

Two Rivers Coalition, Inc.

Bylaws

Adopted 10-Feb-2016



*An alliance of the Black River
and Paw Paw River Watersheds*



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Bylaws of: Two Rivers Coalition, Inc.

Article I. Name

The name of this organization shall be the Two Rivers Coalition, Inc. hereinafter referred to as TRC.

Article II. Mission

The TRC is a non-profit citizen-based group working to protect the health of the Black River and Paw Paw River watersheds through conservation, education, and advocacy. Its purpose is to promote and/or improve and study the ecology, water quality and cleanliness, shorelines, beaches, wildlife, plant life, recreational use and any other matters related to the health of the Black River and Paw Paw River watersheds in Southwest Michigan through conservation, education and scientific means carried on in the public interest. This will include instruction and education to the public through the conduct of public discussion groups, forums workshops, panels, lectures and other similar programs along with written materials. Scientific information gathered will be published in articles, pamphlets, treatises, brochures or in any other form that is available to the interested public.

Article III. Non-profit Status

The TRC is organized and is to be operated as a tax exempt corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code and related and successor sections of said Code. The TRC will remain a non-profit organization as long as it is in existence. This TRC is organized on a directorship basis.

Article IV. Members

- A. Any person shall be eligible who is interested in the mission of TRC and who has completed the following requirements for membership:
1. Submitted a membership form
 2. Paid in full any member fees, assessments or annual dues

Membership shall terminate upon such member's failure to pay any fees, dues or assessments that may be regularly or from time to time due and owing to the TRC.

- B. Honorary members are members who shall not pay dues but shall have all the privileges of membership except the right to hold office. Any TRC member may nominate individuals as honorary members. The board of directors shall approve the nomination by a two-thirds vote.
- C. No person shall be denied membership based on race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, marital status, family status or economic situation.
- D. The fiscal year shall be January 1 through December 31.

Article V. Board of Directors

- A. The board of directors shall manage the affairs and business of TRC, fix the hour and place of meetings, and perform such duties as are specified in these bylaws.
- B. The Board of Directors shall have the exclusive authority to establish the initial and annual dues for membership in the TRC.
- C. The Board of Directors may employ an executive director whose duties and compensation shall be as specified by the board of directors by contract.
- D. The Board of Directors shall consist of 11 members of TRC.
- E. Terms of board members shall be staggered, last for three years each and shall begin January 1. There shall be no limit to the number of consecutive or non-consecutive terms to which a Board Member may be duly elected or appointed.
- F. Nomination and election of Board of Directors
 - 1. Nominations for the board shall be taken from the floor at the annual meeting. Strong consideration shall be given to make sure that board representation consists of members who represent, as equally as possible, the Black River and Paw Paw River watersheds.
 - 2. No name may be placed in nomination without consent of the nominee.
 - 3. An election by ballot shall be held at the annual meeting. Each member in good standing shall be entitled to one vote for each open Board position. A plurality vote shall elect if there are three or more candidates. In the event that there is only one nominee for each Board position, the vote for that office may be taken by voice vote.

- G. A vacancy on the board will exist in the case of death, resignation or removal of any director or if the minimum required number of directors is not in place. Vacancies will be filled by a majority of the remaining directors, even if less than a quorum, or by a sole remaining director. Each director serving to fill a vacancy will hold office until the expiration of the term of the vacated office.
- H. Meetings of the Board of Directors will be held at least quarterly.
- I. Special meetings of the Board of Directors may be called by the president or three board members with at least three days notice. Such notice may be provided by email or by telephone.
- J. Four members of the Board of Directors shall constitute a quorum.
- K. A vote of the Board of Directors by any electronic means may be authorized by the president.
- L. Conflict of Interest: No member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the Board member must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter involved. The individual presiding over the meeting is expected to make inquiry if such conflict appears to exist and the Board member has not made it known.

Article VI. Officers (Executive Committee)

- A. The officers of TRC shall be president, vice-president, secretary, and treasurer elected from the Board of Directors serving
- B. All officers shall serve a term of one year or until their successors are elected.
- C. Officers shall perform the duties prescribed by these bylaws.
- D. Any Officer may resign at any time by delivering a written resignation to the president, vice-president or secretary. The acceptance of any such resignation shall not be necessary to make the same effective.
- E. An Officer may be removed from office at any time by a two-thirds vote of the Board of Directors serving.

- E. Officers will be elected by the board of directors at the January Board of Director's meeting or, if not then, the meeting following the election of the board of directors.
- F. Vacancies
 - 1. A vacancy in the office of president shall be filled by the vice-president for the un-expired term of the president.
 - 2. A vacancy in any other office shall be filled by the board of directors for the un-expired term.

Article VII. Duties of Officers

- A. The officers of the TRC shall have such duties as usually pertain to their offices.
- B. The President, or in the president's absence, the vice president, shall preside at all general meetings and meetings of the Board of Directors. The President or his designee shall prepare the agenda for these meetings.
- C. The Secretary shall act as secretary of the Board and of the TRC. The Secretary shall act as custodian of all records, correspondence and reports of the TRC and Board and shall be responsible for the keeping and reporting of adequate records of all transactions and of minutes of all meetings of the TRC, membership and of the Board. The Secretary shall keep a role of the members of the TRC which shall be available upon request as may be necessary for the conduct of corporate business.
- D. The Treasurer shall have custody of all funds of the TRC. The Treasurer shall establish and account for the funds of the TRC per policy which may be established by the Board of Directors. The Treasurer or President will issue drafts to pay all legal debts and obligations incurred by the TRC. The Treasurer shall keep a complete record and account of all receipts and expenditures and will present a financial report at each annual meeting or as may be required in support of Board business or meetings.

