

Friends of the Boyne River, Incorporated

Bylaws

Article I. Name, Purposes, and Limitations.

Section 1. Name.

This corporation shall be known as “Friends of the Boyne River, Incorporated.”

Section 2. Purposes.

The purposes of the Friends of the Boyne River, Inc. are to exclusively restrict the corporation to those activities permitted under Section 501(c)(3) of the Internal Revenue Code, to wit: to maintain the environmental and recreational quality of the Boyne River and its watershed by:

- A. Protecting the water quality
- B. Preserving and restoring the aesthetic value and character of the river and its watershed.
- C. Informing and educating the public about the corporation’s activities and about issues involving the Boyne River watershed.
- D. Promoting wise resource management on public and private lands within the watershed
- E. Pursuing broad-based support of the corporation’s activities.
- F. Facilitating the coordination of the policies and actions of the various individuals, groups, and agencies affecting the environment within the watershed.

Section 3. Limitations.

No member, director, or officer of the corporation shall have or acquire any right, title, or interest in any funds or assets of the corporation nor any vested right in the continuation of any corporation activity. All funds and assets of the corporation shall be used by the Board of Directors to engage in activities consistent with the purposes of the corporation as stated herein. No part of the funds or assets of the corporation shall inure to or be distributed to the members, directors, or officers of the corporation, except that nothing contained herein shall be construed to preclude any members, directors, or officers from receiving compensation for services rendered to the corporation, if unanimously authorized by the Board of Directors and necessary to fulfill the purposes of the corporation and in accordance with the law. Upon dissolution as provided by law, funds of the corporation remaining after all obligations have been discharged shall be distributed to one or more regularly organized non-profit organizations devoted to one or more of the purposes of the corporation, or to one or more educational or charitable organizations selected by the Board of Directors, as provided in Article VI, Section 6 (page 7).

Article II. Membership

Section 1. Qualifications.

Memberships in this corporation shall be open to any person or organization supporting the purposes of the corporation as stated in Article I, Section 2 (page 1). The Friends of the Boyne River shall not discriminate on the basis of creed, gender, national origin, or race.

Section 2. Good Standing.

A member shall be considered a member in good standing when he/she has filed a membership form approved and provided by the Board of Directors and paid the annual dues as established by the Board of Directors pursuant to Article VI, Section 1 (page 7). A member in good standing shall be entitled to full participation in the corporation unless otherwise provided in these bylaws.

Section 3. Suspension.

Any member of the corporation may be suspended or expelled for cause such as violation of any of the bylaws or rules of the corporation or for conduct prejudicial to the corporation. Suspension or expulsion shall be by two-thirds (2/3) vote of the Board of Directors at a special meeting held for this purpose. A statement of charges shall be mailed by registered mail to the member being charged, at his/her last recorded address, at least two weeks before final action is to be taken. This statement shall be accompanied by a notice of the action and the time, date, and place where the Board of Directors is to take action. The member shall be given an opportunity to present a defense at the meeting mentioned in such notice.

Article III. Membership Meetings.

Section 1. Annual Meeting.

The annual meeting of the members of the corporation shall be held during July or August for such business as may properly come before the meeting. The Board of Directors shall fix the time, date, and place of the annual meeting.

Section 2. Special Meetings.

Special meetings of the membership may be called by the President or by a majority of the Board of Directors. The President shall call a special meeting of the membership upon receipt of a petition filed with the Secretary setting forth the purpose of the special meeting and signed by no less than a one-third (1/3) of the members in good standing on the date the petition is filed with the Secretary. The time, date, and place of a special meeting of the members of the corporation shall be fixed by the President or Board of Directors, whichever called the special meeting.

Section 3. Notice of Meetings.

No less than fourteen (14) days before the annual meeting or a special meeting of the members, a notice of the meeting, showing the time, date, and place of the meeting, and an agenda for the meeting, shall be mailed to each member at his/her address as appears on the books of the

corporation, or in such manner as may be required by law. Such mailing shall be deemed presumptive evidence of the proper service of the notice.

Section 4. Quorum.

A quorum for the annual meeting or a special meeting of the members of the corporation shall consist of ten percent (10%) of the members in good standing on the date of the meeting either present in person or by written proxy.

Section 5. Voting.

A. Qualifications for Voting

Each member in good standing as of the date of the meeting shall be entitled to one vote. A family membership shall allow two (2) adults (over 18 years of age) to have one vote each. A student membership does not include voting rights. Organizations joining the Friends shall have one vote. The Board of Directors may provide for balloting by mail.

B. Transaction of Business

All business transacted at the annual meeting or a special meeting of the members of the corporation shall be by a majority vote of the qualified voters present as defined in Article III, Section 5, Part A (page 3).

Article IV. Board of Directors.

Section 1. Establishment.

