

## Mid-Michigan Land Conservancy

Adopted by the Board of Directors on April 17, 2003. Yeas 6 Nays 0 Absent 3.

Number of Directors on the Board on April 17, 2003: 9.

**Article I. Name, Incorporation, Tax Status**

The name of the organization is the Mid-Michigan Land Conservancy (MMLC)(formerly known as The Natural Areas Association). The organization is incorporated in the State of Michigan and is a qualified, non-profit, charitable organization under Section 501 (c) (3) of the federal tax code.

**Article II. Purpose**

The purpose of the organization is stated in the Articles of Incorporation and can only be amended under the provisions of those Articles. It is reproduced here for the reader's convenience. The purpose is:

- (i) to conserve natural, scenic, recreational, and agricultural lands and their natural diversity in mid-Michigan so rural landscapes are preserved, and
- (ii) to encourage and promote the preservation of these lands and their natural diversity through education and other assistance.

**Article III. Membership**

The Mid-Michigan Land Conservancy is incorporated as a directorship organization, therefore only the members of the Board of Directors vote on the affairs of the organization. A member of the Conservancy is a person, family, or organization who supports the purpose of the Conservancy and has paid membership dues for the current fiscal year. Annual membership dues shall be determined by at least a two-thirds (2/3) vote of the members of the Board of Directors present and voting. The Board may change or suspend the membership status of a member at any time for any reason, if the Board deems such action to be in the best interest of the Corporation.

**Article IV. Board of Directors****Section 1. Powers**

The property and business of the corporation shall be managed by the Board of Directors (herein also called Board). In addition to the powers and authorities expressly conferred upon the Board by these Bylaws, the Board may exercise all such powers and do all such lawful acts that are permitted by statute and by the Articles of Incorporation. The Board may authorize committees to exercise any of the powers and authorities of the Board. The committees shall always work under the supervision of and make recommendations to the Board.

**Section 2. Composition, Election, and Term of Office**

The Board of Directors shall consist of thirteen (13) individuals. At each annual meeting of the Board, approximately one-third of the Directors shall be elected to a three-year term. Individuals shall be elected to these positions by a majority vote of the members of the Board present and voting. Each Director shall serve, subject to resignation or removal, until a successor is elected and qualified. A Director may serve two consecutive three-year terms, but thereafter shall be ineligible for a period of one year. At the initial annual meeting of the Board, four members of the Board shall be elected to serve one-year terms, four elected to serve two-year terms, and five elected to serve three-year terms.

**Section 3. Meetings**

The Board shall meet no less than three (3) times a year. An annual meeting of the Board shall be held each spring at a date and time fixed by the Board for the purpose of electing Board members and officers and transacting any other appropriate business. Notice shall be given of meetings. Special Board meetings may be called by the President or by three (3) Board members provided 48-hour notice of the date, time, place, and purpose of the meeting is given to all members of the Board. The Board shall keep minutes of its meetings and full account of all transactions. Meetings of the Board are open except when the Board is meeting in closed session. Closed sessions shall be used only when confidentiality needs to be maintained.

**Section 4. Quorum and Voting**

A quorum must be present for the Board to transact business. A quorum shall consist of a majority of the current Directors serving on the Board. Unless otherwise specified in these Bylaws, the majority vote of the Directors actually present and voting at a meeting at which there is a quorum will prevail on all matters. There shall be no voting by proxy.

**Section 5. Conflict of Interest**

A member of the Board shall not discuss or vote on an issue for which that individual has a conflict of interest. A conflict of interest exists where a Board member, a relative of a Board member, or a company that employs the Board member or relative has a direct personal or pecuniary interest not common to the other members of the Board. The President shall be informed of all conflicts of interest as soon as they arise.

**Section 6. Resignation**

Any Director, including any officer of the corporation, may resign from a position by submitting a written notice of resignation to the Secretary. The resignation shall take effect at the time specified in the written notice or, if not specified, when accepted by the Board.

