

Friends of Clare County Parks and Recreation Bylaws

Revised July 26, 2022

Article I Board of Directors

Section 1.1. Powers. The affairs and property of the corporation shall be managed by a Board of Directors (hereafter Board) consisting of five to thirteen directors, as determined from time to time by the Board, serving three-year overlapping terms. Subject to any limits in the articles of incorporation and these bylaws, the Board may exercise all powers of the corporation, including but not limited to those provided under Section 261(1) of 1982 Public Act 162, the Michigan Nonprofit Corporation Act, as amended (MCL 450.2261(1)).

Section 1.2. Appointment and Terms. The incorporators shall serve as an Interim Board, whose duty is to exercise the powers of the Board and to select persons (who may include themselves) to serve as directors. When the directors have taken office, the Interim Board shall cease to exist. Of the directors first selected, approximately one-third shall be designated as having three-year terms, one-third as having two-year terms, and one-third as having one-year terms. As these first terms end, the Board shall select the same person or successor to serve a three-year term. Directors shall serve until the annual meeting held in the year in which their terms end and until their successors take office. The Board shall consist of thirteen (13) members.

Section 1.3. Removal and Replacement. By majority vote, the Board may declare vacant the position of a director who has been absent without reasonable cause from three consecutive meetings, after giving the director at least 10 days written notice of its intent to do so. A director may be removed from office for any other cause or without cause by a two-thirds vote of the remaining directors then in office, provided the Board has given the director written notice of the intent to remove at least 10 days before the meeting at which removal is voted upon. If a position is vacated by death, resignation, removal, or inability to serve, a successor director shall be selected by a majority of the remaining directors, even if less than a quorum, and shall serve until the end of the term of the person replaced.

Section 1.4. Meetings. The first meeting of the Board in each fiscal year shall constitute its annual meeting, at which directors shall be selected and a financial report for the preceding fiscal year shall be presented. It may also hold additional regular meetings each year, at times and places it determines. Each director shall receive notice at least 10 days before each annual and regular meeting of the time, place, and proposed agenda. A special meeting shall be held on the call of the President or any two directors, with not less than three days advance notice to each director of the time, place, and purpose; a special meeting shall act only on matters included in the notice. A decision may be made in a meeting in which some or all directors participate by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other, provided that all participants are advised of the use of

communications equipment and the names of the participants in the conference are divulged to all participants; such participation constitutes presence in person at the meeting. In addition, any action required to be taken at a meeting of the Board may be taken without a meeting if a written consent stating the action is signed by all directors entitled to vote.

Section 1.5. Conduct of Meetings. Except as otherwise provided in the articles of incorporation or these bylaws, all decisions of the Board shall be made at a meeting attended by a quorum. A quorum shall consist of a simple majority of the directors then in office. No director may cast a vote by proxy. Meetings may be conducted informally, but unless otherwise provided in these bylaws, any procedural disputes shall be resolved by reference to the current edition of Robert's Rules of Order.

Section 1.6. Committees. The Board may create such committees as it requires and may delegate to them any of its powers, subject to the Board's power to review and revise committee decisions. *Unless otherwise determined by the Board, the President may also create committees as needed and appoint the members and designate the chairperson of each committee.*

Article II Officers and Executive Committee

Section 2.1 Offices. At the annual meeting, *in July of each year*, or as soon thereafter as practicable, and at any other time when necessary to fill a vacancy, the officers of the organization shall be selected by the Board from among its members for terms of one year or until their successors take office. They shall consist of a President Chair, a Vice President Vice Chair, a Secretary, and a Treasurer. One director may hold two or more offices, but the offices of President and Secretary must be held by different directors. An officer may be removed with or without cause at any time by vote of the Board.

Section 2.2. Duties. The officers shall perform the duties normally associated with their offices except as otherwise provided in these bylaws and shall perform such additional duties as are determined by the Board. At any time when the organization does not employ an Executive Director pursuant to Article V, The President shall serve as the chief executive officer of the corporation and shall have the powers and responsibilities defined in Article V. The President shall preside at all meetings of the Board and the Executive Committee. If the President is unable to preside, the Vice President shall preside, and if the Vice President is unable to preside, those present shall select a person to preside. During any period of absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Treasurer shall manage all funds pursuant to policies adopted by the Board and as provided in Article IV.

