

MUSKEGON RIVER WATERSHED ASSEMBLY

BYLAWS

Adopted at May 24, 2000 Committee of the Whole Meeting
Last Amended at September 11, 2014 Board Meeting

Article I

Name

Section 1: The name of the organization shall be the Muskegon River Watershed Assembly – hereinafter referred to as MRWA, or the corporation.

Article II

Organization

Section 1: MRWA is an independent, non-profit, non-political, non-sectarian incorporated corporation. (Amended 5/18/2010)

Section 2: MRWA's primary area of concern is the geographic area within the boundary of the Muskegon River watershed. This involves all or portions of Muskegon, Newaygo, Mecosta, Montcalm, Osceola, Lake, Clare, Missaukee, Wexford, Roscommon, Kalkaska, and Crawford Counties. (Amended 01/24/2002)

Section 3: The principal office of the MRWA shall be @Ferris State University, 1009 Campus Drive JOH 303, Big Rapids, MI 49307-2280, or as designated by the MRWA Board of Directors. (Amended 01/24/2002, 9/11/14)

Article III

Purpose and Goals

The Muskegon River Watershed Assembly is dedicated to the preservation, protection, restoration, and sustainable use of the Muskegon River, the land it drains, and the life it supports, through educational, scientific, and conservation initiatives. (Amended 5/18/2010)

Goals:

Section 1: MRWA shall provide information about the Muskegon River Watershed and issues. (Amended 9/11/14)

Section 2: MRWA shall provide a forum for discussion of Muskegon River Watershed issues.

Section 3: MRWA shall compile and correlate information pertaining to the watershed for the purpose of submitting successful applications to implement watershed plans and actions.

Section 4: MRWA shall actively promote collaboration and coordination to address watershed issues and stated objectives in the MRWA Strategic Plan. (Amended 9/11/14)

Section 5: MRWA shall actively seek and conduct projects and programs or other actions which sustain a healthy Muskegon River. (Added 9/11/14)

Section 6: MRWA shall build and sustain MRWA programs and organizational capacity to achieve stated goals. (Added 9/11/14)

Article IV

Membership and Representation

Section 1: MRWA shall not have the authority to issue capital stock. MRWA is organized on a directorship basis. Membership in the MRWA is open to the public. (Amended 5/18/2010, 9/11/14)

Section 2: Representatives from State and Federal agencies, academic institutions, consultants and others may participate in a technical advisory role within the MRWA, and will not be able to vote, hold office nor need to pay dues but are considered a vital part of the MRWA. Such representatives may hold memberships as individuals.

Section 3: Membership shall be on a calendar year basis and contingent upon acceptance of the goals of the MRWA and upon annual payment of dues not later than June 30 of each year. Dues received after June 30 from new members will count toward the remaining calendar year plus the following calendar year. (Amended 01/24/2002, 9/11/14)

A dues structure with established annual payment amounts specific to individuals, groups, organizations, local governmental units, businesses, and other entities, shall be established by the MRWA Board of Directors and may be revised by that body as appropriate. (Amended 9/11/14)

Article V

Committee of the Whole

The Committee of the Whole, which means “members” in the Michigan Nonprofit Corporation Act of 1982, as amended, shall serve as the primary advisory council of the MRWA. (Amended 5/18/2010, 9/11/14)

Section 1: Policies and actions of the MRWA can be proposed by majority vote of the Committee of the Whole at legal meetings, however, adoption requires a majority vote of the MRWA Board of Directors. (Amended 9/11/14)

Section 2: A member entity may send any number of representatives to a meeting of the Committee of the Whole, but no more than one designated representative or alternate of a member entity may cast votes. Any one person may only cast one vote at a meeting.

Article VI

MRWA Board of Directors

Section 1: The MRWA Governance Committee shall annually nominate candidates to serve on the MRWA Board of Directors. Directors shall be MRWA members in good standing. Director terms will be for two (2) years. Directors will be elected by a majority vote of the MRWA Board of Directors. The chair, treasurer, and directors at-large shall stand for election in even-numbered years, and the vice-chair, secretary, and chairs of standing committees in odd-numbered years. (Amended 09/22/2004, 9/11/14)

Section 2: The chair, vice-chair, secretary, treasurer, directors-at-large and chairs of standing committees will constitute the MRWA Board of Directors, which means “Board of Directors” in the Michigan Nonprofit Corporation Act of 1982, as amended. The total number of board members at any given time will be decided by a majority vote of the MRWA Board of Directors. (Amended 5/19/05, 5/18/2010, 8/22/13, 9/11/14)

Section 3: Duties of the MRWA Board of Directors will be to carry out the business of the MRWA with general advice from the Committee of the Whole. It may hire staff, appoint ad hoc committees and task forces and seek financial assistance to carry out its duties. (Amended 09/22/2004, 9/11/14)

