Section 9 of the bylaws.

ARTICLE V GEOGRAPHICAL AREA

The geographic area of the Council is defined by the Clinton River watershed and Lake St. Clair Drainage District boundaries that encompass portions of Lapeer, Macomb, Oakland, St. Clair and Wayne Counties. However, activities outside of this area may be undertaken from time to time as authorized by the Board of Directors if they have the potential to favorably impact conditions within the Clinton River watershed and/or Lake St. Clair.

ARTICLE VI MEMBERSHIP

Section 1 Conditions of Membership

Membership is solely at the discretion of the Board of Directors. The Board of Directors may establish standards of qualifications for membership applicants, but reserves the right to refuse any application at its discretion, without cause or recourse.

The Board of Directors may establish standards of participation in the activities of the Council. Upon proper notice to the member as provided herein, the privileges of membership may be suspended; limited or cancelled where participation in the activities of the Council by such member is not in accordance with the mission of the organization. Such suspension or limitation may be removed at any time as determined by the Board of Directors.

Section 2 Membership Categories

Membership in the Council shall include the following major categories: government, business, association, and individual. Subcategories can be created at the discretion of the Board of Directors. Membership does not entitle any individual or organization to any position on the Board of Directors or committees.

Section 3 Annual Membership Dues

The Board of Directors shall periodically determine annual membership dues.

Section 4 Application for Membership

All original applications for membership shall be in writing upon a form approved and provided for such purposes by the Board of Directors. Such applications shall be accompanied by the payment of the annual dues.

Section 5 Member Bound to Bylaws

The acceptance of such application (and payment of dues) as provided here constitutes an agreement by the member to be bound to these Bylaws as they may, at time of acceptance, be constituted, or as they may from time to time and in accordance with these Bylaws, be amended by the Board of Directors.

Section 6 Council Assets

No member shall have or acquire any right, title or interest in any funds or assets of the Council or any vested right in the continuation of any Council activity. All funds and assets of the Council shall be used by the Board of Directors to engage in activities consistent with the purposes of the Council as stated herein.

Section 7 Membership Requirement

Any member whose dues are fully paid shall be considered a member in good standing, and unless otherwise provided in these Bylaws are entitled to those activities authorized by the Board of Directors.

Section 8 Membership Meetings

The Board of Directors may hold periodic meetings of the Council membership to serve as a forum for education and debate on critical land and water resource management issues.

Section 9 Annual Meeting

- A. The Board of Directors shall cause an annual meeting of the membership to be held each year to report to the members about the *Council's operation*.
- B. A slate of candidates for vacancies on the Board of Directors and a slate of candidates for its officers shall be presented at the Annual Meeting. Majority votes of those members present will approve or disapprove the slates. If a slate is disapproved, nominations and modifications of the slate shall be taken from the floor and a new vote taken on the whole slate. This shall be repeated until a slate of officers and a slate of candidates for new Board terms are approved.

Section 10 Voting Rights

Membership does not entitle any individual or organization to voting rights of any kind, except as provided above at the Annual Meeting. Each government, business, and association member shall designate a representative to represent said member in its affairs with the Council. The Council shall communicate with this designated individual until receiving notice from said member that the individual is no longer its representative, and that a new representative has been appointed. Each member has one vote.

Section 11 Membership Renewal

The right of renewal of membership shall rest in the Board of Directors. The Board of Directors may place conditions and/or limitations upon renewal of any membership. The offer of renewal of membership, including any conditions and/or limitations with respect thereto, shall be established by the mailing to the member of proper notice that dues for the ensuing year are due and payable to the Council. The payment of such dues by the member shall constitute an acceptance of such offer. Any condition or limitation placed upon any renewal so accepted by the member may be removed at any time as determined by the Board of Directors.

ARTICLE VII GOVERNANCE

Section 1 Control

The governance of the Council shall be vested in a Board of Directors consisting of 15 voting Directors. A number less than 15 will be considered a vacancy. All Directors shall be individual members in good standing, even though they may also represent a government, association or business member.

