

BYLAWS

Of the

WEST MICHIGAN ENVIRONMENTAL ACTION COUNCIL EDUCATIONAL FOUNDATION

A Michigan Non-Profit Corporation

As updated and adopted by the Board of Directors on May 20, 2009.

ARTICLE I

This organization shall be known as West Michigan Environmental Action Council (the "Corporation").

Offices

Section 1. Principal and Other Offices. The principal office of the Corporation shall be located in the County of Kent, State of Michigan. The Corporation may have such other offices, either within or without such County, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II

Membership and Dues

Section 1. Eligibility. Membership shall be open to all individuals and organizations concerned with the general and ecological welfare of our environment and with our responsibility to future generations. Eligible members should subscribe to the purposes set forth in the Articles of Incorporation. The Corporation may accept or reject any application. The initial members may be selected by the incorporators.

Section 2. Membership and Dues. Membership categories and the dues for each category will be established by the directors of the Corporation and may be changed by a majority vote of that body. The Board of Directors may grant membership to any person, without requiring payment of annual dues.

Section 3. Termination of Membership.

A. Written Resignation. Membership may be terminated by written resignation to the Secretary of the Corporation.

B. Automatic Membership Termination. Membership shall be automatically terminated if dues are 90 days in arrears.

C. Termination by Directors Vote. Any member may have his or its membership terminated by a 2/3 vote of the Board of Directors at any time it shall consider it in the best interest of the Council.

Section 4. Reinstatement of Membership. Any member may be reinstated by approval by the Board of Directors, or if membership has terminated because of non-payment of dues, upon payment of dues.

ARTICLE III

Annual Meeting and Membership Meetings

Section 1. Annual Meeting and Election of Directors. The Corporation shall hold an Annual Meeting of the membership in October prior to the date set for October meeting of the Board of Directors. The Board of Directors shall establish the exact date, time and place for the Annual Meeting. Directors shall be elected, volunteers shall be honored, and other business deemed necessary and appropriate by the Board of Directors shall be conducted at the Annual Meeting.

Section 2. Special Meetings. A Special Meeting of the membership may be called by majority vote of the Board of Directors or by written request of at least 10 Corporation members in good standing. A Special Meeting requested by the members shall be held no less than (45) forty-five days after receipt of the request by the Corporation. The Board of Directors shall establish the exact date, time and place for the Special Meeting.

Section 3. Notice of Meetings. Notice for all meetings shall be given to all members at least 15 days prior thereto by first class mail or electronic mail to the last address provided by the member. The Notice shall, at a minimum, set forth the date, time, and place for the meeting and general agenda items.

Section 4. Quorum and Voting. Each Member entitled to vote shall have an equal vote upon each matter submitted for vote. Except as otherwise provided by law, the Articles of Incorporation, or these By-Laws, the affirmative majority vote of all eligible ballots cast by the Members entitled to vote is the act of the Membership. Members shall be provided the opportunity to cast their vote by absentee ballot for all Annual Meetings or Special Meetings.

ARTICLE IV:

Board of Directors

Section 1. Power of Directors. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Interested Persons. Notwithstanding any other provisions of these bylaws, no person on the board may be staff or interested persons. For purposes of this section, “interested persons” means either:

- (a) any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, or
- (b) any close relative of such an “interested person”.

Section 3. Number of Directors. The number of Directors of the Corporation shall be at least twelve (12). The Directors shall include the President, Vice-president, Secretary and Treasurer, and at least eight (8) other persons, all of whom shall be members of the Corporation.

A. Increasing Number of Directors. Notwithstanding any other provisions of these by-laws, the Board of Directors may, for good cause and at its sole discretion, increase the number of Directors by two-thirds (2/3) vote of a quorum of the Board of Directors at a properly noticed meeting of the Board of Directors.

Section 4. Election of Directors. Directors shall be elected at the Annual Meeting and a Director’s term of office shall commence at the first full meeting of the board following the Annual Meeting.

Section 5. Term of Office of Directors. The term of office for a Corporation Director shall be three (3) years. The expiration of the terms of office of members of the Board of Directors shall be staggered so that each year at least four (4) of the Directors’ terms shall expire. The number of consecutive elected terms that may be served by a Director shall be limited to two (2). Each Director shall hold office until a successor shall have been elected and qualified. A former Director is eligible for election to the board after a one year hiatus of service.

A. Removal from Office. Notwithstanding any other provisions of these by-laws, any director, including any officer, may be removed from office by majority vote of a quorum of the Board of Directors at a properly noticed meeting of the Board of Directors if that director has had three consecutive non-excused absences from meetings of the Board of Directors.

