

Bylaws of the Friends of Negwegon State Park

Article I (Purpose)

Section I. Friends of Negwegon State Park is a domestic nonprofit corporation, established to pursue goals and objectives relating to Negwegon State Park, primarily in the areas of park promotion, park interpretation and resource preservation, including, but not limited to recreational, natural, cultural and educational activities.

Article II (Administration)

Section I. The Board of Directors (Board) shall be composed of three to seven voting members. It will formulate the policy of the friends group and will direct its activities in accordance with current park and recreation policies. The Board shall manage the Corporation's business, property, and affairs. The Board shall serve without compensation.

Section II. The voting members of the Board shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer, and one Member at Large. There will be two non voting Ex Officio Members. The Board shall solicit new officers from among the general membership and those in the general public interested in supporting the purpose of the Corporation. The Ex Officio Members shall serve as long as they shall occupy the position of the Park Manager and Site Historian or their designated representatives. In the event that the Park Manager or Site Historian vacates their position, their successor or designated representative shall automatically assume the role of Ex Officio Member on the Board. All officers will serve two year terms subject to re-election, unless previously removed or has resigned.

Section III. The Chairperson shall preside over meetings of the Board. In the event the Chairperson and Vice Chairperson are temporarily unable to serve, the Chairperson shall designate from the Board a temporary chairperson to preside in the Chairperson's absence.

The Board of Directors will carry out the day-to-day business of the Corporation in accordance with the policies established by the Board.

The Chairperson shall be the chief executive officer (President) of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The Chairperson shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The Chairperson shall sign all corporate documents and agreements on behalf of the Corporation, unless the Board instructs that the signing be done with or

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by some other officer, agent, or employee. The Chairperson shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office.

The Vice Chairperson shall have the power to perform duties that may be assigned by the Chairperson or the Board. If the Chairperson is absent or unable to perform his/her duties, the Vice Chairperson shall perform the Chairperson's duties until the Board directs otherwise.

The Treasurer is responsible for administering the finances of the Corporation. He/She will receive monies from donations, grants and fund-raising activities that may be handled by the Corporation. He/She will keep or supervise the keeping of the Corporation financial books and records. The Board may require the incumbent in this position to be bonded; the cost will be furnished from the Corporation funds. The Treasurer will prepare a quarterly financial report of receipts and expenditures.

The Secretary is responsible for taking and recording the minutes of all meetings of the Corporation; for providing notice to each director as required by law, the articles of incorporation, or these bylaws; custodian of corporate records; keep a register of the names and addresses of each member, officer, and directors; and perform all duties assigned by the Chairperson and/or the Board.

Section IV. Vacancies on the Board shall be filled by appointment by the remaining members of the board for the remainder of that board member's unexpired term, provided that the person appointed is eligible to serve pursuant to MCL 450.2514.

Section V. - Quorum for Board Meetings

- A quorum for any meeting of the Board of Directors shall consist of a majority of the current voting members of the Board.
- No business shall be transacted at any meeting of the Board unless a quorum is present.
- If a quorum is not present at the time for which a meeting is scheduled, the meeting may be postponed or adjourned to a later date. Notice of the adjourned meeting shall be given to all Board members.

In the absence of a quorum, the board members present may take measures

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to obtain a quorum or may reschedule the meeting.

Section VI. - Consent to Corporate Actions

Unanimous Written Consent Without a Meeting

The Board of Directors may take any action required or permitted by the Bylaws or provided by law to be taken at a meeting of the Board without a meeting if all members of the Board consent to the action in writing. This written consent must specify the action to be taken and be signed by all Board members. Written consents may be executed in one or more counterparts, and delivery of the consent may be accomplished via electronic mail or other electronic means. Once the written consents are signed by all Board members and delivered to the Secretary of the organization, the action taken shall be as effective as if taken at a duly convened meeting of the Board.

Effect of Written Consent

Action taken under this provision is effective when the last director signs the consent, unless the consent specifies a different effective date. Any such consent signed in accordance with this section has the effect of a meeting vote and may be described as such in any document.

Record of Consents

The Secretary of the Board shall file these consents with the minutes of the meetings of the Board of Directors as part of the corporate records.

Section VII. - Remote Meetings

Holding Meetings by Electronic Means

The Board of Directors may hold any regular or special meeting by telephone conference call, video conference, or any other electronic meeting technology that allows all participants to communicate effectively.

Notice of Remote Meetings

Notice of any meeting to be held by electronic means must state the fact that the meeting will be held remotely and provide the electronic details required to access the meeting.