Section 2 Fiduciary Responsibility

The Board of Directors shall approve an annual operating budget for the Council prior to the beginning of the fiscal year it covers. Budgets for special projects, grants and donations may be approved at any Board of Directors meeting, (upon the recommendation of the Finance Committee)

Section 3 Election of Directors and Officers

The Governance Committee shall recommend to the Board of Directors slates of candidates for Directors and officers at the regularly scheduled Board meeting immediately preceding the Annual Meeting. The Governance Committee will make every effort to propose new Directors so that each category of membership shall be represented on the Board of Directors.

With a simple majority vote of those present at the Board of Directors meeting, provided a quorum has been met, the slates can be passed on to the membership with additions or subtractions. An agenda and slates of candidates shall be forwarded to each Director no less than fourteen days prior to the Annual Meeting. A majority vote of those members present at the Annual Meeting will approve or disapprove the slates as provided in Article VI, Sections 9 & 10.

Section 4 Term of Office

Each Board member shall be elected to hold office for a term of three years. Terms shall become effective at the conclusion of the Annual Meeting at which he/she was elected, and Directors shall serve through the Annual Meeting of the year his/her term expires. Terms shall be staggered such that approximately one third of the Director's terms expire each year. If required to maintain this balance, candidates for the Board may be nominated for either one-year or two-year terms.

Section 5 Vacancies

Any vacancy resulting otherwise than by expiration of term of office of the Director or officer shall be filled by the Board of Directors, upon a recommendation from the Governance Committee (Article IX Section 4). This shall be done at any regular meeting or special meeting held subsequent to the announcement of the vacancy, which can either be in writing or at a previous meeting. A notice shall be forwarded to each Director prior to the next annual, regular or special meeting of the Board, indicating that such vacancy shall be filled. Any Director or officer so elected shall hold office during the unexpired term of the Director or Officer to be succeeded.

Section 6 Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at least five times per year, unless otherwise ordered by the Board of Directors.

Section 7 Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called at any time by the President and shall be called by the President upon the request of at least three Directors. At least seventy-two hours advance notice shall be given to each Director of such special meeting and the notice shall state the purpose of the meeting. Discussion and action shall be limited to the items contained in the notice.

Section 8 Attendance

Annually, each Director is required to participate in a minimum of four of the five regularly scheduled Board of Directors meetings and the Annual Meeting. Directors who do not meet this requirement, shall be deemed to have resigned from the Board unless the Board or Executive Committee shall vote to retain the Director in consideration of special circumstances.

Section 9 Quorum

Eight (8) voting Directors shall constitute a quorum for transacting business.

Section 10 Voting

Unless otherwise provided herein, decisions by the Board of Directors shall be by simple majority vote of those present provided a quorum has been met. Voting by proxy shall not be permitted. An electronic/phone ballot may be used in securing a vote of the Board, when in the opinion of the Executive Committee or the Board, this is deemed necessary. Emeritus Directors are non-voting members of the Board.

Section 11 Executive Director

The Council is authorized to employ an Executive Director and other professional, administrative or clerical staff, including consultants, as may be provided for in the approved budget or in special project funds. The Board of Directors shall be responsible for hiring, terminating the employment of, and setting the compensation of the Executive Director.

The Executive Director is a non-voting ex officio member of, and attend all meetings of the Board of Directors; is an ex officio member of and provide staff support to committees; and preserves in books belonging to the Council true minutes of the proceedings of all such meetings. She/he shall give all notices required by these bylaws. As chief executive officer, she/he shall at all times be responsible to the Board and the Executive Committee for the management of the organization.

The Executive Director shall be responsible for hiring, evaluating, terminating the employment of, and setting the compensation of all other staff of the Council consistent with budget and policies set by the Board. The Executive Director is responsible for day-to-day operations of the Council, and for management of the budget including expenditures, contracts and obligations consistent with the budget.

The Executive Director, as chief executive officer, shall have authority to incur necessary expenses for payroll and other routine operations of business of the Council, and with the Treasurer's authorization, shall make payment therefore. The Board of Directors may provide, by resolution, the conditions and/or limitations under which the Executive Director or the Treasurer can make expenditures. The Executive Director, President or another individual designated by the Executive Committee, shall sign all written contracts, legal documents and financial obligations of the Council.

