

BY-LAWS  
OF  
A FEW FRIENDS FOR THE ENVIRONMENT OF THE WORLD  
AND THEIR CHILDREN

A Michigan Non-profit Corporation  
Incorporated under the Laws of the State of Michigan

ARTICLE I - PURPOSE

The purpose of the corporation is: to educate its members and the general public in environmental matters and issues, to promote the protection, conservation, wise use and restoration of land and natural resources; to act as a source for referral information for its members and the general public; to sponsor, produce and/or coordinate educational programs, publications, seminars, exhibits, benefits, presentations and the like, and to conduct, sponsor and/or coordinate fundraising project or events (so long as the tax- exempt status of the corporation is not adversely affected), all in furtherance of the corporate purposes set forth herein; PROVIDED, however that expressly excluded from the purposes of this corporation shall be participation in (including the publishing or distribution of statements or literature concerning) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE II - OFFICES

Section 1. Principal and Other Offices. The principal office of the corporation shall be located in the County of Mason, 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 III - MEMBERSHIP AND DUES

Section 1. Eligibility. Membership is open to any individual or organization, whereby an individual or organization subscribes to the purposes set forth in the Articles of Incorporation.

In order to guarantee equal human rights for all persons, equal opportunities shall be afforded to all real, living persons without regard to race, color, religion, creed, gender, pregnancy, marital affiliation, sexual orientation, age, ethnic origin, citizenship, nationality, veteran status, or physical disability. As well, to ensure equal rights to organizations/corporations that are concerned with the management of natural resources and the ecological welfare of our environment are admitted as members of this organization.

Section 2. Classes of Membership: There shall be such classes of membership in the corporation as shall be determined from time to time by the Board of Directors:

- A. GREEN MEMBER: any one person or family, whose membership dues are paid and current.
- B. EARTH PARTNER: any one person or family, whose membership dues are paid and current.
- C. LEGACY LEADER: any one person or family, whose membership dues are paid and current.
- D. ENVIRONMENTALIST: any one person or family, whose membership dues are paid and current.
- E. HONORARY MEMBER: membership extended to one or more persons and who is granted such honorary membership by the Board of Directors. An honorary member is not required to pay annual dues.

Section 3. Applications for Membership. Membership in any of the classifications shall be by application and payment of the prescribed dues for such type of membership.

Section 4. Dues:

- A. The annual membership dues shall be set by the Board of Directors.
- B. Dues shall be paid to and received by the Treasurer by January 1<sup>st</sup> of each year. The membership period is from January 1 to December 31<sup>st</sup> of each calendar year.

Section 5. Privileges of membership. All members, no matter which class, shall have the right and privilege to vote, to hold an office, to nominate someone for office or to be a candidate for any office within the organization:

Section 6. Termination of Membership.

- A. Membership may be terminated by written resignation to the Secretary of the Corporation.
- B. Membership shall be automatically terminated if dues are 90 days in arrears.
- C. Any member may have his/her 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 corporation.

Section 7. Reinstatement of Membership. Any member may be reinstated by approval of 2/3 of the Board of Directors.

## ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meeting. The members shall hold an annual meeting for the election of Directors of the corporation and the transaction of such other business as may properly come before the meeting the month of October of each year at a time and place set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called by the Board of Directors or at the request of at least 10 members.

Section 3. Notice of Meetings. Notice for all meetings shall be given to all members at least fifteen (15) days prior thereto.

Section 4. Quorum. A quorum of any properly called and noticed meeting of members shall consist of the members present.

## ARTICLE V - BOARD OF DIRECTORS

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

Section 2. Number, Quorum and Tenure of Directors. The number of Directors of the corporation shall be **nine (9)**. The Chairman of any standing committee established by the Board of Directors shall be entitled to notice of, and to attend, all meetings of Directors, but any such chairman shall not be entitled to a vote, unless such chairman is also a sitting Director.

Section 3. Term of Office. The term of office for the members of the Board of Directors shall be two (2) years, and their terms of office shall be staggered so that in any given year the terms of either **four** or **five** Directors shall expire. Directors may be re-elected for successive additional terms. Each Director shall hold office until his successor shall have been elected and qualified.

