

Friends of the St. Joe River Association, Inc.

Bylaws

First Adopted 12-12-1996

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**FotSJR
P.O. Box 1794
South Bend, IN 46634**

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Bylaws of: Friends of the St. Joe River Association, Inc.

Article I. Organization

- A. The name of this organization shall be FRIENDS OF THE ST. JOE RIVER ASSOCIATION, INC. hereinafter referred to as FotSJR.
- B. The FotSJR is a Michigan non-profit corporation organized on a membership basis to operate exclusively for educational, charitable and scientific purposes.
- C. The registered office of the FotSJR shall be located in the State of Michigan, and be the business office of the Registered Agent.
- D. The FotSJR may establish a business office, or other such offices, within the watershed, either within or without the State of Michigan, as the Board of Directors may determine from time to time.

Article II. Mission

The FotSJR is a non-profit citizen-based group working to protect the health of the St. Joseph River watershed of Lake Michigan through education, advocacy and scientific study. Its purpose is to support issues which concern the welfare of the St. Joseph River in general, including the development of resources to increase the conservation of water quality, scenic beauty and natural resources while acting as the primary planning partner and advocacy group for the implementation of the St. Joseph River Watershed Management Plan.

Article III. Non-profit Status

The FotSJR is organized and is to be operated as a tax exempt corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code and related and successor sections of said Code. The FotSJR will remain a non-profit organization as long as it is in existence.

Article IV. Members

- A. Any person shall be eligible who is interested in the mission of FotSJR and who has completed the following requirements for membership:
 - 1. Submitted a membership form
 - 2. Paid in full any member fees, assessments or annual dues

Membership shall terminate upon such member's failure to pay any fees, dues or assessments that may be regularly or from time to time due and owing to FotSJR.

- B. Honorary members are members who shall not pay dues but shall have all the privileges of membership except the right to hold office. Any FotSJR member may nominate individuals as honorary members. The Board of Directors shall approve the nomination by a two-thirds vote of the entire elected Board of Directors.
- C. No person shall be denied membership based on race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, marital status, family status or economic situation.
- D. The fiscal year shall be April 1 through March 31.

Article V. Board of Directors

- A. The Board of Directors, hereinafter referred to as the Board, shall manage the affairs and business of FotSJR, fix the hour and place of meetings, and perform such duties as are specified in these bylaws.
- B. The Board shall have the exclusive authority to establish the initial and annual dues for membership in the FotSJR.
- C. The Board may employ a person or persons whose duties and compensation shall be as specified by the Board of Directors by contract.
- D. The Board shall consist of 15 members of the FotSJR.
- E. Terms of Board Members, hereinafter referred to as Director, shall be staggered, last for three years each and shall begin April 1. There shall be no limit to the number of consecutive or non-consecutive terms to which a Director may be duly elected or appointed.
- F. Nomination and election of the Board
 - 1. Nominations for the Board shall be taken from the floor at the annual membership meeting. Strong consideration shall be given to make sure that Board representation consists of Directors who represent, as equally as possible, all 15 counties in the watershed.
 - 2. No name may be placed in nomination without consent of the nominee.
 - 3. An election by ballot shall be held at the annual membership meeting. Each member of the FotSJR shall be entitled to one vote for each open Board position. A plurality vote shall elect if there are five or more candidates. In the event that there is only one nominee for each Board position, the vote for those positions may be taken by voice vote.

- G. A vacancy on the Board will exist in the case of death, resignation or removal of any Director or if the minimum required number of Directors is not in place. Vacancies will be filled by a majority of the remaining Directors, even if less than a quorum, or by a sole remaining Director. Each Director serving to fill a vacancy will hold office until the expiration of the term of the vacated office.
- H. Meetings of the Board will be held at least quarterly.
- I. Special meetings of the Board may be called by the President or three Directors with at least three days notice. Such notice may be provided by email or by telephone.
- J. Five Directors shall constitute a quorum. Unless otherwise specified in these bylaws, the majority vote of those Directors actually present at a meeting at which there is a quorum will prevail on all matters.
- K. A vote of the Board by electronic means may be authorized by the President if the Board needs to take action prior to the next scheduled meeting. Consent of a two-thirds majority of all Directors is necessary for approval of the electronically proposed action. If one or more Directors oppose the proposed action, their objection(s) shall be shared with all Directors and a new vote must be taken. Such consents will have the same effect as a vote and must be documented in the minutes of the next meeting.
- L. Conflict of Interest: Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed to the Board and made a matter of record when the interest becomes a matter of Board action. Any Director having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and he or she shall not be counted in determining the quorum for the relevant meeting, even if permitted by law. The minutes of such meeting shall reflect that a disclosure was made, the abstention by the interested Director from voting, and that a quorum was present excluding the interested Director. The foregoing requirements shall not be construed as preventing a Director from briefly stating his or her position on a matter nor from answering pertinent questions of other Directors, considering that the knowledge held by the interested Director may be of great assistance.