There may be times when CRWC has to operate without the guidance of an Executive Director. During such times, the Board of Directors may delegate any of the duties of the Executive Director as outlined in the By-Laws above to full-time Council staff and/or other individuals deemed appropriate by the Board. These individuals shall attend Board meetings in an ex-officio capacity and report to the Board.

ARTICLE VIII OFFICERS, POWERS, AND DUTIES

Section 1 Officers

The Officers of the Board of Directors shall be a President, First Vice President, Second Vice President, Treasurer, and Secretary.

Section 2 Eligibility and Terms

- A. To be eligible for any Officer position, other than President, a Director must have served on the Board of Directors at least one year.
- B. To be eligible for President, a Director must have served in another Officer position at least one year.
- C. No Director shall serve in the same Officer position for more than three consecutive years.
- D. In the event the position of officer is vacated and unable to be filled in accordance with A through C above, the Governance Committee has the ability to recommend to the Board of Directors to fill the position on an interim basis with an existing member of the Governance Committee.

Section 3 President

The President of the Board of Directors shall preside at all meetings of the Board of Directors and Executive Committee. The President shall perform such other duties as so

defined by the Board of Directors.

Section 4 First Vice President

The First Vice President shall perform the duties of the President during the absence or disability of the President, and any other duties as so defined by the Board of Directors.

Section 5 Second Vice President

The Second Vice President shall perform the duties of the President during the absence or disability of the President and First Vice President. The Second Vice President shall perform the duties of the First Vice President during the absence or disability of the First Vice President and any other duties as so defined by the Board of Directors.

Section 6 Treasurer

The Treasurer shall:

- A. Oversee custody of the funds of the Council, collection of dues and accounts receivable, and shall review monthly the accounts pertaining to the Council. The Treasurer shall oversee disbursements in accordance with these Bylaws and as further provided by the Board of Directors.
- B. When directed by the Board of Directors, oversee investment and reinvestment of all surplus funds of the Council.
- C. Oversee a statement of the accounts of the Council to the Board of Directors once a year and at such times as the Board of Directors may require. The accounts shall be audited annually by a certified public accountant designated by the Board of Directors.
- D. Serve as chair of the Finance Committee and submit a Treasurer's Report to the Board of Directors at each regularly scheduled board meeting.
- E. Perform other duties of the office as so defined by the Board of Directors.

Section 7 Secretary

The Secretary shall keep a record of all meetings of the Board of Directors. The secretary shall also have the duty to make a record of the meetings of the Executive Committee and perform any other duties as defined by the Board of Directors.

ARTICLE IX COMMITTEES

Section 1 Standing and Ad hoc Committees

The standing committees of the Board of Directors are the Executive Committee, the Finance Committee, the Development Committee, and the Governance Committee.

The Board may also establish *Ad hoc* committees for specific purposes, as it deems necessary.

Section 2 Executive Committee

The Executive Committee shall be chaired by the President, and will also include the First Vice President, Second Vice President, Secretary and Treasurer. The Executive Director shall serve as an ex officio member of the Executive Committee. The Executive Committee of the Board of Directors shall be empowered to exercise all powers and authorities of the Board of Directors in management and business affairs of the Council during intervals between meetings of the Directors.

The Executive Committee shall have the following core areas of responsibility:

- A. Evaluating the Executive Director
- B. Human Resources
- C. Facilities
- D. Information Technology
- E. Bylaw & Director in good standing enforcement
- F. Other areas of responsibility as defined by the Board of Directors

The Executive Committee shall not have the power or authority to:

- A. Approve or amend an annual operating budget;
- B. Amend the Council's articles of incorporation or its by-laws;
- C. Amend or repeal any resolution of the Board;
- D. Adopt an agreement of merger or consolidation; or
- E. Fill vacancies on the Board, unless the number falls below 8 board members;
- F. Recommend to members the dissolution of the Council.

The Executive Committee shall meet when deemed necessary by the President. The President shall be required to call a meeting of the Executive Committee whenever two or more members of the committee shall request it. At least seventy two hours advance notice shall be given to each officer of an Executive Committee meeting and shall state the purpose of the meeting. Discussion and action shall be limited to the items contained in the call.

