



## BYLAWS

*As amended by the Board of Directors  
at its regular meeting on (12.13.10)*

### 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 such standards so established. 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 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            Standing**

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**

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*.

### **Section 10          Election of directors**

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 11          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 12          Membership renewal**

The right of renewal of membership shall rest in the Board of Directors. The Board of Directors may place condition and limitation upon renewal of any membership. The offer of renewal of membership, including any condition or limitation 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 at least twelve ,but not more than eighteen voting Directors. All Directors shall be individual members in good standing, even though they may also represent a government, association or business member. [same categories as Article VI Section 2]

### **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 Nominating 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 majority vote of those present at the Board of Directors meeting, 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 10 & 11.

#### **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 until 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 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 six 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 call.

#### **Section 8            Attendance**

Each Director is annually required to attend a minimum of four of the six 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**

A majority of voting Directors shall constitute a quorum for transacting business. In cases where less than a quorum shall be present, action may nonetheless be taken upon any question which could be decided by a simple majority vote, if such action shall be supported by an absolute number of votes as would be required at a meeting where a quorum is assembled.

#### **Section 10           Voting**

Unless otherwise provided herein, decisions by the Board of Directors shall be by majority vote of those present. 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.

## **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 limitations under which the Executive Director or the Treasurer can make expenditures. The Executive Director, or another individual designated by the Executive Committee, shall sign all written contracts and financial obligations of the Council. Authorized signers on financial accounts shall be bonded.

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.

## **Section 12            Director and Officer indemnity**

- A. To the extent permitted by the laws of the State of Michigan, every Director and Officer shall be indemnified by the Council against all expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with a proceeding, other than an action by or in the right of the corporation, to which the Director or Officer may be a part, or in which they may become involved, by reason of their being or having been a Director or Officer of the Council. Such indemnification shall take place only if the Director or Officer acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Council or its members,

and with respect to any criminal action or proceeding, if the Director or Officer had no reasonable cause to believe that conduct was unlawful.

- B. To the extent permitted by the laws of the State of Michigan, every Director and Officer shall be indemnified by the Council against expenses, including actual and reasonable attorneys' fees and amounts paid in settlement incurred by the Director and Officer in connection with an action or suit by or in the right of the Corporation to which they made be made a part, or in which they become involved by reason of their being or having been a Director or Officer of the Council. Such indemnification shall occur only if the Director or Officer acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Council.

## 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 4 (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.

### Section 2 (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 (*in continuing resolutions*).

### Section 3 (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 so (*defined by the Board of Directors in continuing resolutions.*)

### Section 4 (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, and any other duties so defined by the Board of Directors in continuing resolutions.

### Section 5 (6) Treasurer

The Treasurer shall (be the Treasurer of the Council and shall perform the duties of the

office as so defined by the Board of Directors in continuing resolutions.)

## **Section 7 Secretary**

The Secretary shall keep a record of all meetings of the Council and of the Board of Directors (and perform other such duties as defined by the Board of Directors in continuing resolutions.)

## **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 President, First Vice President, Second Vice President, Secretary and Treasurer shall make up the Executive Committee. 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: (as so defined by the Board of Directors in continuing resolutions.)

### **Section 3 Finance committee**

The Finance Committee shall be chaired by the Treasurer of the Board and its membership made up of members of the Board of Directors and other Council members in good standing. The duties, responsibilities, and size of committee will be defined by the Board of Directors in continuing resolutions.

### **Section 4 Governance Committee**

The Governance Committee (shall be chaired by the First Vice President and its membership made up of current and former members of the Board of Directors. The size, duties and responsibilities will be defined by the Board of Directors in continuing resolutions.)

### **Section 5 Development Committee**

The Development Committee shall be chaired by the Second Vice President and its membership made up of Board Members and other Council members in good standing. The duties, responsibilities, and size of the committee shall be defined by the Board of

Directors in continuing resolutions.

## **Section 6            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.

The President of the Board, with the approval of the Board of Directors, may establish Ad hoc committees and shall appoint *Ad hoc* committee members and chairs of those committees, as necessary. *Ad hoc* committee chairs shall be Directors.

## **Section 6            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 date of the meeting.

## ARTICLE X            NOTICE

All notices required to be sent to Directors and members, whether by publication in a regular or special issue of the official newsletter of the Council or in the form of a letter, electronically communicated, or orally communicated, shall be sent or communicated to the residential or business address as the same may appear on the books of the Secretary. Such mailing or communication shall be deemed presumptive evidence of the proper service of such notice.

## ARTICLE XI           CONTINUING RESOLUTIONS

The Board of Directors may enact continuing resolutions, from time to time, as long as they do not conflict with the Bylaws of this Council. These resolutions shall be reviewed annually by the Board of Directors to maintain, amend, or repeal such resolutions by a majority vote of the Board.

## ARTICLE XII          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 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 XIII        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 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 XIV 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 XV INDEMNITY

The corporation shall indemnify each person who is or was a director, officer, or member of a committee of the corporation and each person who serves or has served at the request of the corporation as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any non-director volunteer, or agent of the corporation to the fullest extent provided by the laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against liability under the preceding two sentences.