Article VI. Officers (Executive Committee)

- A. The Officers of FotSJR shall be President, Vice-President, Secretary, and Treasurer elected from the Board serving.
- B. All Officers shall serve a term of one year or until their successors are elected.
- C. Officers shall perform the duties prescribed by these bylaws.

- D. Any Officer may resign at any time by delivering a written resignation to the President, Vice-President or Secretary. The acceptance of any such resignation shall not be necessary to make the same effective.
- E. An Officer may be removed from office at any time by a two-thirds vote of the Board serving.
- F. Officers will be elected by the Board at the April Board meeting or, if not then, the meeting following the election of the Board.
- G. Vacancies
 - 1. A vacancy in the office of President shall be filled by the Vice-President for the un-expired term of the President.
 - 2. A vacancy in any other office shall be filled by the Board for the un-expired term.

Article VII. Duties of Officers

- A. The Officers of the FotSJR shall have such duties as usually pertain to their offices.
- B. The President, or in the President's absence, the Vice-President, shall preside at all general meetings and meetings of the Board. The President or his designee shall prepare the agenda for these meetings.
- C. The Secretary shall act as secretary of the Board and of the FotSJR. The Secretary shall act as custodian of all records, correspondence and reports of the FotSJR and the Board and shall be responsible for the keeping and reporting of adequate records of all transactions and of minutes of all meetings of the FotSJR, membership and of the Board. The Secretary shall keep a role of the members of the FotSJR which shall be available upon request as may be necessary for the conduct of corporate business.
- D. The Treasurer shall have custody of all funds of the FotSJR. The Treasurer shall establish an account for the funds of the FotSJR per policy which may be established by the Board. The Treasurer or President will issue drafts to pay all legal debts and obligations incurred by the FotSJR. The Treasurer shall keep a complete record and account of all receipts and expenditures and will present a financial report at each annual membership meeting or as may be required in support of Board business or meetings.

Article VIII. Indemnification

- A. Personal Liability for Volunteer Directors and Volunteer Officers
 - 1. To the fullest extent permitted under Section 209(c) of the Michigan Nonprofit Corporation Act (the "MNCA"), as the same presently exists or may hereafter be

amended, a volunteer Director or volunteer Officer of the FotSJR shall not be personally liable to the FotSJR or its members for monetary damages for breach of the Director's fiduciary duty. However, this provision does not eliminate or limit the liability of a Director or Officer of the following:

- (i) A breach of the Director or Officer's duty of loyalty to the FotSJR or its members;
- (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (iii) A violation of Section 551 (1) of the MNCA;
- (iv) A transaction from which the Director or Officer derived an improper personal benefit;
- (v) An act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of MNCA; or
- (vi) An act of omission that is grossly negligent.

Any volunteer Director of the FotSJR shall only be personally liable for monetary damages for a breach of fiduciary duty as a Director to the FotSJR or its members to the extent set forth in this Subsection 1.

2. The term "volunteer Director" shall have the same definition set forth in Sec. 110 (2) of the MNCA, as the same presently exists or may hereafter be amended.
3. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a Director of the FotSJR existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of the Directors shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

B. Indemnification of Officers, Directors, Employees and Agents:

1. Indemnification of the Directors and Officers: Claims by Third Parties. The FotSJR shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify any person (the "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative and whether formal or informal, other than an action by or in the right of the FotSJR, by reason of the fact that he or she is or was a Director, Officer employee or agent of the FotSJR, or is or was serving at the request of the FotSJR 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's fees, judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably

believed to be in or not opposed to the best interests of the FotSJR or its members, and with respect to any criminal action or proceeding, if the Indemnatee had no reasonable cause to believe the 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, does not, of itself, create a presumption that the Indemnatee did not act in good faith and in a manner which the Indemnatee reasonably believed to be in or not opposed to the best interests of the FotSJR or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe the conduct was unlawful.

2. Indemnification of Directors and Officers: Claims Brought by or In the Right of the FotSJR. The FotSJR shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify any person (the "Indemnatee") who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the FotSJR to procure a judgment in its favor by reason of the fact that the Indemnatee is or was a Director, Officer, employee or agent of the FotSJR, or is or was serving at the request of the FotSJR 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, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnatee in connection with the action or suit, if the Indemnatee acted in good faith and in a manner the Indemnatee reasonably believed to be in or not opposed to the best interests of the FotSJR or its members. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnatee has been found liable to the FotSJR unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnatee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Article IX. Liability

- A. The FotSJR assumes all liability to any person other than the FotSJR or its members for all acts or omissions of a volunteer Director incurred in the good faith performance of the volunteer Director's duties.
- B. To the fullest extent permitted under section 209 (e) of the Michigan Nonprofit Corporation Act (the MNCA) as the same presently exists or may hereafter be amended, the FotSJR assumes the liability of all acts or omissions of a volunteer Director, volunteer Officer or other volunteers if all of the following are met:
 1. The volunteer was acting or reasonably believes he or she was acting within the scope of his or her authority;
 2. The volunteer was acting in good faith;