Article VII

Officers, Duties and Succession

Section 1: **Chair:** The chair shall, but is not limited to: presiding at all meetings of the MRWA and the MRWA Board of Directors. The chair will appoint ad-hoc committees and their chairs, as necessary, to carry out the functions of the MRWA, per the approval of the MRWA Board of Directors. The chair shall supervise the affairs of the MRWA and may sign official documents on behalf of the MRWA. In general, the chair shall perform all duties as they arise or such other duties as may be prescribed by the MRWA. (Amended 05-19-05, 8-22-13, 9/11/14)

Section 2: **Vice-Chair:** The vice-chair shall act for the chair in his/her absence, monitor applicable legislation, and serve as chair of the Executive Committee. The vice-chair will perform other duties incident to the office of vice-chair or such other duties as may be prescribed by the MRWA. (Amended 9/11/14)

Section 3: **Secretary:** The secretary shall verify that the responsibilities of keeping records of the organization and MRWA Board of Directors, taking minutes of all meetings, and notifying members about meetings are fulfilled. The secretary shall perform other duties incident to the office of secretary, or such other duties as may be prescribed by the MRWA. (Amended 10/24/2002, 9/11/14)

Section 4: **Treasurer:** The treasurer shall oversee the monies and funds as authorized by the MRWA Board of Directors, and perform other duties incident to the office of treasurer, or such other duties as may be prescribed by the MRWA. The treasurer and other officers/staff responsible for the accounts and disbursements of the MRWA will be bonded. (Amended 10/24/2002, 9/11/14)

Section 5: The vice-chair shall succeed to the office of the chair should a vacancy occur in that office and shall then serve until an election is held. In the event there is a vacancy of both chair and vice-chair, the secretary shall serve as chair until an election is held to fill both offices. This election shall be held within 60 days of the vacancies occurring, to finish the unexpired terms. (Amended 9/11/14)

Section 6: In the event the position of vice-chair, secretary or treasurer becomes vacant, the MRWA Board of Directors will appoint someone to take his or her place until an election is held. (Amended 9/11/14)

Article VIII

Organizational Structure

The MRWA Board of Directors shall accomplish the goals of the organization through a structure consisting of standing and ad-hoc committees, and task forces. While it is expected that this structure will remain essentially stable over time, the MRWA Board of Directors may make revisions or additions upon a majority vote of the MRWA Board of Directors. (Amended 9/11/14)

Article IX

Meetings

- Section 1: The MRWA Committee of the Whole will meet annually or as often as necessary, as designated by the Chair or at the request of 10 members submitted in writing. Meetings called as the result of a written request by members will be held within 60 days of receipt of the written request.
- Section 2: Minutes of all meetings of the MRWA will be distributed to meeting participants to comment and edit. Minutes then will be distributed to the whole committee (MRWA Board of Directors distribution is included with Standing Committees). Minutes from Board of Directors' meetings, Committee of the Whole meetings, and Standing Committee meetings will be posted on the MRWA website. Minutes are not official until approved at the next meeting. Minutes will be made available to any interested person. (Amended 9/11/14)
- Section 3: A legal meeting (quorum) of the Committee of the Whole shall be the attendance of a minimum of 10 members at an appropriately noticed meeting (notice being no less than 15 days prior to the meeting). Majority vote shall constitute a simple majority of those present. No proxy votes are permitted.
- Section 4: A legal meeting (quorum) for the MRWA Board of Directors will consist of 50% or more Board members. Only MRWA Board of Directors may vote. The Chair or any two members of the MRWA Board of Directors can call a meeting of the MRWA Board of Directors. (Amended 10/24/2002, 9/11/14)
- Section 5: A legal meeting (quorum) for the Standing Committees will consist of a majority of the committee members. Only committee members, or in their absence their appointed alternates, may vote.
- Section 6: Meetings will be conducted according to Robert's Rules of Order.

Article X

Financial Provisions and Fiscal Year

- Section 1: All expenditures of the MRWA, not associated with normal business operations, exceeding \$500 must be approved by the MRWA Board of Directors. (Amended 9/11/14)
- Section 2: The MRWA Board of Directors may authorize any officer(s), agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the MRWA, and the authority may be general or confined to specific instances. (Amended 9/11/14)

- Section 3: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the MRWA shall be signed by an officer or agent of the MRWA Board of Directors and in the manner the MRWA Board of Directors shall determine from time to time by resolution. (Amended 9/11/14)
- Section 4: The MRWA Board of Directors will determine whether a financial audit is necessary. If deemed necessary, such an audit will be conducted. (Amended 9/11/14)
- Section 5: The fiscal year of the MRWA shall be January 1st through December 31st.