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Requirements for Electronic Meetings

During meetings held by electronic means, the following requirements must be met:

1. Quorum: A quorum must be established through the electronic platform, and such presence is deemed equivalent to physical presence at a meeting.
2. Participation: All participants must be able to hear each other simultaneously, and there must be a means of verifying the identity of each participant to ensure the security and integrity of the meeting.
3. Minutes and Recording: Minutes of the meeting must be recorded or documented with the same diligence as in-person meetings. If technology permits, meetings may be recorded with prior notice to and consent from all participants.

Validity of Actions Taken

Actions taken at a meeting held by electronic means have the same effect as actions taken at an in-person meeting and are subject to the same restrictions and requirements as provided in the bylaws.

Section VIII. - Removal

Any director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office at any meeting of the Board convened in compliance with these bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. Such written notice shall be addressed to the Chairperson and the entire Board. No Director shall be removed without having an opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section IX. - Resignation

Any director may resign at any time by providing written notice to the Chairperson or, if the resigning Director is the Chairperson, to the Vice Chairperson. The resignation will be effective on receipt of the notice or at a later time designated in the notice.

Section X. - Meetings

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Annual Meeting

An annual meeting shall be held each year in the first quarter of the year, as set by the Chairperson. If the annual meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient.

Regular Meetings

Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice other than the resolution.

Special Meetings

Special meetings of the Board may be called by the Chairperson or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

Waiver of Notice

The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

ARTICLE III **(Membership)**

Section I. Membership is open to any person interested in furthering the aims of the Corporation upon application and payment of dues.

ARTICLE IV **(Amending of Bylaws)**

Section I. The bylaws may be amended by majority vote of the Board Members present and voting. Board Members will be given at least 5 days to consider an amendment before a vote is taken.

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**ARTICLE V
(Fiscal Policy)**

Section I. Membership dues will be required to belong to the Friends of Negwegon State Park. The membership fee will be determined by the Board.

Section II. Corporation Fund Usage

a. Any money, materials or other types of donations made to the Corporation will be used consistent with Article I Purpose.

b. Any money earned by the Corporation must be used in support of obtaining the purpose of the Corporation.

c. At no time will money be expended for personal gain or benefit.

d. All checks or other orders for the payment of money, notes, or evidences of indebtedness issued in the name of the Corporation shall be signed by the Chairperson or Treasurer, in accordance with the procedures specified in Article IX.

e. All funds of the Corporation shall be deposited in an account at a financial institution as selected by the Board of Directors.

Section III. Parks and Recreation Division, Michigan Department of Natural Resources shall be duly authorized to audit the records and review the internal controls of the business operations of the Corporation and to evaluate the benefits occurring to the Michigan Department of Natural Resources from its cooperation with The Friends of Negwegon State Park.

Section IV. The fiscal year of the corporation shall be from January 1st to December 31st.

**ARTICLE VI
(Dissolution of Corporation)**

Section I. In the event the Corporation is dissolved, all monies, materials, books, records or other assets of any kind shall be returned to the Parks and Recreation Division, Michigan Department of Natural Resources and used for the benefit of Negwegon State Park.

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**ARTICLE VII
(Indemnification)**

Section I. Nonderivative Actions - Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (1) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (2) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section II. Derivative Actions - Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because:

1. The person was or is a director or officer of the corporation.
2. The person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit.

The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the

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person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined, on application, that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

Section III. Expenses of Successful Defense - To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections I or II of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

Section IV. Contract Right; Limitation on Indemnity - The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section III of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

Section V. Determination That Indemnification Is Proper - Any indemnification under sections I or II of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections I or II, whichever is applicable. The determination shall be made in any of the following ways:

1. By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
2. If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
3. By independent legal counsel in a written opinion.

Section VI. Proportionate Indemnity - If a person is entitled to indemnification under sections I or II of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in

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settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section VII. Expense Advance - Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections I or II of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

Section VIII. Nonexclusivity of Rights - The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section IX. Indemnification of Employees and Agents of the Corporation - The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

Section X. Former Directors and Officers - The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall extend to benefit the heirs, executors, and administrators of that person.

Section XI. Insurance - The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person 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 against liability under this article or the laws of the state of Michigan. The decision to purchase and maintain such insurance shall be at the discretion of the Board.

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Section XII. Changes in Michigan Law - If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

**ARTICLE VIII
(Non-Discrimination)**

The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

**ARTICLE IX
(Corporate Document Procedure)**

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or these bylaws. For financial documents, including checks or other orders for the payment of money, notes, or evidences of indebtedness issued in the name of the Corporation, the authorization outlined in Article V, Section II(d) shall apply.

Adopted by the Board this _____ day of _____ 2024.

Chairperson: _____ Dated: _____

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.

Secretary: _____ Dated: _____