

**BYLAWS
OF
FRIENDS OF THE ST. CLAIR RIVER WATERSHED**

**ARTICLE 1
GENERAL**

Section 1. **ORGANIZATION NAME**

The official name of the Organization shall be Friends Of The St. Clair River Watershed U.S., referred to herein as "the Corporation".

Section 2. **ORGANIZATIONAL STRUCTURE**

The Corporation is incorporated to serve as a Michigan Nonprofit Corporation pursuant to 1982 Public Act 162, as amended (Act 162).

Section 3. **ORGANIZATION PURPOSE**

The Corporation is established for the purpose of: Promotion of conservation, protection, restoration, beautification, water-related recreation, environmental improvements and other activities associated with the St. Clair River and its watersheds and to assist in the development and implementation of charitable, educational, recreational environmental, scientific activities and other related activities legally permissible for a Michigan Non-Profit Corporation.

Section 4. **PURPOSE OF BYLAWS**

These bylaws are adopted in furtherance of the governance of the Corporation in accordance with its purposes as set forth in its Articles of Incorporation and in accordance with the duties, responsibilities and authorities prescribed by the laws of the State of Michigan with respect to the governance of non-profit organizations.

**ARTICLE II
BOARD OF DIRECTORS AND MEETINGS**

Section 1. The Corporation shall be governed by a Board of Directors of not less than five (5) people, referred to herein as a "Director(s)".

Section 2. Each Director shall hold a position for a three year term commencing on February 1st and until a successor is elected, or until resignation or removal from office. Additional or new members of the Board of Directors may be elected by majority vote of the then existing Board of Directors.

- Section 3. The Directors shall serve without compensation and shall not be employees of the corporation.
- Section 4. Any Director may resign at any time by providing written notice to the corporation. The resignation is effective upon its receipt by the corporation or, a subsequent time as set forth in the notice of resignation.
- Section 5. Any Director may be removed from office, with or without cause, by a majority vote of the remaining Directors.
- Section 6. Vacancies on the Board of Directors may be filled by majority vote of the remaining Directors. Such Director shall hold office until the next election or until a successor has been duly chosen, unless sooner displaced.
- Section 7. The Board of Directors shall manage the affairs and property of the corporation, elect officers of the corporation, and have such other powers, authorities, duties and responsibilities as may be provided by these bylaws, and as are provided by Michigan law.
- Section 8. Meetings of the Board of Directors shall be held not less frequently than annually, at such time, place, and manner, as shall be determined by the Chairperson of the Corporation, or by vote or written consent of a majority of the Board of Directors. Special Board Meetings may be called by the Chairperson or on the request of two Board members on 24-hour notice to the other Board members.
- Section 9. Board Members' participation in a meeting may be by conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other and the names of all participants in the conference are divulged to all participants. On each matter submitted to a vote, each voting member of record is entitled to one vote. A vote may be cast by voice, by written ballot, by mailed ballot, email, or by a show of hands.
- Section 10. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, without prior notice, and without a vote if the consent, in writing, is obtained from the majority of the Members of the Board of Directors. Prompt notice of the taking of corporate action without a meeting shall be given to all members who have not consented in writing.
- Section 11. Meetings of the Board of Directors may be held at a place within or outside the State of Michigan.
- Section 12. A majority of the members of the Board of Directors then in office shall constitute a Quorum.
- Section 13. The Board of Directors shall adopt and amend as necessary a Governance Plan for the Board to abide with in performing their duties as provided for in the By-Laws.

**ARTICLE III
OFFICERS**

- Section 1. The Board of Directors shall elect from among its membership a Chairperson (President), a Secretary, and a Treasurer. There may also be a Vice Chairperson (Vice President), and such other officers as the Directors deems appropriate. The Chairperson shall be a voting member of the board. The board shall elect or appoint the officers.
- Section 2. Officers of the Corporation shall hold their offices for a term of one year and until a successor has been duly elected. Officers can be re-elected to additional terms by a majority vote of the Board of Directors. Voting will take place every January, annually.
- Section 3. Any officer of the Corporation may be removed at any time by a majority vote of the Board of Directors, with or without cause.

**ARTICLE IV
DUTIES OF OFFICERS**

- Section 1. The Chairperson shall preside at meetings of the Board of Directors and shall report annually to the Board of Directors of the Corporation as to the condition of the Corporation and shall make appropriate recommendations with respect thereto.
- Section 2. The Secretary shall be responsible for maintenance of all records of membership and actions taken by the Board of Directors.
- Section 3. The Treasurer shall be responsible for custody of all funds and securities of the Corporation and shall cause full and accurate accounts of receipts and disbursements be kept in books belonging to the Corporation and for preparing and filing any necessary tax returns and related documents.

**ARTICLE V
CONTRACTS AND OTHER INSTRUMENTS**

- Section 1. The Board of Directors of the Corporation may in any instance designate the officers and agents who shall have authority to execute any contract, conveyance, or other instrument on behalf of the Corporation, or may ratify or confirm any execution.
- Section 2. Checks or withdrawal slips drawn on the account must be signed by the Treasurer and one other Officer.
- Section 3. All unapproved or unbudgeted expenditures shall be approved by majority vote or ratified by the Board.