Section 4. Removal of Directors. One or more Directors, or the entire board, may be removed, with cause, by the vote of a majority of the Directors then in office.

Section 5. Quorum. A quorum of the Board of Directors shall be **five** Directors, provided that all Directors were properly notified of the meeting.

Section 6. Vacancies, Qualification of Directors. Any vacancy occurring in the Board of Directors by reason of death, resignation, disqualification, or otherwise than by expiration of term or by reason of an increase in the number of Directors shall be filled by the Board of Directors. A majority of the remaining Directors, though less than a quorum, or a sole remaining Director, may fill such vacancies. Vacancies occurring by reason of expiration of term (either regular or replacement Directors) and by reason of increase in the number of Directors shall be filled by election at the next annual meeting of the members. All Directors shall be members in good standing of the corporation at all times during their terms of office.

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 that 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. Annual Meeting of Board of Directors and Regular Meetings of Directors. The Board of Directors shall hold an annual meeting for the transaction of such business as may properly come before the meeting, during the month of October at a place, date and time set by the prior Board of Directors. Such meeting of Directors shall be held without other notice than this By-Law. The Board of Directors shall provide for the holding of additional regular monthly meetings of the Board of Directors without other notice than such resolution.

Section 9. Special Meetings of Directors. Special meetings of the Board of Directors may be called by or at the request of the President, or at the request of any two (2) Directors. Such meetings may be held at the principle office of the corporation or at any other place or places within the State of Michigan which may be designate in the Notice of Meeting or by the written consent of all the Directors.

Section 10. Notice. Written, telephone, e-mail or personal notice of any special meeting of the Board of Directors shall be given to each Director. Any written notice shall be delivered or sent to the address given by each Director to the corporation. Said notice shall be given at least twenty-four (24) hours previous to the meeting, if delivered personally or sent by e-mail or telegram, and shall be given three (3) business days previous to the meeting if sent by mail. If a Director has given no address to the corporation, notice shall be delivered or sent to him at the principal office of the corporation. If notice be given by e-mail, it shall be deemed delivered when transmitted over the internet, if notice be given by telegram, it shall be deemed delivered when the telegram is delivered to the telegraph company, and if mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid.

Section 11. 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 though they had occurred at the meetings duly held upon notice, 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 approval 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 holding the meeting by such Director.

Section 12. 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 members of the Board shall individually or collectively consent in writing to such action. **Email will satisfy the need for "written consent"**. 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 13. First Board of Directors; First Meeting of Directors. The Board of Directors shall be appointed by unanimous resolution of the Incorporators of the

corporation, and shall serve for terms to expire in said resolution. Any Director may call the first meeting of Directors upon at least three (3) days notice by mail. If a quorum of the first Board of Directors is present at the first meeting of Directors, the Directors shall elect from their number a President, Vice President, Secretary and Treasurer, who shall serve until the next Annual Meeting of Directors or until their successor(s) are duly elected and qualified. Except as provided in the section, the election, terms of service and other matters pertaining to the Officers and Directors of the corporation shall be governed by the remaining provisions of these By-Laws.

## ARTICLE VII - 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, except the monitoring committee, if any. The President shall appoint all committee chairmen subject to the approval of the Board of Directors for the term of one year. Each committee member, including the Chairman, must be a member in good standing of the corporation at all times during his or her tenure on the committee, and may, but need not, be a sitting Director.

Section 2. Standing Committees. Such standing committees shall be created by the Board of Directors as may be deemed necessary, except that the officers shall constitute the Executive Committee which shall have general supervision of the corporation's affairs between meetings of the Board of Directors.

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 and such other officers as the Directors may from time to time deem necessary. The officers shall be elected for a one year term. All officers may be re-elected for additional terms, or until a successor is elected. The offices of Secretary and Treasurer may be held by one person, or either office or both offices may be held by the President or Vice President, provided that any document requiring the signatures of two officers of the corporation shall be signed by the required number of individual persons, in no more than one capacity each.

Section 2. Eligibility for Office. Only duly qualified, sitting Directors in the corporation shall be eligible to hold office.

Section 3. Nomination and Election of Officers.