The control and management of the affairs of the corporation shall be vested in a Board of Directors consisting of no fewer than nine (9) and no more than twelve (12) directors, elected by the members in good standing from the corporation's membership at the annual meeting. The directors shall serve for terms of three (3) years, commencing with the annual meeting of the Board and continuing until their respective successors have been duly elected and qualified; provided however, for the first Board of Directors, one-third (1/3) shall be elected for three (3) years, one-third for two (2) years, and one-third for one (1) year. A Director may serve unlimited whole or partial terms. The Board of Directors shall authorize all contracts and obligations of the corporation and shall control all expenditures and may accept gifts to the corporation for use in fulfilling the purposes stated in Article I, Section 2 (page 1).

Section 2. Meetings.

A. Regular and Annual.

The Board of Directors shall have regular meetings at least quarterly each year. The annual meeting of the Board of Directors, which shall be considered a regular meeting, shall be held not later than thirty (30) days following the annual meeting of the general membership of the corporation.

B. Special

Special meetings of the Board of Directors may be called at any time by the President, and shall be called by the President upon receipt of a written request signed by at least three (3) members of the Board of Directors stating the purpose of the meeting.

C. Notice of Meetings.

The President shall fix the time, date, and place of all meetings of the Board of Directors. No less than five (5) days prior to any meeting, a notice of the meeting, showing the time, date, and place, shall be mailed to each director at his/her address as appears on the books of the corporation, or in such manner as may be required by law. Such mailing shall be deemed presumptive evidence of the proper service of the notice.

D. Attendance.

Any member of the Board of Directors who is absent from a meeting of the Board more than three (3) consecutive times without notifying the President or Vice President in advance of an absence may be removed from the Board by Board action. The Board of Directors may grant a leave of absence for any Board member upon request.

Section 3. Quorum and Voting.

A majority of the Board of Directors then in office shall constitute a quorum. All business transacted at a meeting of the Board of Directors shall be by a majority vote of the directors present.

Section 4. Vacancies.

Any vacancy on the Board of Directors or of an elected officer resulting otherwise than by the expiration of the term of offices shall be filled by action of the Board of Directors, provided such vacancy occurs more than thirty (30) days after the election which filled that position. Each Director shall receive notice of a meeting at which a vacancy shall be considered at least five (5) days prior to the meeting. Notice may be given verbally or in writing, with the stipulation that a mailed notice shall be postmarked at least ten (10) working days prior to the meeting. Such mailing shall be deemed presumptive evidence of the proper service of the notice. The person appointed to fill the vacancy shall hold office during the unexpired term of the Director or officer to be succeeded. In the event that such vacancy occurs within the thirty (30) days after the election, a new election will be held.

Section 5. Nominating Committee.

Annually, on or before May 1st, the Board of Directors shall appoint a nominating committee consisting of three (3) persons: two (2) shall be Directors and the third shall be selected from the members who are not Directors. The committee shall place into nomination the names of one or more persons for each vacancy on the Board of Directors. Such a slate, together with a biographical sketch of each candidate touching upon such candidate's qualifications to serve on the Board, shall be mailed to each member of the corporation at least two (2) weeks before the annual meeting of the members of the corporation. All nominees shall be contacted at least one (1) week prior to presenting the slate to the members and asked if they are willing to serve if

elected. In the event of a nomination from the floor during the Annual Meeting, the nominee must be present and state he/she is willing to serve if elected for the nomination to be accepted. All nominees shall be members in good standing of the corporation as defined in Article II, Section 2 (page 2).

Section 6. Election of Officers.

The President shall appoint a nominating committee of three (3) Directors within one (1) week following the Annual Meeting. Such committee shall prepare a slate of candidates for officers and shall report such a slate at the annual meeting of the Board of Directors. The Board of Directors shall, at its annual meeting, elect from its members a President, who has been a member of the Board of Directors for at least one year, a Vice President, a Secretary, and a Treasurer.

Section 7. Additional Officers.

The Board of Directors may elect additional officers from existing board members, giving them such authority and duties as the Board may deem proper.

Section 8. Executive Committee.

An executive committee of the Board of Directors shall be established and shall be composed of the President, Vice President, Secretary, Treasurer, and one (1) director elected by the Board of Directors at its annual meeting. The executive committee members shall hold office for one year and until their successors have been elected and qualified. The executive committee of the Board shall be empowered to transact corporation business between board meetings, as necessary, except that the executive committee is not authorized to approve an annual operating budget, amend the Articles of Incorporation, or amend or repeal any resolution of the Board. The executive committee shall meet as needed. The President shall mail to the executive committee members a meeting notice as in Article IV, Section 2, Part C (page 4); provided however that three (3) days notice shall be sufficient. A quorum of the executive committee shall be a majority of its members, and all business transacted by the executive committee shall be by a majority vote of the members present in person. The executive committee shall keep minutes of its proceedings, which minutes shall be filed with the minutes of the Board of Directors, and any action taken by the executive committee shall be presented to the Board of Directors for ratification at its next regular meeting.

Section 9. Committees.