ARTICLE VI

BOOKS AND RECORDS

- Section 1. The corporation shall keep books and records of account and minutes of the proceedings of its members, board, and executive committee, if any. The books, records and minutes may not be kept outside the State of Michigan. The corporation shall keep at its registered office records containing the names and addresses of all members, the number, and the dates when they respectively became Directors of record. Any such books, records, or minutes may be in written form or in any other form capable of being converted into written form, without change, any such record not in such form, upon written request of a person entitled to inspect them.

ARTICLE VII NOTICES AND WAIVERS OF NOTICE

- Section 1. All notices of meetings required to be given to any member of the Board of Directors may be given in writing by personal delivery, or by mail, telephone, text, e-mail or facsimile transmission to such person at the last address, email or phone number known to the Chairperson of the Corporation. Such notice shall be deemed to be given when the same shall be delivered, mailed or otherwise dispatched.
- Section 2. Notice of any meeting may be waived by any person by telephone, telegram, e-mail, facsimile transmission or other writing either before the meeting, or in such other manner, as may be permitted by the laws of the State of Michigan.

ARTICLE VIII LIABILITY OF DIRECTORS, OFFICERS AND VOLUNTEERS

- Section 1. Each Director, Officer and Volunteer of the Corporation shall not be liable for monetary damages for a breach of the Director's or Officer's fiduciary duty. The provision does not eliminate or limit the liability of a Director or Officer for any of the following:
- (i) A breach of the Director's or Officer's duty of loyalty to the corporation, its shareholders or its members.
 - (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
 - (iii) A transaction from which the director or officer derived an improper personal benefit.
 - (iv) An act or omission occurring before the effective date of the provision granting limited liability.
 - (v) An act or omission that is grossly negligent.
- Section 2. The Corporation assumes the liability for all acts or omissions of a volunteer Director, volunteer Officer, or other volunteer occurring on or after the effective date of the provision granting limited liability if all of the following are met:
- (i) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

- (ii) The volunteer was acting in good faith.
- (iii) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (iv) The volunteer's conduct was not an intention tort.

Section 3. The Corporation may indemnify a 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 and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee, non-director volunteer, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, non-director volunteer, 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 attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

ARTICLE VIII INDEMNIFICATION

Section 1. Nonderivative Actions. Subject to all of the other provisions of this article, the corporation 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. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, 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 reasonably believed to be in or not opposed to the best interests of the corporation. 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 any action, suit, or

proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by 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 corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

- Section 2. Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the 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.
- Section 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections VIII.01 or VIII.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
- Section 4. Contract Right: Limitation on Indemnity. The right to indemnification 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 corporation as well as in such person's capacity as a director or officer. Except as provided in section VIII.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.
- Section 5. Determination That Indemnification Is Proper. Any indemnification under sections VIII.01 or VIII.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections VIII.01 or VIII.02, whichever is applicable. The determination shall be made in any of the following ways:
- (a) By a majority vote of a quorum of the board consisting of Directors who were not parties to such action, suit, or proceeding.

- (b) If the quorum described in clause (a) above is not obtainable, by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- (c) By independent legal counsel in a written opinion.

- Section 6. Proportionate Indemnity. If a person is entitled to indemnification under sections VIII.01 or VIII.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- Section 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections VIII.01 or VIII.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.
- Section 8. Nonexclusively of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual agreement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- Section 9. Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.
- Section 10. Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- Section 11. Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

Section 12. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

**ARTICLE IX
AMENDMENTS**

Section 1. The bylaws of the Corporation may be amended or replaced, in whole or in part, by the vote of the Board of Directors.

**ARTICLE X
CONFLICT OF INTEREST AND
NON-DISCRIMINATION POLICIES**

Section 1. All Officers and Directors of the Corporation scrupulously shall avoid any conflicts of interest between their own respective personal, professional, or business interests and the interests of the Corporation. In the event that any Officer or Director of the Corporation shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the Corporation, including but not limited to transactions involving:

- a. The sale, purchase, lease or rental of any property or other asset;
- b. Employment, or rendition of services, personal or otherwise;
- c. The award of any grants, contract or subcontract;
- d. The investment or deposit of any funds of the Corporation.

Such person shall give notice of such interest or relationship and shall thereafter refrain from voting on the particular transaction in which he or she has an interest, or otherwise attempting to exert any influence on the Corporation to affect a decision to participate or not participate in such transaction.

Section 2. The Corporation shall conduct all its activities in compliance with applicable laws that provide that no person shall be discriminated against on the grounds of race, color, national origin, religious affiliation, handicap, gender, or age.

**ARTICLE XI
DISSOLUTION**

Section 1. On dissolution of the Corporation, no part of the Corporation's money, funds or property shall inure to the benefit of or be distributed to its members, directors or officers, or any private individual 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 the Articles of Incorporation. Upon dissolution and after paying or making provision for the payment of all the liabilities of the Corporation, all funds and property shall be distributed to one or more regularly organized, non-profit organizations qualified

under Section 501 (c)(3) of the Internal Revenue Code selected by the Board of Directors. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170 (c)(1) or (2) of the Internal Revenue Code of 1986 as now enacted or as hereafter amended.

Effective: _____

Incorporator

Adoption: July 24, 2007

Amended: January 17, 2018

Amended: August 25, 2021 – Amended Article II Section 2, removed Sec 3 and added Sec 13