Section 2.3. Executive Committee. The officers shall constitute an Executive Committee which may exercise any powers of the Board between meetings of the Board, unless otherwise provided by law or in the articles of incorporation or these bylaws or a resolution of the Board, except that the Executive Committee cannot amend the articles of incorporation or these bylaws, cannot reverse a decision previously made by the Board, and cannot select or

remove an Executive Director. Except as otherwise provided in these bylaws, all decisions of the Executive Committee shall be made at a meeting attended by a quorum consisting of a majority of its members. A decision may be made in a meeting in which some or all Executive Committee members participate by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other, provided that all participants are advised of the use of communications equipment and the names of the participants in the conference are divulged to all participants; such participation constitutes presence in person at the meeting. In addition, action may be taken without a meeting if a written consent stating the action is signed by all Executive Committee members. No Executive Committee member may cast a vote by proxy.

Article III Conflict of Interest

Section 3.1. Disclosure. Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee of the Board for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on the contract or transaction. This disclosure shall include any relevant and material facts known to the director, officer, or key employee about the contract or transaction that might reasonably be construed to be adverse to the corporation's interest.

Section 3.2. Voting. No director shall vote on any contract or transaction that has a direct bearing on services to be provided by that director, or by any organization the director represents or in which the director has an ownership interest or is otherwise interested or affiliated, that would directly or indirectly financially benefit the director. All such services will be fully disclosed or known to the Board members present at the meeting at which the contract or transaction is authorized.

Article IV Finance

Section 4.1. Acceptance of Funds. Gifts, grants, donations, bequests, and other funds and property may be accepted from any source in conformity with policies adopted by the Board.

Section 4.2. Depository Accounts. All funds of the organization shall be placed in such depository or investment accounts as the Board may designate. Checks must be signed by persons authorized as signers by the Board.

Section 4.3. Management of Funds. The Treasurer shall be the principal custodian of all funds, shall see that accurate books of account are maintained, shall ensure compliance with government tax, reporting, and other requirements, and shall provide the Board with financial reports and statements as needed. All financial records shall be open to inspection by any director. In the event of dissolution of the organization, any assets that remain, shall be distributed into an endowment fund that serves parks and recreation within Clare County.

Section 4.4. Payments to Directors and Officers. There shall be no compensations for serving as an officer or director, but officers and directors may be compensated for other services to the organization and reimbursed for expenses incurred in its behalf.

Section 4.5. Fiscal Year. The financial records and reports of the organization shall be based on a fiscal year ending December 31.

Article V Staff

Section 5.1. Employment of Executive Director. An Executive Director may be employed by the Board as the organization's chief executive officer on terms agreed between the Board and the Executive Director. Unless otherwise provided in a written agreement, the Executive Director shall serve until he or she shall resign, be unable to serve, or be removed by vote of the Board.

Section 5.2. Duties and Powers of Executive Director. Within policies determined by the Board, the Executive Director shall have responsibility and power to carry out or delegate day-to-day operations, which include but are not limited to the following: (a) financial operations, including preparation of budgets and management of and accounting for funds; (b) purchasing and contracting for equipment, supplies, services, and facilities; (c) hiring, defining the duties of, managing, evaluating, and dismissing other staff members; (d) managing relations with other organizations, including regulatory agencies and funding sources; (e) preparation of proposals, reports, and presentations regarding policies and activities needed by the Board; and (f) all other activities necessary to orderly operation and effective pursuit of the corporation's goals. An Executive Director who is not the President shall participate in all Board meetings unless unavailable or excluded for good cause by a two-thirds vote of the Board, but shall not be counted in determining the presence of a quorum and shall not vote.

Section 5.3. Other Staff. Other staff members shall be selected by the Executive Director or by persons to whom the Executive Director has delegated that power, and they shall be employed on such terms as may be found desirable for furtherance of the purposes of the corporation.

Article VI Indemnification

Section 6.1. Indemnification. To the extent permitted by law, the corporation shall pay or reimburse expenses and liabilities incurred by its officers, directors, and employees as a result of actual or threatened legal or administrative proceedings related to their service to the corporation, provided they acted in good faith in the matters giving rise to the proceedings, reasonably believed their actions to be in the best interests of the corporation, and did not knowingly violate the law, and further provided they have given prompt notice of the matters to the corporation and have given it the opportunity to provide legal counsel and to participate in resolution of the matters. Expenses and liabilities include, but are not limited to, costs of legal counsel reasonably incurred or imposed as a result of actual or threatened proceedings,

judgments and fines, and settlements reasonably entered into, regardless of whether the officer, director, or employee is still serving the corporation in that capacity at the time the expenses or liabilities are incurred.

Article VII Amendment of Articles of Incorporation or Bylaws

Section 7.1. Amendment. The articles of incorporation or these bylaws may be amended at any regular or special meetings by vote of a majority of the members of the Board then in office, provided the amendment has been submitted in writing to all Board members at least 10 days before the meeting.

By-Laws are acknowledged on this day of July 26, 2022

_____ Don Kolander, Board Chair

_____ Tina Colosky, Board Vice-Chair

_____ Bob Guiliani, Board Treasurer