The committees of education, finance, and stewardship shall be standing committees. The President, with the approval of the Board of Directors, may from time to time, for the purpose of carrying out the objectives of the corporation, establish, alter, or dissolve committees, except that the standing committees shall not be dissolved, and appoint or remove members thereof. The chairperson of each committee shall be selected by the President. Committee membership may consist of any interested person and need not be confined to members of the corporation. The President shall be a member of all committees except the nominating committee. All committees shall be responsible to the Board of Directors or to the executive committee. A committee meeting may be called by the Board of Directors, the President, the Chairperson of the committee or any two (2) members of the committee. A notice of the committee meeting, indicating the time, date, and place of the meeting, shall be communicated to each member of the committee as soon as practicable prior to the meeting.

Section 10. Compensation.

The directors and officers of the corporation shall serve without compensation.

Section 11. Employment.

The Board of Directors may authorize the employment of persons necessary to assist in the operation of the corporation and shall give such persons the duties and responsibilities it may deem advisable.

Article V. Duties of Officers.

Section 1. President.

The President shall preside at all meetings of the Board of Directors, executive committee and meetings of the members of the corporation, and shall be the principal executive officer of the corporation with all the powers, duties, and responsibilities customarily incident to that office except as may be otherwise specifically covered by these bylaws or by action otherwise taken by the Board of Directors. The President shall perform such other duties as the Board of Directors may assign.

Section 2. Vice President.

The Vice President shall act in all regards and shall have all the powers, duties, and responsibilities of the President during the President's absence or disability, and shall perform any other duties delegated or assigned by the President.

Section 3. Secretary.

The Secretary shall make and maintain a record of all meetings of the Board of Directors, executive committee, and meetings of the members of the corporation. The Secretary shall from time to time at the request of the President take care of the correspondence of the corporation and shall perform such other duties as requested by the Board of Directors or the President.

Section 4. Treasurer.

The Treasurer shall oversee custody of the funds of the corporation, shall receive annual membership dues and all voluntary and special contributions, shall oversee disbursements in accordance with these bylaws and as further provided by the Board of Directors, shall make and maintain records of all receipts and disbursements, shall review monthly the accounts pertaining to the corporation, and shall report the financial condition of the corporation at the annual meeting of the members of the corporation, at all meetings of the Board of Directors, and at all meetings of the executive committee.

At the direction of the Board of Directors, the Treasurer shall oversee the investment and reinvestment of all surplus funds of the corporation.

Article VI. Finances.

Section 1. Dues.

The annual dues may be set by the Board of Directors.

Section 2. Banking.

The President or Treasurer or any other person, when that person has been authorized by a resolution of the Board of Directors, may sign checks or make deposits on behalf of the corporation.

Section 3. Audit.

The Board of Directors shall provide for an annual report of the financial affairs of the corporation, which shall be presented at the annual meeting of the members of the corporation.

Section 4. Fiscal Year.

The fiscal year of the corporation shall cover the period from January 1 through December 31 of each year.

Section 5. Tax Limitations.

Notwithstanding any other provision of these bylaws, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or 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).

Section 6. Dissolution.

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 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 VII, Parliamentary Authority.

All meetings of the members of the corporation, the Board of Directors, and executive committee shall be conducted pursuant to Roberts Rules of Order, Newly Revised.

Article VIII. Indemnification.

The corporation shall indemnify any and all persons who may serve as officers or directors against any and all expenses including attorney's fees in connection with his/her defense in a judicial or administrative mismanagement of funds or charitable organizations. Indemnification will be made to the extent that such expenses are reasonably incurred in connection with such proceedings, and provided that said officer or director is successful in such defense, or such

proceeding is terminated by settlement, and that he/she has not acted willfully, but in good faith with reasonable cause to believe that his/her actions or failures to act were not in violation of said laws and were in the best interest of the corporation. The payment of said expenses by the corporation shall not include the payment of taxes, penalties, expenses of correction or any amounts for which said officer or director shall be held liable. Any indemnification hereunder shall be made only after a determination shall be made by either a majority vote of a quorum of the Board of Directors consisting of those directors who were not parties to such proceeding or, if such quorum is not obtainable, by written opinion of independent legal counsel selected by those directors not party to such proceedings.

Article IX. Amendment of Bylaws.

The members of the corporation shall have the power to make, amend, or repeal these bylaws by a vote of two-thirds (2/3) of the members in good standing acting at the annual meeting or at a special meeting called for the purpose of amending the bylaws; provided, however, that notice of the proposed amendment(s) or repeal(s) are contained in the notice of the meeting and are mailed to each member no less than fourteen (14) days prior to the scheduled meeting; provided further, that the proposed amendment(s) or repeal(s) are presented to the Board of Directors at a meeting of the Board prior to the membership meeting at which the amendment(s) or repeal(s) will be considered. Amendments or repeals may be initiated by the Board of Directors or by any member in good standing.

These bylaws in their original form were adopted by the Board of Directors of the Friends of the Boyne River, Incorporated, on July 17, 1998 and ratified by the members of the corporation August 19, 1998. There have been four amendments to these bylaws, all of which are reflected above.