**Section 7. Removal**

Any Director, officer, or agent of the corporation maybe removed from office at any time, with or without cause, by resolution adapted by affirmative vote of at least two-thirds (2/3) of the members of the Board present and voting at a regular or annual meeting or a special meeting called for that purpose. Two specific causes for removal from office are: (i) missing three consecutive meetings or attendance at less than 50% of the meetings over a one-year period without a reason(s) acceptable to the president, and (ii) failure to declare a conflict of interest.

**Section 8. Vacancy**

In case of a vacancy for any reason, an individual may be elected to the Board at a regular or an annual meeting by majority vote of the members of the Board present and voting. The individual is subject to the expiration date of the term of the vacant position.

**Article V. Officers****Section 1. Positions and Election**

The officers of this Corporation shall be President, Vice-president, Secretary, and Treasurer. Officers shall be elected annually from members of the Board after election of Board members at the annual meeting. Each officer must be elected by a majority vote of the members of the Board present and voting. The term of office will be one year, and officers may be reelected. In case of vacancy from office before term completion, election of Vice-president, Secretary, and Treasurer may occur at a regular or special meeting.

**Section 2. President**

The President's powers include acting as Chief Executive Officer of the Corporation, which shall include all the duties usually associated with the office of the President, presiding at all meetings of the Board and the members, acting as an *ex-officio* member of all committees, establishing and making appointments to committees (with confirmation by a majority vote of the members of the Board present and voting), and presenting an written annual report, with an optional oral summary, of the activities of the Conservancy to the Board and membership at the annual meeting or designating a representative to do so. The President may vote when the vote is by ballot. In all other cases the President may (but is not required to) vote whenever his or her vote will affect the result.

**Section 3. Vice-president**

The Vice-president's powers include taking on the powers and duties of the President upon the absence of the President and assisting the President upon the President's request.

**Section 4. Secretary**

The Secretary's powers include keeping minutes at all meetings, maintaining a file of official corporate correspondence, documents, and records, and mailing notices.

## **Section 5. Treasurer**

The Treasurer shall prepare dues notices, receive and deposit funds, pay bills, keep records of financial transactions, prepare and file the Annual Non-profit Corporation report, the Annual Charitable Trust report, prepare financial reports as requested for the Directors and membership, and keep a current list of members.

## **Article VI. Committees**

### **Section 1. General**

The President, with confirmation by a majority vote of the members of Board present and voting, may appoint committees and their chairpersons to implement the purpose of the Corporation and to make recommendations to the Board. Committees shall keep minutes of all meetings and full account of all transactions.

### **Section 2. Executive Committee**

The Executive Committee shall consist of the President, Vice-president, Secretary, Treasurer, and one Member-at-Large elected by the Board from the members of the Board. The committee is empowered to act on behalf of the Board when action is required before the next meeting of the Board. A committee quorum is a majority of the committee members. The affirmative vote of 4 of the 5 members of the Executive Committee is necessary to approve an action. The Executive Committee shall report on its activities at each Board meeting.

### **Section 3. Natural Areas Committee**

The Natural Areas Committee shall be a standing committee of the Board. The members of the committee shall have an active interest in the preservation of natural areas. The committee shall have five appointed members, one of which shall be a member of the Board. It shall work with people interested in conserving natural areas. The Natural Areas Committee will perform duties as directed by the Board. These activities may include responding to inquiries regarding the conservation of natural areas, meeting with property owners, performing site visits, reviewing and evaluating proposed conservation easements based on established selection criteria, and making recommendations to the Board.

Natural areas are those containing natural features such as, woodlands, prairies, wetlands, streams, floodplains, lakes, and other natural vegetative cover and wildlife habitat.

### **Section 4. Farmland Committee**

The Farmland Committee shall be a standing committee of the Board. The members of the committee shall have an active interest in the preservation of farmland. The committee shall have five appointed members, one of which shall be a member of the Board. It shall work with people interested in conserving farmland. The Farmland Committee will perform duties as directed by the Board. These activities may include responding to inquiries regarding the conservation of farmland, meeting with farmland owners, performing site visits, reviewing and evaluating proposed conservation easements based on established selection criteria, and making recommendations to the Board.

