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MICHAEL G. DARGA
PRESIDENT
03-10-2015

BYLAWS (As Amended)
Of
FRIENDS OF THE ROUGE

Article 1. Name

The name of the organization shall be Friends of the Rouge, hereinafter called "FOTR". It is a non-profit organization incorporated and filed under the laws of the State of Michigan on April 17, 1986.

Article 2. Purposes

The purposes for which the corporation is organized are: 1) To promote river restoration and the preservation of wildlife and habitat. 2) To promote recreational opportunities such as canoeing, nature study, picnicking, fishing, swimming, walking, biking, and golfing. 3) To provide for citizen participation in river restoration and preservation activities. 4) To educate citizens about problems and opportunities in the Rouge River and its watershed. 5) To advocate actions that restore and develop the potential of the Rouge River. 6) To foster cooperation among all citizens, agencies, private interests, and governments concerned with the restoration and preservation of the Rouge River.

Article 3. Membership

Section 1. Those entitled to voting Membership shall be any person or organization that pays annual Membership dues for that year. Annual Membership dues amounts and categories shall be set by the Board of Directors. Each Member is entitled to one vote on each matter. Family Memberships are entitled to two votes on each matter. Each organization that is a Member is entitled to one vote on each matter, which may be cast only by the designated representative of the Member organization. A representative of a Member organization who is also an individual Member in their own right may vote both on behalf of the Member organization and as an individual, one vote being cast in each capacity on each matter.

Section 2. Membership Meetings

A. The Annual Membership Meeting shall be held at a location determined by the Board of Directors and shall be held each calendar year. An attempt shall be made to inform all members at least 30 days prior to the Meeting. The Board of Directors shall be elected at the Annual Membership Meeting. If due to inclement weather or other unforeseen obstacles the Annual Membership Meeting cannot be held, it must be rescheduled before the end of the year. In this case, the 30-day notice requirement is waived, and a good-faith effort to inform the members is all that is required.

B. The members present at the Meeting shall comprise a quorum, and thus are authorized to conduct business.

C. A Special Meeting of the Membership for any purpose may be called by a majority vote of the Board of Directors. Due notice of a Special Membership Meeting shall be sent to the Membership at least two weeks in advance, with a description of its purpose, and it must be scheduled at a reasonable time and place. A Special Membership Meeting may also be cancelled for cause by a majority of the Board of Directors.

Article 4. Board of Directors

Section 1. The property and business of this corporation shall be managed by the Board of Directors. No part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, except as reasonable compensation for services rendered in furtherance of the purposes set forth in these By-Laws.

Section 2. The Board of Directors shall consist of 15 Directors and each shall serve on the Board for a three-year term. The Board of Directors shall be elected annually from and by the membership, in a manner providing for staggered terms with five positions ending each year. When a ballot represents a mix of term lengths (due to vacancies), candidates with the highest number of votes will be granted the longest terms, with an exception made if the candidate wishes to limit his/her tenure.

Section 3. In addition to the powers and authorities expressly conferred upon it by these By-Laws, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts as are not by statute or by these By-Laws reserved to the Membership.

Section 4. All Directors must be Members of the Friends of the Rouge, and maintain FOTR Membership throughout their term of Office. All Directors must provide contact information for home, and may share contact information for workplace if permitted by the Employer; such information shall be for Board use only. Directors shall be deemed to be in good standing if they meet Membership, attendance, and Committee obligations. Directors who do not fulfill Duties or requirements as set forth herein, fail to satisfy Committee obligations, or commit an ethical or fiduciary breach of conduct, shall be so notified by the President, and are then subject to removal for cause.

Section 5. The Board of Directors shall meet at least every other month. All Directors shall be notified of regularly-scheduled Board Meetings at least two weeks in advance by the Secretary. Special Board Meetings may be called by the President or upon request of two Directors, provided 48-hour notice be given to all Directors by telephone and email. Remote attendance at Special Board Meetings is permitted via speakerphone, subject to audibility. Meetings, whether special or regular, may not be scheduled at unreasonable times or inaccessible locations.

Section 6. A quorum of at least eight Directors in good standing is required to conduct business at a Board Meeting. A majority vote of the Directors constituting the quorum is necessary for passage of motions or resolutions at a Meeting. If by reason of vacancies, the number of Directors falls to 12 or 13, a quorum shall consist of seven Directors in good standing, and so on. Should matters arise that urgently require Board action before the next regular Board Meeting, an email or telephone vote may be substituted. All Directors must be informed of the upcoming remote vote. The motion shall pass if it receives a yes vote from a quorum of Directors.

