

BYLAWS OF
NOQUEMANON TRAILS NETWORK COUNCIL

Revised 05/15/2012

I: CORPORATION

- 1.1. **NAME.** The name of the corporation is the Noquemanon Trails Network Council.
- 1.2. **PLACE OF BUSINESS.** The corporation shall have its principal place of business in Marquette County, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.
- 1.3. **PURPOSES.** The purposes for which the corporation is organized are as follows:
 - A. To develop and maintain a non-motorized multiple-use, year round land and water trail network; so as to promote active recreational and alternative transportation routes for the central Upper Peninsula.
 - B. To work closely with local units of government, recreation committees, and zoning boards to develop this network and to include recreational trails in future planning and developments. .
 - C. To work with recreational groups to ensure water and land trails for a diversity of non-motorized sports.
 - D. To work with motorized users and groups to coordinate trail network development.
 - E. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the corporation.
 - F. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501 (c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.
- 1.4. **NONPROFIT OPERATION.** The corporation shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation. No director of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the

benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

- 1.5 In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501©(3) and 170©(2) of the Internal Revenue Code 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

II: MEMBERS

- 2.1 **MEMBERSHIP.** Membership in the Council shall be provided by the Michigan Non-Profit Corporations Act. Any person paying an annual membership fee determined by the Executive Committee shall be considered a member in good standing. From time to time, the Executive Committee may establish other categories of support.
- 2.2 **ANNUAL MEETING.** The annual meeting of members shall be held at a time and place to be set by the Board. Written notice of the annual meeting shall be served upon the membership not less than ten (10) days prior to the annual meeting.
- 2.3 **NOTICE OF MEETINGS.** The Secretary shall provide notice of the annual meeting of the members to be given in the manner prescribed by the Board not less than ten (10) or more than fifty (50) days prior to the annual meeting. If mailed, the notice of a meeting shall be deemed to be given when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the corporation, with the postage thereon prepaid. Notice of the annual meeting may also be delivered personally, by electronic mail or by facsimile in the same time frame.
- 2.4 **QUORUM.** Ten (10) members entitled to vote, represented in person or by proxy shall constitute a quorum of a meeting of members. Members present in person or by proxy, at such meetings may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.
- 2.5 **PROXIES.** At any meeting of members, a member entitled to vote may vote by proxy execute in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.
- 2.6 **VOTING BY MAIL.** Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail, or in such a manner as the Board of Directors shall determine.

III: BOARD OF DIRECTORS

- 3.1 **BOARD OF DIRECTORS.** The business and affairs of the Council shall be managed by a Board of Directors. The number of Directors shall be no more than seventeen and not less than five, to be determined from time to time by the majority vote of members at an annual meeting of members. Directors shall be elected for a term of three (3) years. Initial terms shall be staggered so that 1/3 of the terms expire after 1 year, 1/3 after 2 years and 1/3 after 3 years.
- 3.2 **REMOVAL.** Any Director may be removed from office with or without cause at any annual or special meeting of the Members by the affirmative vote of two-thirds (2/3) of the members present, providing a quorum is present.
- 3.3 **VACANCIES.** Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining Directors although less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired portion of the term. The Nominating Committee shall submit to the Board of Directors a recommended candidate to fill any vacancy occurring between annual meetings of the membership. This shall be done within 62 days of the resignation. Any Director may resign by submitting written notice of resignation to the Secretary.
- 3.4 **ANNUAL MEETING.** The annual meeting of the Board of Directors shall be held following the annual meeting of the members. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special, or annual meeting or by consent resolution.
- 3.5 **REGULAR AND SPECIAL MEETINGS.** Regular and special meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all directors. Special meetings of the Board of Directors may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any two (2) Directors. Special meetings of the Board of Directors may be called by or at the request of the President or twenty (20) percent of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix the time and place for a special meeting of the Board. Each member of the Board of Directors shall attend at least one meeting of the Board per year. A director who fails to attend at least one meeting of the Board per year will, without further action or vote, forfeit his or her directorship and a vacancy will be declared.
- 3.6 **QUORUM AND VOTING REQUIREMENTS.** A majority of the directors then in office and a majority of any committee appointed by the Board constitutes a quorum for the transaction of business. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the

committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

Electronic Voting

Regular and Special Meetings of the Board may be held by electronic means, either synchronously (such as using a “chat room” or other Internet communication systems, telephone conferences, video conferences, etc.), or asynchronously (such as by email) subject to the following:

