

**BYLAWS
OF
BASS LAKES AREA
ENVIRONMENTAL PARTNERSHIP, INC.**

**ARTICLE I.
NAME, OFFICES AND PURPOSE**

1.01. **Name.** The name of the Corporation is BASS LAKES AREA ENVIRONMENTAL PARTNERSHIP, INC. (the “**Corporation**”)

1.02. **Principal Office.** The principal office of the Corporation shall be at such place within the state of Michigan as the Board of Directors may determine from time to time.

1.03. **Other Offices.** The Corporation may have other offices either within or outside the state of Michigan as the Board of Directors may determine from time to time.

1.04. **Purpose.** The Corporation is organized and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), including without limitation to receive, administer and disburse property and funds for such purposes. Without limiting the foregoing, the purposes of the Corporation include: (1) providing education on the lake and shoreline ecosystems of the waters in the Irons, MI area, including without limitation Big Bass Lake and Little Bass Lake; (2) preventing and combatting the spread of invasive species in the lake and shoreline ecosystems; (3) soliciting grants and donations in order to take actions to prevent the spread of invasive species and to pay for educational programs; (4) other charitable efforts related to lake and shoreline ecosystem health in the area.

**ARTICLE II.
MEMBERS**

2.01. The Corporation is formed on a directorship basis and will have no members.

**ARTICLE III.
BOARD**

3.01. **Power and Number.** The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the “**Board**”) subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation. The number of directors shall be at least three (3) but no more than seven (7). Within the specified limits, the numbers of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote by two-thirds (2/3) of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these Bylaws, the term “**Entire Board**” shall mean the total number of directors entitled to vote which the Corporation would have if there were no vacancies on the Board.

3.02. **Election and Term of Office.** The initial directors shall be the persons named in that certain Organizational Action by Sole Incorporator dated of even date herewith and shall serve until such director's death, resignation, or removal (the "**Founding Directors**"). Thereafter, to become a director, a person shall be nominated by a director and elected by two-thirds (2/3) of the Board. Directors, other than Founding Directors, shall serve as a director until the election and qualification of a successor, or until such director's death, resignation, or removal.

3.03. **Resignation.** A director may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in Section 3.05.

3.04. **Removal.** Any director, except for a Founding Director, may be removed with or without cause at anytime. A Founding Director may be removed only "for cause." Removal of a director, with or without cause, requires a vote to support removal by two-thirds (2/3) of the Entire Board. Removal may occur at any regular or special meeting of the Board. Proper notice must be given in writing not less than fourteen (14) days prior to the meeting.

For purposes of this Section, removal "for cause" means removal due to (a) conviction of a felony against or to the material detriment of the Corporation, (b) a breach of the Founding Director's duty of loyalty or care to the Corporation, or (c) a Founding Director's gross negligence or willful misconduct in the course of performance of the Founding Director's duties.

3.05. **Newly Created Directorships and Vacancies.** Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of two-thirds (2/3) of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting and until such director's successor is elected or appointed and qualified.

3.06. **Annual Meeting.** An annual meeting shall be held each year in the month of January.

3.07. **Regular Meetings.** Regular meetings of the Board may be held at the time and place as determined by a Board resolution without notice other than the resolution.

3.08. **Special Meetings.** Special meetings of the Board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

3.09. **Statement of Purpose.** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting unless the purpose of the meeting is the removal of a member of the Board.

3.10. **Waiver of Notice.** The attendance of a director at a Board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the

express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.11. **Meeting by Telephone or Similar Equipment.** A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.12. **Quorum.** Two-thirds (2/3) of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by two-thirds (2/3) of the Board where a quorum is present shall constitute authorized actions of the Board.

3.13. **Consent to Corporate Actions.** Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

3.14. **Compensation.** The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

ARTICLE IV. COMMITTEES

4.01. **General Powers.** The Board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The Board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the Corporation's business and affairs to the extent provided by resolution of the Board. However, no committee shall have the power to:

- i. amend the Articles of Incorporation;
- ii. adopt an agreement of merger or consolidation;
- iii. amend these Bylaws of the Corporation;
- iv. fill vacancies on the Board; or

- v. fix compensation of the directors for serving on the Board or on a committee.

