

BYLAWS

THE FRIENDS OF ISLAND LAKE STATE RECREATION AREA

Article I: Purpose

Said Corporation is organized exclusively for educational purposes and the making of distributions to Corporations that qualify as exempt Corporations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In addition, this Corporation is formed for the promotion of recreational, natural, and interpretive activities of the State Parks and Recreation Areas in the Michigan Department of Natural Resources, principally in Island Lake State Recreation Area.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization 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 purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate in public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The services are to be provided without regard to race, color, religion, creed, national or ethnic origin, sex or marital status.

This organization may use its funds in cooperation with existing private and public entities in furtherance of any of the purposes described herein.

Article II: Activities

The Friends of Island Lake State Recreation Area will work cooperatively with the with the Parks and Recreation Division, Michigan Department of Natural Resources, in activities including but not limited to the following:

- a) Produce and make available to park visitors, by sale or free distribution, suitable interpretive and educational literature, including books, pamphlets, maps, visuals, and recordings, to increase visitors' understanding of this

park and other parks and areas of the Parks and Recreation Division, Michigan Department of Natural Resources.

- b) Buy, sell, and distribute printed publications, including illustrated materials and other merchandise symbolic of the events or significance of the area that Parks and Recreation Division may approve; and conduct fund raising activities.
- c) Acquire display materials or objects pertaining to the natural or human history of the area for the purpose of adding them to Island Lake State Recreation Area. Any display materials acquired are to be cataloged and inventoried by the Secretary.
- d) Maintain a suitable research library at Island Lake State Recreation Area or other parks as authorized by the Corporation.
- e) Assist in the development and improvement of park and interpretive features, including exhibits, signs, markers, buildings, trails, physical facilities, and audio stations, in cooperation with the Parks and Recreation Division, Michigan Department of Natural Resources.
- f) Support the collection of natural and scientific specimens pertaining to the parks, and assist in their preservation.
- g) Give all possible aid to the State of Michigan in conserving, developing, and interpreting areas of the Michigan Department of Natural Resources for the benefit of the public posterity.
- h) Assist financially and otherwise in the establishment and operation of similar cooperating Corporations in other parks and recreation areas of the Michigan Department of Natural Resources.

Article III: Board of Directors

- a) The Corporation shall be governed by a Board of Directors which shall be composed of from 5 to 7 voting members. These Directors shall be members in good standing of the organization.
- b) The Board will transact the business of and formulate the policy of the Corporation. The Board is the contractual authority for the Corporation but may authorize any officer to enter into any contract or execute and deliver any instrument on behalf of the Corporation. Such authority may be general or confined to specific instances.
- c) Vacancies on the Board of Directors shall be filled by election of the general membership at

the next regular or special meeting of the Board of Directors to which the membership has been invited in accord with the provisions for meeting notice in Article VI, Section a). Newly elected members will serve out the remaining term of the member they replace.

- d) Board members shall serve two year terms and shall be eligible for re-election. In odd numbered years three directors will be elected, in even number of years all others will be elected, except in the year of the approval of these bylaws. In that year the board will determine in a manner of its own choosing which directors will be serving in two-year terms and which will be serving in one-year terms so as to enact this provision. The result of this decision will be communicated to the membership in the next regularly scheduled meeting announcement.
- e) Any member of the Board may be removed for cause by a two-thirds vote of the full Board taken at any Regular or Special meeting of the Board of Directors to which the membership has been invited in accord with the provisions for meeting notice in Article VI, Section a), provided the member in question has been given written notice that such action is to be considered at the meeting involved and only after the member in question has been given an opportunity to be heard.
- f) The Park Supervisor and Park Interpreter, or other park employee as designated by the Park Supervisor shall each be ex officio members of the Board of Directors, without vote.

Article IV: Officers

- a) The officers of the corporation shall include the President, Vice President(s), Secretary and Treasurer. These officers shall be members in good standing of the organization, and elected to the board as described in Article III.
- b) The Board shall choose officers from among their voting members at the first regular or special meeting of each calendar year subsequent to the annual meeting or in special session immediately following the annual meeting. They may do so in a manner of their own choosing.

The officers shall serve one year terms but may be re-elected to the same office for up to six years total in addition to serving out a vacancy-created term, if relevant. Officers shall

serve until such time as they are duly replaced, resign their office, resign their position on the board, or they are no longer members in good standing of the organization.

