

MUSKEGON RIVER WATERSHED ASSEMBLY

BYLAWS

Adopted at May 24, 2000 Committee of the Whole Meeting
Last Amended at May 18, 2010 Committee of the Whole 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 shall be described and defined as 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 executive board. (Amended 01/24/2002)

Article III

Purpose and Objectives

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)

Objectives:

Section 1: MRWA shall provide information concerning Muskegon River Watershed issues.

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 for watershed issues concerning the items in the Purpose statement of the MRWA.

Article IV
Membership and Representation

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

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 objectives 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)

Dues shall be per annum per each member entity:

Counties	\$100	Local municipalities	\$50
Corporate and commercial entities	\$100	Individuals	\$10
Community based organizations	\$ 10	Nonprofit organizations	\$10

or as determined by the Executive Board with approval of the Committee of the Whole.

Article V
Committee of the Whole

The fundamental governing body of the MRWA shall be a Committee of the Whole, which means "members" in the Michigan Nonprofit Corporation Act of 1982, as amended. (Amended 5/18/2010)

Section 1: Policies and actions of the MRWA shall be adopted by majority vote of the Committee of the Whole at legal meetings.

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
Executive Board

Section 1: The Committee of the Whole shall every two years nominate and elect or re-elect a chairperson, a vice-chairperson, a treasurer, and a secretary. The chairperson and treasurer shall stand for office in even-numbered years, and the vice-chairperson and secretary in odd-numbered years. (Amended 09/22/2004)

Section 2: The chairperson, vice-chairperson, secretary, treasurer, members-at-large and chairs of the standing committees will constitute the Executive Board, which means "Board of Directors" in the Michigan Nonprofit Corporation Act of 1982, as amended.. Chairs of the standing committees shall not be officers of the MRWA. (Amended 5-19-05) (Amended 5/18/2010)

Section 3: Duties of the Executive Board will be to carry out the business of the MRWA based upon general direction 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)

Article VII

Officers, Duties and Succession

- Section 1: **Chairperson:** The chairperson shall preside at all meetings of the MRWA and the Executive Board, and annually appoint up to three at-large members, committees and their chairpersons as necessary to carry out the functions of the MRWA. The chairperson shall supervise the affairs of the MRWA and may sign official documents on behalf of the MRWA. In general, the chairperson shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the MRWA.
(Amended 05-19-05)
- Section 2: **Vice-Chairperson:** The vice-chairperson shall act for the chairperson in his/her absence, monitor applicable legislation, and serve as vice-chairperson for the Executive Board. The vice-chairperson will perform other duties incident to the office of vice-chairperson.
- Section 3: **Secretary:** The secretary shall verify that the responsibilities of keeping records of the organization and Executive Board, taking minutes of all meetings, and notifying members about meetings are fulfilled. The secretary shall perform other duties incident to the office of secretary. (Amended 10/24/2002)
- Section 4: **Treasurer:** The treasurer shall oversee the monies and funds as authorized by the MRWA Executive Board, and perform other duties incident to the office of treasurer. The treasurer and other officers/staff responsible for the accounts and disbursements of the MRWA will be bonded. (Amended 10/24/2002)
- Section 5: The vice-chairperson shall succeed to the office of the chairperson should a vacancy occur in that office and shall then serve until the end of the next meeting at which an election is held. In the event there is a vacancy of both chairperson and vice-chairperson, the secretary shall serve as chairperson 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 term.
- Section 6: In the event the position of vice-chairperson, secretary or treasurer becomes vacant, the Executive Board will appoint someone to take his or her place until the next regular election.

Article VIII

Standing Committees

- Section 1: **Information/Education:** The MRWA Information/Education Committee will formulate and implement an educational strategy and activities for all citizens in the Muskegon River Watershed. The Committee will coordinate, support, communicate and collaborate with partners, stewards, and regional and national watershed organizations.
- Objectives:

1. Promoting and facilitating implementation of the I & E Strategy in the approved Muskegon River Watershed (Project 319 of the Clean Water Act) Management Plan.
2. Compiling and disseminating information on the Muskegon River Watershed
3. Designing education activities and events (amended 01/13/05)

- Section 2: Resource/Technical: The Resource/Technical Committee will address issues related to the resource and provide information based on sound scientific principles.
- Section 3: Finance: The Finance Committee will address issues related to finance and oversee and report on all financial matters affecting the MRWA in conjunction with MRWA's Treasurer. (Amended 01/24/2002)
- Section 4: Data Repository: (Amended 01/24/2002) (amended 01/13/05) (deleted 5/20/09)

Article IX

Meetings

- Section 1: The MRWA 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 provided to each member at least 15 days prior to the next meeting. Minutes of the Executive Board will be provided to each Executive Board member. Minutes will be made available to any MRWA participant.
- 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 Executive Board will consist of 50% or more of Executive Board members. Only Executive Board members may vote. The Chair or any two members of the Executive Board can call a meeting of the Executive Board. (Amended 10/24/2002)
- 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 Executive Board.
- Section 2: The Executive Board 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.
- 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 Executive Board and in the manner the Executive Board shall determine from time to time by resolution.
- Section 4: The chairperson shall annually appoint a committee to conduct a review of MRWA books and to determine whether a financial audit is necessary. If deemed necessary, such an audit will be conducted.
- 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 Committee of the Whole in attendance at a legal meeting, noticed 30 days prior to the meeting, when the notice of the meeting contains the proposed amendments.

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