4.02. **Meetings.** Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article III for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

4.03. **Consent to Committee Actions.** Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V. OFFICERS

5.01. **Number.** The officers of the corporation shall be appointed by the Board. The officers shall be a president, a secretary, and a treasurer. There may also be a chairperson, vice president, and such other officers as the Board deems appropriate. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the Board to be executed, acknowledged, or verified by two or more officers.

5.02. **Term of Office.** Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03. **Removal.** An officer appointed by the Board may be removed with or without cause, unless such officer is a Founding Director. An officer, who is also a Founding Director, may be removed as an officer only "for cause." Removal of an officer, with or without cause, requires a vote to support removal by two-thirds (2/3) of the Entire Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

For purposes of this Section, removal "for cause" means removal due to (a) conviction of a felony against or to the material detriment of the Corporation, (b) a breach of the officer's duty of loyalty or care to the Corporation, or (c) an officer's gross negligence or willful misconduct in the course of performance of the officer's duties.

5.04. **Vacancies.** A vacancy in any office for any reason may be filled by the Board.

5.05. **President.** The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the Board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the Board are executed and shall perform all other

duties incident to the office. This is subject, however, to the president's right and the right of the Board to delegate any specific power to any other officer of the corporation.

5.06. **Vice President.** The vice president, if any, shall have the power to perform duties that may be assigned by the president or the Board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the Board directs otherwise. The vice president shall perform all duties incident to the office.

5.07. **Chairperson.** The chairperson, if elected, shall preside at all Board meetings. The chairperson shall have the power to perform duties as may be assigned by the Board. If the president is absent or unable to perform his or her duties, the chairperson shall perform the president's duties until the Board directs otherwise. The chairperson shall perform all duties incident to the office.

5.08. **Secretary.** The secretary shall (a) keep minutes of Board meetings; (b) be responsible for providing notice to each director as required by law, the Articles of Incorporation, or these Bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the Board.

5.09. **Treasurer.** The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the Board.

ARTICLE VI. FISCAL PROVISIONS

6.01. **Fiscal Year.** The fiscal year of the Corporation will be from January 1 to December 31 of each year.

6.02. **Fiscal Agents.** This Corporation may designate such fiscal agents, investment advisors, and custodians as the Board may select by resolution. The Board may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

6.03. **Signature Authority.** The signature authority for this Corporation will be the president or such other officer specified by the Board through resolutions and/or policies. Signature by at least two officers shall be required to authorize any transaction in excess of \$1,000.

6.04. **Powers.** The Corporation shall have any and all powers allowed by Michigan law and is empowered to take any actions permitted to be taken pursuant to Section 501(c)(3) of the Code, and regulations thereunder governing actions of a corporation recognized as tax exempt.

6.05. **Books and Records.** The Board of this Corporation will keep:

- i. written minutes of all proceedings of the Board and committees; and
- ii. all financial statements of this Corporation; and
- iii. Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements; and
- iv. other records and books of account necessary and appropriate to conduct the business of the Corporation.

All documents and records shall be maintained by the officers of the Corporation and will be made available at the corporate office of the Corporation for inspection by any director during normal business hours.

6.06. Audit and Publication. The financial records of the Corporation shall be maintained in accordance with generally accepted accounting principles. The records and books of account of this Corporation will be reviewed at the conclusion of each even numbered fiscal year by a certified public accountant in such a manner as may be deemed necessary or appropriate, and the Corporation also shall make such inquiry as the Board deems necessary or advisable into the condition of all funds held by any trustee, agent, or custodian for the benefit of this Corporation, and shall retain such person or firm for such purposes as it may deem necessary.

