

## Mid-Michigan Land Conservancy Bylaws

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

The name of the organization is 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 Internal Revenue 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, recreation, and agriculture lands and their natural diversity in mid-Michigan so rural landscapes are preserved, and
- (ii) to encourage and support the preservation of these lands and their natural diversity.

MMLC is organized exclusively for charitable, educational, and scientific purposes. It may make distributions to organizations that have such purposes as long as the organizations qualify as exempt organizations as described under Section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code.

### 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. All current and former holders of conservation easements and donors and partial donors of land to MMLC and will be offered life membership in MMLC. 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 at a Board meeting. 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 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 seven to thirteen (7 to 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. 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 or in the current edition of the *Handbook of Operations for Mid-Michigan Land Conservancy*, 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 or in absentia.

#### **Section 5. Conflict of Interest**

A member of the Board shall not discuss, vote on, or be in the meeting room, when an issue is considered for which that individual has a conflict of interest. A conflict of interest is described in our document *Mid-Michigan Land Conservancy Conflict of Interest Policy*. 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), signing MMLC documents, including IRS Form 990 and other tax documents, 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, but is not required to, vote.

#### **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, tax forms, including those that need to be signed by the president, 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 a 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.

## **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 or Treasurer.

### **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 Internal Revenue 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 Internal Revenue Code or the corresponding section of any future Internal Revenue 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.

1. The starting source for these Bylaws was the Bylaws of the Natural Areas Association (NAA).
2. Starting with the NAA Bylaws, six successive draft Bylaws for MMLC were prepared in the period, January 9, 2002 through April 17, 2003. The final draft (#6) was adopted unanimously on April 17, 2003.
3. The correction of five writing errors in the Bylaws was approved by the Board on May 15, 2003)
4. Bylaws were amended on June 5, 2003 by a 9-1 vote of the Board. The change: The penultimate sentence of Article VI, Section 2 was added ("The... 4 of the 5 members ...to approve an action.").
5. Bylaws were amended on March 27, 2008 by a 7-0 vote (2 absent) of the Board. Articles III, IV (Section 2, 2 sentences), and VI (Sections 3 and 4) were changed.
6. Bylaws were amended on June 21, 2017 by a vote of the Board of 7-0 (2 absent).