Section 6. Unscheduled Vacancies and Appointment of Directors. In the case of any unscheduled vacancy occurring on the Board of Directors, or in the case of any expansion of the number of directors on the Board of Directors, the Board of Directors

shall have the power to appoint any qualified member to fill such open seat on the Board of Directors by majority vote.

A. Appointed Terms. Directors appointed to fill an unscheduled vacancy shall serve out the remaining term of the individual whom they were appointed to replace.

B. Eligibility for Reelection following Appointed Term. At the conclusion of any appointed term, a director is eligible for election for two (2) successive terms.

Section 7. Distribution of Assets. No Director or member shall possess any property right in or to the property of the Corporation. In the event the Corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the Board of Directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation.

Section 8. Regular Meetings of the Board of Directors. The Board of Directors shall meet a minimum of six (6) times per year and as necessary to conduct the business of the organization.

Section 9. Quorum of the Board of Directors. A quorum is 50% of the number of Board positions currently filled. The President shall be counted for purposes of determining whether a quorum is present.

A. Presidential Vote. The President shall have no vote except in the case of a tie vote.

Section 10. Special Meetings of Directors. Special meetings of the Board of Directors may be called by or at the request of the President, or any two (2) Directors. Such meetings may be held at the principal office of the Corporation or at any other place designated in the notice of meeting or by the written consent of all of the Directors.

Section 11. Notice of Regular and Special Meetings of the Board of Directors. Written, telephone, electronic or personal notice of any meeting of the Board of Directors shall be given to each Director. Any notice shall be given to the address, phone number, or electronic address provided by the Director to the Corporation. Said notice shall be delivered at least three (3) business days prior to the meeting.

Section 12. Waiver of Notice, Consent to Meeting or Approval of Minutes. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as regular meetings, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of minutes thereof. All such

waivers, consents and approvals shall be filed with the minutes of the proceedings of the Board of Directors. Presence at any meeting of a Director shall be deemed a waiver of notice and consent to the holding the meeting by him or her.

Section 13. Action by Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. This section shall not authorize any committee of the Board of Directors to take action by written consent without a meeting.

Section 14. Limitations of Corporate Representation by Directors. Directors shall not speak for the Corporation without prior approval of the Board of Directors.

ARTICLE V

Committees

Section 1. Committees. There shall be two kinds of committees: Standing and Special or Task Forces. The President shall be an ex-officio member of all committees. The President shall appoint all committee chairs subject to the approval of the Board of Directors for the term of one year. Committees may form subcommittees to address particular issues. Subcommittees shall be supervised and shall report to the committee under which they are organized.

Section 2. Standing Committees. Standing committees shall be created by the Board of Directors as may be deemed necessary.

A. Nomination Committee. The Nomination Committee shall recruit qualified candidates willing and able to serve as Directors and Officers of the Corporation.

1. Nomination of Directors and Officers. The Nomination Committee shall submit a proposed, full slate of Directors and Officers to the Board of Directors for review by September 1.

2. Approval of Slates. The Board of Directors shall present a slate of Directors to the membership for its consideration at the Annual Meeting. Additionally, the Board of Directors shall present a slate of officers to the standing Board of Directors for its consideration at the Annual Meeting.

Section 3. Special Committees or Task Forces. Special committees or task forces may be created by the Board of Directors for a specific purpose, and shall

automatically go out of existence when their work is done and their final report is received.

ARTICLE VI

Officers

Section 1. Officers Named and Terms of Office. The officers of this Corporation shall be President, Vice President, Secretary and Treasurer. All officers shall be elected for one year terms. All officers may be elected for additional terms, or until a successor is elected.

Section 2. Eligibility for Office. Any member elected to the Board of Directors shall be eligible to hold office as an officer; however, the President shall have served a minimum of one year as a Director prior to being eligible to hold the office of President.

Section 3. Election of Officers. After the election and certification of newly elected Directors, the Directors shall meet and elect Corporation officers. The Officer presiding at the Annual Meeting shall preside at the meeting to elect officers. A plurality vote shall be sufficient to elect an Officer.

A. Officers First Meeting. Officers take office at the first full meeting of the board following their election at the Annual Meeting.

Section 4. Officers Term of Office. The term of office for officers shall be one year. Officers may be elected for additional terms, or until a successor is elected.

Section 5. Vacancies and Appointment of Officers. In the case of any unscheduled vacancy of an Officer of the Corporation, the Board of Directors shall elect a duly qualified member of the Board of Directors to fill the open seat by majority vote.