Article VIII. Indemnification Of Directors And Officers, Elimination And Assumption Of Certain Liability Of Directors, Insurance, Enforcement And Indemnification

- A. Personal Liability for Volunteer Directors and Volunteer Officers
 - 1. To the fullest extent permitted under Section 209(c) of the Michigan Nonprofit Corporation Act (the "MNCA"), as the same presently exists or may hereafter be amended, a volunteer director

or volunteer officer of the TRC shall not be personally liable to the TRC or its members for monetary damages for breach of the director's fiduciary duty. However, this provision does not eliminate or limit the liability of a director or officer of the following:

- (i) A breach of the director or officer's duty of loyalty to the TRC or its members;
- (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (iii) A violation of Section 551 (1) of the MNCA;
- (iv) A transaction from which the director or officer derived an improper personal benefit;
- (v) An act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of MNCA; or
- (vi) An act of omission that is grossly negligent.

Any volunteer director of the TRC shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the TRC or its members to the extent set forth in this Subsection 1.

2. The term "volunteer director" shall have the same definition as set forth in Section 110 (2) of the MNCA, as the same presently exists or may hereafter be amended.
3. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director of the TRC existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of the directors shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

B. Indemnification of Officers, Directors, Employees and Agents:

1. Indemnification of the Directors and Officers: Claims by Third Parties. The TRC shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify any person (the "Indemnitee") 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 and whether formal or informal, other than an action by or in the right of the TRC, by reason of the fact that he or she is or was a director, officer employee or agent of the TRC, or is or was serving at the request of the TRC as a director, officer, partner, trustee,

employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorney's fees, judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the TRC or its members, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any 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 Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the TRC or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

2. Indemnification of Directors and Officers: Claims Brought by or In the Right of the TRC. The TRC shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify any person (the "Indemnitee") 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 TRC to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a director, officer, employee or agent of the TRC, or is or was serving at the request of the TRC as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the TRC or its members. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the TRC 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 Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Article IX. Liability

- A. The TRC assumes all liability to any person other than the TRC or its members for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties.
- B. To the fullest extent permitted under section 209 (e) of the Michigan Nonprofit Corporation Act (the MNCA) as the same presently exists or may hereafter be amended, the TRC assumes the liability of all acts or omissions of a volunteer director, volunteer officer or other volunteers if all of the following are met:
 - 1. The volunteer was acting or reasonably believes he or she was acting within the scope of his or her authority;
 - 2. The volunteer was acting in good faith;
 - 3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
 - 4. The volunteer's conduct was not an intentional act;
 - 5. 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 as provided in Section 3135 of the Insurance Code of 1956, Art. No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

Article X. Membership Meetings

- A. A membership meeting of TRC will be held at least annually in December of each year or as soon thereafter as possible at a place designated by the board of directors.
- B. The meeting in December will be known as the annual meeting for the purpose of electing directors, receiving reports from officers and committees and for any other business which shall properly come before the meeting.
- C. Special membership meetings may be called by the Board of Directors provided that notice is given to the members at least ten days prior to the date of the meeting. Notices may be provided via mail, in the TRC newsletter, on the website or other electronic means determined acceptable by the Board. The notice shall include the specific items of business to be considered by the Board at the meeting.

- D. The number of members present at any properly noticed meeting will constitute a quorum.

Article XI. Committees

The President or Board of Directors as deemed necessary shall appoint committees. The President shall act as an ex-officio member of all committees. Such committees shall limit their activities to the accomplishment of the task for which created and appointed and shall have no power to act except such as is specifically conferred by action of the Board. The committee shall report on committee activities as required by the Board. Upon completion of the task for which appointed, such committee shall stand discharged.

Article XII. Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern TRC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order TRC may adopt.

Article XIII. Amendments

These bylaws may be amended by the Board of Directors at any regular or special meeting of TRC by a two-thirds vote, provided that the amendment has been submitted to the Board of Directors in writing 5 days prior to the meeting.

Article XIV. Dissolution of the Organization

Dissolution of the Organization: Upon the dissolution of the Two Rivers Coalition, Inc., assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a State or Local Government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Van Buren County or the Circuit Court in which County the principal office of the Corporation is then located, exclusively for such purposes of the TRC and/or to such organization or organizations that are similar to the purpose of this organization as said Court shall determine provided that it is for an exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Article XV. Severability

If any provisions of these bylaws are illegal or declared illegal, that provision shall not affect or invalidate any other provisions of these bylaws.

Revision History

2008-Dec-12

Bylaws of Two Rivers Coalition were originally adopted on 12-Dec-2008.

2009-May-13

Bylaws revised and rewritten to facilitate incorporation were adopted on 13-May-09 in accordance with the 12-Dec-2008 bylaws requirements for amendments.

2016-Feb-10

Prior to the meeting of 10-Feb-16 a proposal was made to change the By-Laws of record on 13-May-2009. The proposed change removes term limits for Board membership and requires that officers of the Board be present members of the Board. These changes were adopted at the 10-Feb-2016 Board meeting. (**Deletions** and **additions** so indicated).

Change 1: Article V: Board of Directors

Section E: Terms of board members shall be staggered, last for three years each and shall begin January 1. **There shall be no limit to the number of consecutive or non-consecutive terms to which a Board Member may be duly elected or appointed. A Board Member may only serve two consecutive terms. A member may be reelected to the board after at least a one year absence from the Board. Upon the formation of TRC, initial board terms of three 1 year terms, four 2 year terms and four 3 year terms were established by lottery. Those drawing a one year term may serve up to 7 consecutive years if reelected and then, may not be reelected or appointed before at least a one year absence from the Board.**

Change 2: Article VI: Officers (Executive Committee)

Section A: The officers of TRC shall be president, vice-president, secretary, and treasurer **elected from the Board of Directors serving.**