A. Election shall be held at the Annual Meeting of Directors or by mail within one month prior to the Annual Meeting of Directors.

- B. A Nomination Committee appointed by the Board of Directors shall prepare a slate of officers with at least one candidate for each office prior to the Annual Meeting of Directors. Officers need not be Directors when nominated for office, but must be duly qualified, sitting Directors in the corporation at all times during their term of office.
- C. Further nominations may be made from the floor at the Annual Meeting of Directors or if the balloting is done by mail, write-in nominations may be made.
- D. A plurality vote shall elect, provided a quorum of the Board of Directors is present (or votes, if the balloting is done by mail).
- E. Officers shall take office immediately following the Annual Meeting of Directors at which they are elected.

Section 4. Vacancies. Any vacancy occurring in an office and any office to be filled by reason of the creation of an additional office shall be filled by the Board of Directors. An office shall immediately become vacant if the holder of such office is or becomes disqualified to hold such office. Vacancies occurring for reasons other than normal expiration of term may be filled at any regular or special meeting of the Board of Directors, provided that the notice of the meeting includes notification that the filling of such vacancies is a purpose of the meeting.

Section 5. Duties of Officers.

A. The President shall:

1. Preside at all meetings of the Board of Directors.
2. Exercise general supervision over the interests and welfare of the corporation in the community.
3. Appoint all committees subject to the approval of the Board of Directors.
4. Be an ex-officio member of all committees, except the Nominating Committee.
5. Call all meetings of the Board of Directors, except the Annual Meeting of Directors, if it is set by Resolution of the Board of Directors per Article V, Sec. 8 of these By-Laws.
6. Perform such other duties as normally pertain to the office of President.

B. The Vice President shall:

1. Act in the absence or during the incapacity of the President.

2. Perform duties related to organization and liaison between the corporation and other groups.
3. Perform such other duties as may be assigned by the President or Board of Directors.

C. The Secretary shall:

1. Write and maintain the minutes of all meetings of the Board of Directors, and Executive Committee.
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. The Treasure 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 annual audit.
4. Perform such other duties as may be assigned by the President or the Board of Directors.

## ARTICLE VIII - FUNDS AND FINANCE

Section 1. Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 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, so long as any tax exempt status is not adversely affected. Individual expenditures above a limit set by resolution must be approved 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 may be adopted by the Board of Directors.

Section 5. No Benefit to Members or Directors. No member, Director, officer or other private person shall benefit from any part of the corporations' net earnings or income, though the corporation shall be authorized and empowered to pay reasonable compensation for services rendered from time to time for or in behalf of the corporation, and make payments and distributions in furtherance of the corporate purposes. No substantial part of the activities of the corporation, as defined by the Internal Revenue Code and regulations, shall be carried on for propaganda, or otherwise to attempt to influence legislation (except as otherwise permitted by the Internal Revenue Code of 1986 (or corresponding provision of any future internal revenue law) or (b) by a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future internal revenue law), except as may be consistent with the foregoing corporate purposes and not in violation of such rules and regulations of the Internal Revenue Code as are in effect from time to time.

#### ARTICLE IX - INDEMNIFICATION

Provided such indemnification does not violate the status of the Corporation as any organization described in Section 501(c) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, each person who is or was an officer of the Corporation or a member of the Board of Directors, and each person who serves or has served at the request of the Corporation as a Director, officer, partner, trustee, employee, agent or committee member of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability under the laws of the State of Michigan. This right of indemnification shall continue as to a person who ceases to be a Director or officer, and shall inure to the benefit of the heirs, executors, and administrators of the person.

#### ARTICLE X - PARLIAMENTARY AUTHORITY

ROBERT'S RULES OF ORDER, REVISED shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws.

#### ARTICLE XI - AMENDMENTS

These By-Laws may be amended by a 2/3 vote of all Directors then serving, at any meeting of the Board of Directors, provided prior notification of the proposed amendments has been given to the Board of Directors.

#### ARTICLE XII - DISSOLUTION

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

ADOPTED: March 6, 1990; revised and reprinted, July 22, 2008

Retyped March 10, 2012; includes obvious typo corrections.

Revised, May 10, 2012

Increased board membership to nine. October 7, 2015.