A. Term of Appointed Officer. An Officer appointed to fill an unscheduled vacancy shall serve out the remaining term of the Officer he or she was appointed.

Section 6. Executive Committee. Officers of the Board of Directors shall constitute the Executive Committee of the Corporation. The Executive Committee shall meet no less than six times annually and as necessary to complete the work of the organization.

Section 7. Duties of Officers.

A. Responsibilities of President. The President shall:

1. Preside at all meetings of the Board of Directors and at the Annual Meeting.
2. Exercise general supervision over the interests and welfare of the Corporation in the community.
3. Call all meetings of the members and of the Board of Directors.
4. Assure that all matters that the Board should consider are brought before the Board.
5. Develop, with assistance from the Executive Director and input from the rest of the Board, the agenda for each Board and Executive Committee meeting and the Annual Meeting.
6. Promote adequate communication among Board members.
7. Assure that the Board is satisfactorily performing its collective and individual tasks.
8. Appoint all committees subject to the approval of the Board of Directors.
9. Be an ex-officio member of all committees.
10. Act as principal liaison between the Board and the Executive Director.
11. Work with the Executive Director to monitor staff implementations of Board decisions.
13. Perform such other duties as normally pertain to the office of President.

B. Responsibilities of Vice President. The Vice President shall:

1. Act in the absence or during the incapacity of the President
2. Lead efforts toward leadership recruitment including serving as the chair of the Nomination Committee and support efforts to populate committees and task forces of the Board of Directors.
3. Perform such other duties as may be assigned by the President of the Board of Directors.

C. Responsibilities of the Secretary. The Secretary shall:

1. Ensure that the minutes of all meetings of the Board of Directors are written and maintained.
2. Be custodian of all records and papers of the Corporation except the records of the Treasurer.
3. Keep an accurate record of names and addresses of all members.
4. Perform other duties which normally are a part of the office of Secretary and such other duties as may be assigned by the President of the Board of Directors.

D. Responsibilities of the Treasurer. The Treasurer shall:

1. Receive and disburse all funds of the Corporation and deposit them in a bank as directed by the Board of Directors.
2. Report to the Board of Directors at each meeting.
3. Provide the records for an annual audit. Assure that an annual audit is performed and assure that the records for the annual audit are provided in a complete and timely manner.
4. Serve as a voting member of the West Michigan Environmental Action Council Endowment Fund.
5. Perform other duties which normally are a part of the office of treasurer and such other duties as may be assigned by the President of the Board of Directors.

ARTICLE VII

Funds and Finance

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from April 1, to March 31.

Section 2. Funds and Finance. Revenue from sources other than dues may be raised in such manner as determined by the Board of Directors.

Section 3. Authority to Borrow Funds. The Board of Directors may, whenever the general interest of the Corporation require the same, authorize the officers to

borrow money and issue its promissory note or bond for the repayment thereof with or without interest, and to mortgage its property as security for its debts or other lawful engagements. The Board of Directors in authorizing any such action, shall set the particular sum, the rate of interest and the time of maturity of the loan or engagement.

Section 4. Budget. Prior to the beginning of the fiscal year, a budget of the estimated income and expenditures for the year shall be adopted by the Board of Directors.

ARTICLE VIII

Limitation of Liability and Indemnification

Section 1. Limitation of Liability. No Officer, Board or Committee member, Member or employee thereof, agent or employee of the Corporation shall be liable for the act or failure of any other such person or organization.

Section 2. Indemnification. To the full extent permitted by the Michigan Nonprofit Corporation Act, each member of the Board of Directors, each member of a committee, each Officer and each Member of the Corporation, each agent, and each incorporator shall be indemnified by the Corporation against liabilities and expenses, including attorney's fees, incurred by or imposed in connection with any proceedings to which he or she may be a party, or in which he or she may become involved, by reason of holding or having held such a position, or any settlement thereof, whether or not he or she holds such position at the time such liabilities or expenses are incurred, except to the extent such expenses and liabilities are covered by insurance and except in relation to matters to which he or she shall be adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation.

Section 3. Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provision of this Article.

ARTICLE IX

Parliamentary Authority

Section 1. Parliamentary Procedure. Robert's Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

ARTICLE X

Amendments

These By-Laws may be amended by a 2/3 vote at any meeting of the members or the Board of Directors providing prior notification of the proposed amendments has been given to the members or the Board of Directors, as the case may be.

ARTICLE XI

Dissolution

This Corporation may be dissolved at any time by a vote of 2/3 of the members present at a meeting of the members called for that purpose. The assets shall be distributed in accordance with the Articles of Incorporation and these By-Laws.