Article XI

Amendments

These bylaws may be amended by a two-thirds vote of the MRWA Board of Directors. (Amended 9/11/14)

Article XII

Limit on Liability and Indemnification

- Section 1: **Liability of Directors and Officers.** No director or officer of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the corporation, (ii) for acts or omissions which involve intentional misconduct or knowing violation of law, (iii) under section 551 of the Michigan Nonprofit Corporation Act, or (iv) for any transaction from which the director or officer derived an improper personal benefit. If the Michigan Nonprofit Corporation Act, or any other applicable law, is amended to authorize corporate action further eliminating or limiting the personal liability of directors and officers, then the liability of a director or officer of the corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, or any other applicable law, as so amended. Any repeal or modification of this Section by the directors or officers of the corporation shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of the repeal or modification.
- Section 2: **Assumption of Liabilities.** The corporation assumes all liability to any person, other than the corporation, for all acts or omissions of a director or officer occurring on or after the date of filing of the corporation's Articles of Incorporation.
- Section 3: **Indemnification, Judgment, Settlement, etc.** The corporation shall indemnify a person 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 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 or agent of the corporation, or is or was 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, 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 he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an 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 person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4: **Indemnification Expenses.** The corporation shall indemnify a person 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 corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was 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, against expenses, including attorneys' 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 a 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 upon 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 which the court considers proper.

Section 5: **Reimbursement:**

- (a) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in this Article, or in defense of a claim, issue or matter in the action, suit or proceeding, he or she shall be indemnified against expenses, including attorneys' fees, incurred by him or her in connection with the action, suit or proceeding and an action, suit or proceeding brought to enforce the mandatory indemnification provided in this subsection.
- (b) Any indemnification under this Article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct as set forth in this Article. This determination shall be made in any of the following ways:
 - (1) By a majority vote of a quorum of the corporation consisting of members who were not parties to the action, suit, or proceeding.
 - (2) If the quorum described in subsection (1) is not obtainable, then by a majority vote of a committee of members who are not parties to the action. The committee shall consist of not less than two disinterested members.
 - (3) By independent legal counsel in a written opinion.
- (c) If a person is entitled to indemnification under this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines or amounts paid

in settlement, but not for the total amount, the corporation may 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 6: **Advancement of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding described in this Article may be paid by the corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent 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 by unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- Section 7: **Rights Not Limited.** The corporation shall make no provision to indemnify directors or officers in any action, suit, or proceeding referred to in articles which shall be in conflict with the provisions of this Article. 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 the Articles of Incorporation, Bylaws, a contractual agreement or otherwise by law. 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. The indemnification provided for in this Article continues as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of the person.
- Section 8: **Insurance.** The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify the person against the expense, liability or loss under the Michigan Nonprofit Corporation Act or any other applicable law.
- Section 9: **Merger and Reorganization.** For purposes of this Article the corporation includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a director, officer, employee or agent of the constituent corporation or is or was serving at the request of the constituent 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, shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as the person would if he or she had served the resulting or surviving corporation in the same capacity.

Article XIII

Limit on Liability of Volunteers (added 5/18/2010)

- Section 1: Except as otherwise provided by law, a volunteer Director or volunteer officer of the Corporation is not personally liable to the Corporation for monetary damages for a breach of the Director's or officer's fiduciary duty.

Section 2: The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer Director incurred in the good faith performance of his or her duties as a Director.

Section 3: The Corporation assumes the liability for all acts or omissions of a volunteer officer, volunteer Director, or other volunteer, provided that:

- (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) the volunteer was acting in good faith;
- (c) the volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- (d) the volunteer's conduct was not an intentional tort; and
- (e) the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

Article XIV

Dedication and Distribution of Assets; Dissolution

Section 1: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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 Article III hereof. No substantial part of the activities of the MRWA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the MRWA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, where such exempt purpose is similar to that of the MRWA and would benefit Muskegon River Watershed constituents, or shall be distributed to the federal government, or to a state or local government for a public purpose related to the MRWA's mission and would benefit Muskegon River Watershed constituents. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, where such purposes or organizations are related to the MRWA's mission and would benefit Muskegon River Watershed constituents, as said Court shall determine, which are organized and operated exclusively for such purposes. (Amended 03/25/2002)

EXECUTED THIS TWENTY-FOURTH DAY OF MAY, 2000, AS BEING A TRUE COPY OF THE
BYLAWS ADOPTED BY THE MUSKEGON RIVER WATERSHED ASSEMBLY

Chairperson - Gale Nobes

Vice-Chairperson - Gerard Deschaine

Secretary - Wayne Groesbeck

Treasurer - Fred Norton