Section 7. A Director shall be subject to a recall election if a petition for his or her removal is signed by at least 25 percent of the general membership.

Section 8. If the position of any Director or Officer becomes vacant by reason of death, resignation, disqualification, removal from office, or otherwise; the remaining Directors shall choose a successor who shall hold office until the next Election, except that vacancies that arise within three months of the next Election need not be filled until that Election.

Article 5. Duties of Officers

Section 1. Officers shall be elected annually from within the Board of Directors by a majority vote of a quorum. A President, Vice-President, Secretary, and Treasurer shall be the elected Officers. The term of Office shall commence at the first Board Meeting after the Annual Membership Meeting, at which time Officer Elections are held, and end at the time of the next Officer Election.

Section 2. The President presides at Board Meetings and Annual Membership Meetings, and sets the agenda after consulting with Committee Chairs, Staff, and other Directors as necessary. The President may not make motions, and may vote on a motion only in case of a tie. The President shall serve as principal executive officer of FOTR, and, subject to the approval of the Board, shall in general supervise and control the business of the Corporation, and engage in contracts as a representative thereof. The President shall appoint all Committee Chairs, subject to Board

approval. The President serves as the primary point of contact between Staff and Board, and provides guidance when necessary. The President shall support and promote the mission of FOTR and act as a public spokesperson for the organization. Upon leaving Office, the President shall return all monies, books, papers, and records to the Corporation, and relinquish any signatory authority.

Section 3. The Vice-President assists the President in his/her duties. If the President is unable or unwilling to continue in Office, the Vice-President shall assume the Office and its duties until the next Board Meeting, when the Board shall fill the vacancy. The Vice-President shall chair the Fund Development Committee. The Vice-President presides at Board or Annual Membership Meetings in the absence of the President.

Section 4. The Secretary shall keep and submit minutes of the Meetings of the Board of Directors and Membership Meetings, and signs in the name of the corporation when required by law. The Secretary shall keep attendance records, including excused and unexcused absences, for all Directors, and report poor attendance to the President. The Secretary shall submit to the Board all communications addressed to him/her by virtue of Office, and be responsible for sending out all Meeting notices as required by these By-Laws. The Secretary shall chair the Membership Committee. The Secretary shall chair the Nominating Committee and oversee Annual Elections, except when running for the Board. The Secretary presides at Board or Annual Membership Meetings in the absence of the President and Vice-President.

Section 5. The Treasurer shall have the care and custody of all assets of the corporation, report to the Board at least quarterly, and to the Membership annually with regard to financial matters, and shall be one of the signatories on checks or drafts. The Treasurer shall chair the Finance Committee, assist in the preparation of the proposed budget, and ensure compliance with the Board-approved budget. The Treasurer shall cause an annual independent audit to be performed by a Certified Public Accounting firm, and distribute the resulting documents to the Board of Directors. Upon leaving Office, the Treasurer shall return all monies, books, papers, and records to the Corporation, and relinquish any signatory authority. The Treasurer presides at Board or Annual Membership Meetings in the absence of the President, Vice-President and Secretary.

Section 6. The duties and authorities of all Officers shall remain in effect until their resignation, removal from Office, or loss of position resulting from Board elections at the first Board Meeting after the Annual Membership Meeting.

Article 6 . Ethics and Accountability

Section 1. Attendance

A. All Directors are expected to attend Board Meetings. A Director may report a prior scheduling conflict to the Secretary up to two days before a regular Board Meeting. An emergency necessitating absence may be reported up to a week after the Meeting. Absences with such notice shall be deemed excused. If no communication is given by the Director, his or her absence shall be construed as unexcused.

B. A Director shall be automatically dismissed from office upon accruing three unexcused absences from Board Meetings, or five total absences excused or unexcused, within any calendar year, as reported by the Secretary.

Section 2. Conflict of Interest

A. Any Director who has a financial, personal, or official interest in, or a conflict of interest (or appearance of a conflict) with any matter pending before the Board, of such nature that it may prevent that member from acting in an impartial manner, will vacate the Meeting temporarily and refrain from discussing and voting on said item. Conflicts may arise from employment or participation in other organizations, personal associations, or legal restrictions. Such a conflict may be deemed to exist by the Board of Directors, even if heretofore undisclosed by the Director in question.

B. Each of the Directors of the corporation shall fill out and sign a Conflict of Interest Disclosure Document, upon election to the Board of Directors and at the beginning of each year thereafter. The Disclosure Document shall be kept on file and referred to as necessary. The Disclosure shall be in effect throughout their term of Directorship and shall be updated as needed.