The presence of three members of the Executive Committee shall constitute a quorum for transaction of business that shall properly come before it. Unless otherwise provided herein, decisions by the Executive Committee shall be passed by a minimum of three votes.

The Executive Committee shall keep minutes of its meetings and shall report its actions to the Board.

Section 3 Finance Committee

The Finance Committee shall be chaired by the Treasurer of the Board and will also include members of the Board of Directors and other Council members in good standing. The Executive Director or their designee shall serve as an ex officio member of the Finance Committee.

The Finance Committee shall have the following core areas of responsibility:

- A. Budget preparation and oversight
- B. Periodic review of financial transactions and statements

- C. Investment planning and oversight
- D. Receiving and evaluating the annual audit
- E. Other areas of responsibility as so defined by the Board of Directors

Section 4 Governance Committee

The Governance Committee shall be chaired by the First Vice President and will also include current and former members of the Board of Directors. The Executive Director shall serve as an ex officio member of the Committee.

The Governance Committee shall have the following core areas of responsibility:

- A. Recruit and recommend a slate of candidates for Board of Directors and Officers to the Board
- B. Makes recommendations to the Board to fill vacancies
- C. Board orientation
- D. Board development
- E. Evaluating BOD effectiveness
- F. Bylaws evaluation
- G. Evaluation of Director participation
- H. Strategic planning
- I. Other areas of responsibility as defined by the Board of Directors

Section 5 Development Committee

The Development Committee shall be chaired by the Second Vice President and will also include Board Members and other Council members in good standing. The Executive Director or their designee shall serve as an ex officio member of the Committee.

The Development Committee shall have the following core areas of responsibility:

- A. Fundraising
- B. Public relations
- C. Marketing
- D. Membership
- E. Special events
- F. Other areas of responsibility as so defined by the Board of Directors

Section 6 Ad hoc Committees of the Board

The President of the Board, with the approval of the Board of Directors, may establish *Ad hoc* committees. The *Ad hoc* committee shall be chaired by a Board Director, appointed by the President, and its membership limited to Board members and Council members in good standing.

Section 7 Committee Membership

The President of the Board, with the approval of the Board of Directors, shall appoint annually, as soon as possible after his/her election, members to the Finance, Governance,

and Development Committees.

Section 8 Committee Rules

Committee meetings may be called by the Board of Directors, by the President, by the Chair of the Committee, or by the request of any two members of the Committee.

A notice, giving the time and place of a committee meeting, shall be communicated to each member of the committee at least seventy two hours prior to the meeting.

ARTICLE X NOTICE

All notices required to be sent to Directors and members, shall be sent or communicated to the contact information appearing in Council records. Such mailing or communication shall be deemed presumptive evidence of the proper service of such notice.

ARTICLE XI AMENDMENTS TO BYLAWS

The Board of Directors shall have power to make, amend, or repeal the bylaws of the Council by two-thirds vote of the full Board, provided that notice of intention to make, amend or repeal the Bylaws in whole or part has been presented to the Board of Directors at least thirty days prior to the meeting.

ARTICLE XII AMENDMENTS TO ARTICLES OF INCORPORATION

The Board of Directors shall have power to make, amend, or repeal the Articles of Incorporation of the Council by two-thirds vote of the full Board, provided that notice of intention to make, amend or repeal the Articles of Incorporation in whole or part has been presented to the Board of Directors at least thirty days prior to the meeting.

ARTICLE XIII DISSOLUTION

Section 1 Power to Dissolve

The Board of Directors shall have power to dissolve the Council by two-thirds vote of the Board, provided that notice of intention to dissolve the Council has been presented to the Board of Directors at least thirty days prior to a meeting called for such purpose.

Section 2 Disposal of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for educational, scientific and charitable purposes to an organization or organizations which at the time qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE XIV INDEMNIFICATION AND INSURANCE

Section 1 Indemnification

CRWC shall indemnify its directors, officers and executive director (Indemnified Parties) to the extent permitted by the Michigan Nonprofit Corporation Act, being MCL 450.2101, *et seq*, as amended.

Section 2 Insurance

CRWC may procure and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of the Indemnified Parties, affording coverage against liability asserted against or incurred by the Indemnified Parties as a director, officer or executive director.