3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional act;
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Art. No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

Article X. Watershed Council

- A. In order to ensure the large geographic area and diverse interests of watershed stakeholders are considered when conducting business, taking advocacy positions and developing resources, the FotSJR will establish and maintain an advisory Watershed Council. The purpose of the Watershed Council is to provide input, share information and be a liaison between the FotSJR and key people in their entity.
- B. The Watershed Council shall be composed of:
 1. Two (2) individuals from each of the 15 counties in the St. Joseph River Watershed in Indiana and Michigan. A representative from the Soil & Water Conservation District and a drainage official would be the preferred representatives from each county.
 2. A number of at-large individuals representing various watershed entities as determined by the Board. These could include, but are not limited to, government agencies, tribes, watershed groups, lake/property owner associations, businesses, recreational groups, agricultural organizations, hydro-power facilities and other interested groups.
- C. Watershed Council membership shall be formalized by the signing of a partnership and cooperation agreement between the FotSJR and the participating entity. Watershed Council members do not need to be members of the FotSJR and no voting rights or other benefits of FotSJR membership are conferred by membership in the Watershed Council.
- D. There will be no term limits on Watershed Council membership. In the event of a vacancy the FotSJR Board or representatives from the participating entity will recommend a replacement.

Article XI. Membership Meetings

- A. A membership meeting of FotSJR will be held annually in March of each year or as soon thereafter as possible at a place designated by the Board. Notice of the date, time and location of the meeting shall be provided to all members at least ten days

prior to the date of the meeting via mail, in the FotSJR newsletter, on the website or other electronic means determined acceptable by the Board.

- B. The meeting in March will be known as the annual membership meeting for the purpose of electing Directors, receiving reports from Officers and committees and for any other business which shall properly come before the meeting.
- C. Special membership meetings may be called by the Board provided that notice is given to the members at least ten days prior to the date of the meeting. Notices shall be provided via mail, in the FotSJR newsletter, on the website or other electronic means determined acceptable by the Board. The notice shall include the specific items of business to be considered by the Board at the meeting.
- D. The number of members present at any properly noticed membership meeting will constitute a quorum.

Article XII. Committees

The President or the Board as deemed necessary shall appoint committees. The President shall act as an ex-officio member of all committees. Such committees shall limit their activities to the accomplishment of the task for which created and appointed and shall have no power to act except such as is specifically conferred by action of the Board. The committee shall report on their activities as required by the Board. Upon completion of the task for which appointed, such committee shall stand discharged.

Article XIII. Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern FotSJR in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order FotSJR may adopt.

Article XIV. Amendments

These bylaws may be amended by the Board at the annual membership meeting or special membership meeting of FotSJR by a two-thirds vote, provided that the amendment has been submitted in writing and recorded in the minutes of a Board meeting made available to members at least ten days prior to the meeting at which they will be amended.

Article XV. Dissolution of the Organization

Upon dissolution of the Friends of the St. Joe River Association, Inc. by a three-fourths (3/4ths) vote of the entire elected Board, and after paying or making provision for payment of all liabilities of the corporation, all remaining assets shall be transferred for dispersal according to the laws of the State of Michigan with the proviso that these assets shall to the extent possible be distributed among those like corporations for which this corporation was founded. An organization receiving such a distribution must

be qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws.

Article XVI. Severability

If any provisions of these bylaws are illegal or declared illegal, that provision shall not affect or invalidate any other provisions of these bylaws.

Revision History

1996-Dec-12

Bylaws of FotSJR were originally adopted on 12-Dec-1996.

2003-Mar-13

Bylaws amended to change the Executive Director's responsibilities regarding financial affairs on 13-Mar-2003 in accordance with the 12-Dec-1996 bylaws requirements for amendments.

2007-Mar-6

Bylaws revised and rewritten to facilitate changes recommended by the results of the "Finding a Voice for the St. Joseph River Watershed" visioning sessions. The changes were adopted on 6-Mar-2007 in accordance with the 12-Dec-1996 bylaws requirements for amendments.

2009-Mar-26

Bylaws amended to correct Fiscal Year date and include electronic voting language approved at the 23-Oct-2008 meeting of the Board in accordance with the 6-Mar-2007 bylaws requirements for amendments. See minutes for details.

2010-Mar-15

Bylaws amended to change quorum size to 5 and include language limiting consecutive Director's terms in accordance with the 6-Mar-2007 bylaws requirements for amendments. See meeting minutes for details.

2018-Mar-22 (pending)

Bylaws revised and rewritten to facilitate changes recommended by the bylaws committee at the 22-Feb-2018 meeting of the Board. The changes were adopted on 22-Mar-2018 in accordance with the 6-Mar-2007 bylaws requirements for amendments.