Section 3. Activities

A. FOTR shall not substantially participate in political activities such that the activities would not comply with the requirements for maintaining tax-exempt status under section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures.

B. FOTR shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

C. FOTR shall not carry on any activities not permitted for a nonprofit corporation organized under the law of the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982 as amended (or the corresponding provision of any future State of Michigan Act or Statute).

Article 7. Committees

Section 1. The Committees shall consist of Director(s), volunteer(s), and/or staff members. All Committees must be chaired by a Director, unless otherwise determined by the Board. Unless otherwise established in these By-Laws, the chairperson of each Committee shall be selected by the President, subject to approval by the Board. Each Committee shall have at least one Director as a member (in addition to the chairing Director). Committee chairpersons are responsible for appointing members using approved procedures, scheduling and giving due notice of meetings, and reporting as requested to the Board.

Section 2. Standing Committees

A. The Standing Committees shall be the Fund Development Committee, The Membership Committee, the Finance Committee, and the Executive Committee.

B. The Fund Development Committee (chaired by the Vice-President) shall investigate and implement fundraising strategies to support the goals of the organization.

C. The Membership Committee (chaired by the Secretary) shall develop programs for attracting new members and maintaining current membership.

D. The Finance Committee shall consist of four persons: the Treasurer as chair, the chief financial officer or operations director of FOTR, and two Directors (non-Officers) to be selected (after a review of skills) by the Treasurer subject to Board approval.

E. The Executive Committee (chaired by the President) shall consist of the four Board Officers. They shall meet as necessary for the review, research, and preparation of complex or sensitive issues to be brought before the Board.

F. *Ad hoc* Committees may be created at the Board's discretion, for a term of service as deemed necessary.

G. The four Officers shall chair Standing Committees as described above, and must sit on one and only one additional Committee. The remaining Directors (non-Officers) shall participate in at least two, but not more than three Committees, whether as chair or member. Membership on staff programmatic Task Forces may count as one



Committee service, provided that the chair of the staff Task Force approves the admission of the volunteering Director(s).

Section 3. An Advisory Council, and the members and terms thereof, may be established by Board of Directors as deemed necessary.

Article 8. Staff

Section 1. The Board of Directors may hire such paid employees or contractors as they deem proper and necessary for the operations and programs of the corporation. The powers and duties of the staff, whether paid or volunteer, shall be assigned by the Board or its designated delegate or agent. The Friends of the Rouge is an equal opportunity employer and shall comply with current local, State and Federal law prohibiting discrimination in the workplace.

Section 2. The Board shall create such advisory or supervisory entities as deemed necessary and proper to ensure the continuance of FOTR programs which are in furtherance of the stated purposes of the corporation and to evaluate and improve their efficacy. At least one Director shall serve on each advisory group, provided that the volunteering Director(s) be approved by its chair.

A. The Rouge Education Project Task Force shall advise the REP staff in promoting awareness and stewardship of the Rouge River watershed through school-based water quality monitoring, investigation, and problem-solving. The REP Task Force shall be chaired by an REP program staff member.

B. The Public Involvement (PI) Task Force shall advise the PI staff in promoting restoration and stewardship of the Rouge River ecosystem through education and citizen involvement. The PI Task Force shall be chaired by a PI program staff member.

Article 9. Volunteer Director Liability

Except as otherwise provided by law, a volunteer Director of the corporation is not personally liable to the corporation, its members, or to shareholders for monetary damages for a breach of the Director's fiduciary duty. The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer Director incurred in the good faith performance of his or her duties as a Director.

Article 10. Liability of Non-Director Volunteers

The Corporation assumes the liability for all acts or omissions of a non-Director volunteer, provided that:

- 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;
- IV. the volunteer's conduct was not an intentional tort; and
- V. the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle as described in Section 209 (e) (v) of the Michigan Nonprofit Corporation Act.

Article 11. Amendments

These By-Laws may be amended by the majority vote of the membership at a duly-called Membership Meeting. Proposed By-Laws changes must be distributed to the membership at least 30 days prior to such a vote. Amendments adopted as prescribed above are effective immediately upon approval.

Article 12 . Dissolution

In the event of dissolution of Friends of the Rouge, all debts and liabilities shall first be paid according to their respective priorities. Any remaining assets shall be contributed to a non-profit corporation which is operated exclusively for charitable, educational or scientific purposes as shall at the time be exempt from income taxes under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and which has a purpose similar to the Friends of the Rouge, as judged by the Board of Directors of the Friends of the Rouge.

Adopted by Founding Members April 3, 1986.

Amended by the General Membership: October 11, 1988; September. 8, 1997; November 10, 2004; November 30, 2006; November 30, 2010.