Farmland is land that is being or has been used for the production of agricultural commodities. Farmland is free of man-made structures other than those related to the agricultural operation.

## **Article VII. Rules**

Robert's Rules of Order shall be the parliamentary authority for the Corporation except as otherwise expressly provided herein. Robert's Rules of Order states that when not otherwise specified a vote is based on those "present and voting".

## **Article VIII. Amendments**

Any proposed amendment to the Bylaws of the Corporation must be submitted to the President in writing. No more than 30 days after submission, a meeting of the Board shall be called to consider the amendment. Members of the Board shall be informed of the proposed amendment and the meeting in writing at least ten (10) but not more than thirty (30) days in advance of the meeting. The affirmative vote of at least three-fourths (3/4) of the Directors present and voting shall be required to adopt an amendment to the Bylaws.

**Article IX. Financial Affairs****Section 1. Fiscal Year and Audits**

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year. The Board of Directors shall request audits of the records of the Corporation as appropriate.

**Section 2. Bank Accounts**

The funds of the Corporation shall be deposited in one or more banks or financial institutions as designated by the Board of Directors. One of the following shall sign all checks: President, Treasurer, or Secretary.

**Section 3. Distribution of Assets**

In the event of liquidation or dissolution of the Corporation in any manner or for any reason whatsoever, all assets of the Corporation, after payment of the obligations and liabilities of the Corporation, shall be transferred to one or more corporations or associations having similar or analogous character or purpose as may be selected by the Board of Directors of the Corporation. Any transferee corporation shall qualify under provisions of Section 501 (c) (3) of the federal tax code as it now exists or may hereafter be amended.

**Article X. Liability****Section 1. Corporation**

The Corporation assumes all liability to any person, other than the Corporation or its members, for all acts or omissions of a Director who is a volunteer director, as defined in the Act, incurred in the good faith performance of the Director's duties. However, the Corporation shall not be considered to have assumed any liability to the extent that such assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501 (c) (3) of the federal tax code or the corresponding section of any future federal tax code.

**Section 2. Non-director Volunteer**

The Corporation assumes the liability for all acts or omissions of a non-director volunteer if all of the following conditions are met:

- (i) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority,
- (ii) the volunteer was acting in good faith,
- (iii) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct, and
- (iv) the volunteer's conduct was not an intentional tort.

**Section 3. Right or Protection**

Any repeal or modification of the Article shall not adversely affect any right or protection of any Director, Officer, Employee or Agent of the Mid-Michigan Land Conservancy existing at the time with respect to any acts or omissions occurring before such repeal or modification.

**Section 4. Insurance**

The Corporation may maintain insurance to protect itself and any Director, Officer, Employee or Agent of the Mid-Michigan Land Conservancy against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such a person against such expenses, liability or loss under the Act.

Starting source for these Bylaws: Bylaws of the Natural Areas Association (NAA)

By-laws of the NAA and changes approved 9 Jan. 2002 = draft #1 (9 Jan. 2002)

Draft #1 and changes approved 15 May and 13 Nov. of 2002 = draft #2 (dated 2 Dec. 2002)

Draft #2 and changes approved 5 Dec. 2002 = draft #3 (5 Dec. 2002)

Draft #3 and changes approved 6 Jan. 2003 = draft #4 (6 Jan. 2003)

Draft #4 and changes approved 30 Jan. 2003 = draft #5 (30 Jan. 2003)

Draft #5 and changes approved 17 April 2003 = draft #6 = Final draft (approved 17 April 2003)

Five (5) spelling and grammar errors in the final draft were corrected (approved by the Board 15 May 2003)

The Bylaws were amended on 5 June 2003 by a 9-1 vote of the Board. The change: The penultimate sentence of Article VI, Section 2 was added (sentence stating that 4 of 5 members needed for an action).