6.07. Dissolution. The Corporation may be dissolved by a two-thirds (2/3) vote of the Entire Board at a special meeting called by a majority of the Board. Proper notice must be given in writing to each member of the Board of the Corporation no less than fourteen (14) days prior to the meeting stating, as one of the purposes of the meeting, the dissolution of the Corporation. If the Board approves the dissolution of the Corporation, the Board shall continue to manage the Corporation until such time as all paperwork is filed with the State of Michigan formally dissolving the Corporation. In the event the Corporation is dissolved the Board, after paying or making provisions for the payment of all liabilities, shall arrange for the distribution of all of the Corporation's assets in such a manner as it determines to be consistent with the Corporation's purposes as set forth in Article I hereof, with applicable provisions of law, either by direct distribution to one or more organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as tax-exempt under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government for a public purpose.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEE AND AGENTS

7.01. Indemnification.

- i. A director or volunteer officer (as defined in the Michigan Non-Profit Corporation Act, PA 162 of 1982 (the "Act")) of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of the director's fiduciary duty, provided however, that this provision shall

not eliminate or limit the liability of the director or volunteer officer for the following:

- A. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
- B. Intentional infliction of harm on the Corporation, its shareholders, or members.
- C. A violation of Section 551 of the Act.
- D. An intentional criminal Act.
- E. A liability imposed under Section 497(a) of the Act.

ii. The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of this provision if all of the following are met: (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 and wanton misconduct. (d) The volunteer's conduct was not an intentional tort. (e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under section 3135 of the insurance code of 1956, 1956 PA 218, MCL 500.3135.

iii. Provided the activities of the Corporation are exclusively within the activities described under Section 501(c)(3) of the Code, the Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer director or volunteer officer occurring on or after the Corporation's date of incorporation incurred in the good faith performance of the volunteer director's or volunteer officer's duties.

iv. The provisions of Section 7.01(i) shall apply to the acts of a voluntary director or volunteer officer whether occurring prior to, on or after the effective date of this Article.

v. A claim for monetary damages for such a breach of a volunteer director's or volunteer officer's duty to any person other than the Corporation shall not be brought or maintained against a volunteer director or volunteer officer, but such a claim shall be brought or maintained instead against the Corporation, which shall be liable for the breach of the volunteer director's or volunteer officer's duty.

7.02. **Covered Amounts.** The coverage under this Article includes indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceedings.

7.03. **Presumptions.** The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person is not covered. Such facts may be considered, however, in making that determination.

7.04. **Exceptions.** No indemnification shall be made if the person was adjudged to be liable in the performance of an important and material duty to the Corporation, unless the court determining such liability determines that, despite the adjudication of liability, under the circumstances the person is fairly and reasonably entitled to indemnity for such expenses which the court shall determine proper.

ARTICLE VIII. RULES


8.01. **Rules of Order.** The adopted version of Robert's Rules of Order will apply to all meetings of the Corporation. If no version is formally adopted, the most recent version of the rules will apply. In case of a conflict between Robert's Rules of Order and these Bylaws, these Bylaws will govern.

8.02. **Determining Voting Thresholds.** For the purposes of determining voting thresholds, all duly qualified and seated directors refers to all directors then in office and empowered to vote. Elected but not yet seated directors will only be considered upon the effective date of their seating, which will be upon the first day of the fiscal year, unless otherwise provided for by the action of the Board. For the purposes of determining voting thresholds, any percentage calculation will be rounded up to the nearest whole number.

ARTICLE IX. AMENDMENTS

9.01. **Amendments.** The Corporation may amend the Corporation's Articles of Incorporation and these Bylaws to include or omit any provision that could be lawfully included or omitted. Proper notice of any such amendments to the Corporation's Articles of Incorporation or its Bylaws along with the proposed amendments must be sent to the directors a minimum of twenty (20) days prior to any such meeting. Except as otherwise provided herein, any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, may be submitted at a single meeting of the Board and adopted upon the affirmative vote of not less than two-thirds (2/3) of the whole number of the Board. However, amendment of the Dissolution clause of the Articles of Incorporation may be made only with the unanimous approval and resolution of the Board. Whenever these Bylaws require, for action by the Board the vote of a greater number or proportion than a simple majority of the total number of Voting Members, the provision of the Bylaws requiring such greater vote shall not be altered, amended, or repealed except with such greater vote as required for the action.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of **BASS LAKES AREA ENVIRONMENTAL PARTNERSHIP, INC.**, a Michigan nonprofit corporation, as in effect on the date hereof.

By: 

Name: **Lisa Adams**

Title: **Incorporator**

Date: 10/13/2020

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