- c) Vacancies in the board shall be filled first as described in Article III, before a vacancy in any officer position shall be filled. Vacancies in officer positions that occur before the annual meeting shall be filled by the board in a manner of their own choosing at the next regular or special meeting subsequent to the creation of the vacancy.
- d) The duties and roles of the officers shall be as follows:
 1. The President shall be the chief executive officer and chief operating officer of the Corporation and shall have general and active responsibilities under policies established by the Board of Directors. The President shall convene all meetings and act as the presiding officer for meetings of the organization.
 2. The Vice President shall in the absence or disability of the President perform the duties and exercise the responsibilities of the President and perform other duties and have such authority as the Board of Directors may assign. In the event that the office of President shall become vacant during the tenure of the President's term of office, the Vice President shall perform the duties of the President until that vacancy is filled in the manner described in Section C above.
 3. The Secretary shall record all pertinent proceedings of the Board of Directors in a form that may be reviewed by the Board within a reasonable period of time after the meetings. A temporary secretary may be appointed if the Secretary cannot make the meeting.

The Secretary shall provide notice of all meetings of the Board and perform other duties as may be prescribed by the Board of Directors. The Secretary shall be responsible for all communications and correspondence initiated by the Board and shall have responsibility for reviewing correspondence prepared and distributed on behalf of the Board by all committees established by the Board of Directors. See Article II Activities, c) for other duties of the Secretary.

4. The Treasurer shall sign all checks and any check exceeding \$249.99 shall be co-signed by the President or in the absence of the President, the Vice President. The Treasurer shall receive all money due the organization and shall issue or receive receipts for all financial transactions and deposit all funds in a financial institution designated by the Board of Directors. The Treasurer shall dispense funds in accordance with the policies established by the Board. The Treasurer shall keep an itemized account of all receipts and disbursements and shall provide an oral report at each meeting of the Board of Directors detailing the financial status of the various accounts. A written report shall be prepared and made available for review at each general membership meeting. An annual financial report shall be prepared for audit by December 31st of each year and made available for review by the Board at the first regular Board meeting of the following year. The Treasurer shall prepare and submit all tax reporting forms necessary for the Corporation.
 - e) The Board may designate and define other non-officer positions to be filled by the directors. In such instances vacancies in these positions shall be filled in the same manner and at the same time as vacancies in officer positions.
 - f) Any director not serving in an officer or other board-designated role shall be known as a Member at Large.
1. Regular Membership: Regular members shall consist of one individual and shall be entitled to one vote on each matter submitted to a vote of the members. Membership may be renewed annually, and is valid during the fiscal year of the Corporation.
 2. Family Membership: Family membership shall extend to all members of a family living within the same household, at the same address. Family members shall be entitled to one vote per adult on each matter submitted to a vote of the members. Membership may be renewed annually, and is valid during the fiscal year of the Corporation.
 3. Life Membership: Life members are individuals who wish to contribute in a single, life-membership payment and shall be entitled to one vote on each matter submitted to a vote of the members.
 4. Commercial/Benefactor Membership: Commercial/Benefactor members shall apply to any business, agency, or individual supporting the purpose of the Corporation. Each Commercial/Benefactor member shall be entitled to one vote on each matter submitted to a vote of the members. Membership may be renewed annually, and is valid during the fiscal year of the Corporation.
 5. Student Membership: Students under 18 may join for \$5.00 but shall be non-voting members. Membership may be renewed annually, and is valid during the fiscal year of the Corporation.

Article V: Membership/Dues

- a) Any person who has a sincere desire to advance the aims of the Corporation and who is willing to assist the Corporation in its activities, shall be eligible for membership upon application to the designated board member and payment of dues.
- b) Members in good standing shall be those of any class of membership that have paid their dues.
- c) The Board of Directors is responsible for establishing the rights, duties, and dues associated with memberships of the Corporation. The Board may establish more than one type or class of membership, which may include but not be limited to the following classes:

Article VI: Meetings

- a) The Board of Directors shall hold a minimum of four regular meetings a year (the dates to be set by mutual consent of the Board of Directors). All members shall receive written (or electronic notice as is their preference) of these meetings posted by the Secretary not less than seven days prior to the scheduled meeting date. At regular meetings the Board may present issues and ask that votes shall be put to the entire membership at a duly called membership meeting, at which meeting each member may vote in accordance with the rights of their membership classification.