- a. All Board members shall have access to the electronic media as a necessary condition for holding e-meetings of the Board.
- b. The technology used for the electronic meetings shall allow the members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting. For asynchronous meetings, such as by email, adequate time must be given to all board members to distribute motions, debate, etc. before calling for a vote.
- c. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion. A majority of the votes cast, or a greater proportion as indicated by the adopted Parliamentary Authority, shall be necessary for the adoption of motions.

- 3.7 **NOMINATION.** The Board of Directors shall appoint a nominating committee before the annual meeting of Members, consisting of three (3) members of the Board of Directors not seeking reelection. This committee shall nominate candidates to fill the positions on the Board of Directors. Nominations from any member will also be accepted at the annual meeting.
- 3.8 **NOTICE OF MEETING OF THE BOARD OF DIRECTORS.** Written notice of the time and place of all meetings of the Board shall be given to each director at least three (3) days before the date of the meeting, either personally, electronic mail, by facsimile or by mailing such notice to each director at the address designated by the Director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.
- 3.9 **ACTION WITHOUT A MEETING.** Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

- 3.10 **POWERS OF THE BOARD OF DIRECTORS.** The Board of directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon trustees of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purpose.
- 3.11 **COMPENSATION.** Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 5.1 nor shall it prevent the Board of Directors from providing the reasonable compensation to a director for services which are beyond the scope of his or her duties as director or from reimbursing any director for expenses actually and necessarily incurred in the performance of his or her duties as a director.
- 3.12 **EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS.** The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

IV: OFFICERS

- 4.1 **OFFICERS.** The officers shall be a President, a Vice President, a Secretary and a Treasurer.
- 4.2 **ELECTION AND TERM OF OFFICE.** All officers shall be elected for a term of one (1) year (or until their successors have been elected) by the Board of Directors at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two (2) or more officers.

- 4.3 **REMOVAL.** Any officer may be removed with or without cause by the vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors.
- 4.4 **VACANCIES.** In the event of death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected. Any officer may resign at any time by giving written notice to this corporation. The resignation shall take effect on the date of the receipt of such notice or at any latter time specified by the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.
- 4.5 **PRESIDENT.** The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have the power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents, and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.
- 4.6 **VICE PRESIDENT.** The Vice President shall have such duties as determined from time to time by the Board of Directors or the President. The Vice President shall perform the duties of the President in the President's absence.
- 4.7 **SECRETARY.** The Secretary shall send or cause to be sent all require notices of the meetings of the Board of Directors, and all meetings of the Members, and shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.
- 4.8 **TREASURER.** The treasurer shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designate by the Board of Directors.

V: INDEMNIFICATION

- 5.1 **OFFICERS AND DIRECTORS.** Each person who is or was a trustee, director, officer, member or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as a trustee, director, officer, partner, employee or agent of any 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 against any liability asserted against and incurred by such person 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 such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.
- 5.2 **VOLUNTEERS.** The corporation assumes the liability for all acts or omissions of a nondirector volunteer, provided that:
1. The volunteer was acting or reasonably believed 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 tort; and
 5. 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.

VI: MISCELLANEOUS

- 6.1 **EXECUTIVE COMMITTEE.** The Board of Directors shall annually appoint an Executive Committee of not less than five (5) members of the Board of Directors. All officers and the immediate past President shall be members of this committee. The Executive Committee shall exercise general supervision of the affairs of the corporation and may authorize corporate actions where specifically empowered by the Board. The Executive Committee shall also exercise those powers as set forth specifically in these Bylaws. The Executive Committee shall meet at such times and places as shall be designated by the President of the Board of Directors. Special meetings may be called by any member of the committee by giving written notice thereof to the other members. The committee shall keep regular minutes of its proceedings and report the same from time to time to the Board. A majority if the members of this committee shall constitute a quorum for the transaction of business by the committee. A majority vote by the Executive Committee, then in office, shall be required for any action of the Executive Committee.