- b) The first regular meeting of the Board of Directors each year shall be designated the annual meeting.
- c) The Board of Directors may hold additional special meetings of the Board or membership as necessary. At the discretion of the Board, and depending on the business to be transacted, notice may be given to the entire membership, or only to the Directors. Minutes of the business that takes place at these special meetings shall be made by the Secretary and distributed at the next regular meeting.
- d) Special meetings of the Board of Directors may be called by the President on three days written notice to each Director, either personally or by mail or by electronic means, as is the preference of the recipient. Special meetings shall be called by the President in like manner and on like notice on the written request of two Directors. If the membership is to be invited to a special membership meeting, the notice provisions for regular meetings shall be followed.
- e) Five member Board: At any meeting a majority of four of the Directors presently in office shall constitute a quorum for the purpose of transacting business until such time as the Board of Directors shall be expanded by a vote of the membership; and it shall take three votes to pass any motion. The presiding officer may vote on any issue and not just when there is a tie vote. Acts by the majority of three of the Board of Directors shall be considered an act by the Board of Directors unless statute or the Articles of Incorporation require a greater number of votes. If a quorum of four are not present at any Board of Directors meeting, the meeting shall be adjourned except for discussion and announcements, until a quorum shall be present.

Six or Seven member Board: If there are six Board members, a quorum shall be four votes and four votes shall be required to pass a motion. If there are seven Board members, a quorum shall be four and four votes shall be required to pass a motion.

- f) All meetings of the Board of Directors, regular or special, shall be held upon such notice and at such times and at such places, within the State of Michigan, as may be determined by action of the Board of Directors.

- g) Voting: Voting by the Board of Directors may be at a Board meeting or by telephone, mail, email, or text message. In all votes, a written record shall be kept of the vote.

One way to record the vote would be by an email message to all Board members confirming the vote count. Regardless, a written record of the vote count shall be kept. Simply attaching the email to the minutes or inserting the vote into the minutes would suffice.

- h) All meetings will be conducted according to Roberts Rules of Order, latest edition.

Article VII: Committees

- a) The Board of Directors may appoint advisory committees from time to time. The persons comprising such committees and the powers and duties thereof shall be determined by the resolution creating such committee, provided that at least one Director of the Corporation shall be a member of each such committee.
- b) A majority of the authorized number of members of any committee shall constitute a quorum for the transaction of business. If a quorum is present, the vote of a majority of the members present shall decide any question that may come before the meeting.

Article VIII: Fiscal Year

The fiscal year shall end on December 31.

Article IX: Absentee Ballots and Proxy Votes

Those unable to attend a membership meeting may vote by absentee ballot or by proxy as follows:

Absentee: A member may vote by absentee ballot as provided by the Board.

Proxy: A member may vote by proxy but only in writing specifying a) who holds the proxy and b) the issue(s) and/or candidate(s) the member holding the proxy should vote on. The member voting by proxy shall sign and date the proxy.

Article X: Amendments

Amendments to these bylaws may be made only by a two-thirds vote of the membership in attendance at a regular or special meeting of the membership. For such a meeting, notice shall have been given not less than 30 calendar days in advance that includes a statement of intent to amend the bylaws and the proposed Bylaw

change. Bylaws can be changed only by a two-thirds vote of the membership and not by the Board of Directors.

Article XI: Dissolution

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private person, 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 I hereof. Notwithstanding any provision of these Articles to the contrary, the corporation shall not carry on other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue Law). Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purpose, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively as Section 501 (c) (3) exempt organizations.

Article XII: Liability

A volunteer director of the organization shall not be personally liable to the organization or its members for monetary damages for a breach of fiduciary duty as a director, except for liability:

1. for any breach of the director's duty of loyalty to the organization or its members;
2. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

3. resulting from a violation of Section 551 (1) of the Michigan Non-Profit Corporation Act; or
4. for any transaction from which the director derived an improper personal benefit.

The organization assumes all liability to any person other than the organization or its directors for all acts or omissions of the directors incurred in the good-faith performance of the director's duties occurring on or after the date this article becomes effective in accordance with the pertinent provisions of the Michigan Non-Profit Corporation Act.

Any volunteer director of the organization shall only be personally liable for monetary damages for a breach of fiduciary duty as a director of the organization or its directors to the extent set forth in Paragraph 1 of this article. Pursuant to Paragraph 2 of this article, a claim for monetary damages for a breach of the volunteer director's duty to any person other than the organization or its directors shall not be brought or maintained against a volunteer director; rather, such a claim shall be brought or maintained against the organization, which shall be liable for the breach of the volunteer director's duty.

In the event the Michigan Non-Profit Corporation Act is amended to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the organization shall be eliminated or limited to the fullest extent permitted by the Michigan Non-Profit Corporation Act, as so amended. Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this article shall not adversely affect any right or protection of a director of the organization existing at the time of the repeal, modification or adoption.

Article VI: Meetings

These Bylaws were adopted at a Friends membership meeting on March 26, 2013.