

# KEWEENAW LAND TRUST BYLAWS

## Article I. Statement of Purpose

The purpose of this non-profit organization is to protect and foster an understanding of natural, scenic and forested lands and associated cultural, historic and recreational resources important to the quality of life for present and future residents of the Western Upper Peninsula of Michigan.

## Article II. Objectives

The objectives of the Corporation are to protect the rural character of natural, agricultural, forested, and recreational lands throughout the Western Upper Peninsula of Michigan through:

### 1. Public Education and Access

a. providing information about methods available to preserve land through private sector initiatives such as conservation easements, land-owners associations, land conservancies (donations and purchases) and their benefits.

b. offering field trips and presentations, promoting awareness of sound land management practices and inspiring community stewardship of natural resources.

c. making lands under administration of the Corporation available for use by the public consistent with the nature of the lands and the purposes of the organization to allow continued use and enjoyment of the lands for present and future generations.

### 2. Conservation Easements

a. providing a means for landowners to set permanent legal guidelines on the current and future use of their land.

### 3. Land Donations

a. providing a means for landowners to donate land to the trust for preservation.

b. accepting land under the guidelines of the Corporation.

### 4. Land Purchase

a. acquiring land for preservation with funds raised or donated to the Corporation.

### 5. Responsible Actions

a. periodically monitor and enforce guidelines set for all Corporation holdings and conservation easements.

b. strive to increase the effectiveness and involvement of the Corporation's members, board, staff and volunteers to achieve its purposes.

c. promote the Corporation's work in a fiscally responsible manner of obtaining and managing funds.

d. manage lands and any included significant buildings or non-natural features in a manner appropriate to their historical and cultural significance, following pertinent state, federal, or tribal regulations governing preservation of natural and cultural resources.

### **Article III. Membership**

#### 1. Eligibility

Any individual or organization who supports the purposes of the Corporation may become a member.

#### 2. Classes

The Board may establish several classes of dues such as honorary, sustaining, supporting, and regular.

#### 3. Dues

The annual contribution for each class of dues shall be set by the Board.

#### 4. Power to Govern

Individual members in good standing shall be eligible to vote for the Board and hold office. Members may adopt statements or resolutions of an advisory nature on matters of policy directed to the Board.

#### 5. Other Rights

Members may attend meetings of the Board as observers. Members may participate at the annual general membership meeting of the Corporation under guidelines of the Bylaws. They may inspect the records of the Corporation. Members should support the Corporation and participate in its efforts.

#### 6. Liabilities of Members

Members shall have no responsibility nor authority, except as set forth in paragraphs 4 and 5 above, with respect to the Corporation affairs and shall not be liable for its debts, liabilities, or obligations.

### **Article IV. Board of Directors**

#### 1. Nomination

The Board of Directors shall appoint a nominating committee at least three (3) months before the annual general membership meeting, consisting of two Directors of the Board not seeking reelection and two non-board members of the Corporation. Candidates for the Board may also be nominated by petition of 10% of the membership.

#### 2. Election of the Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be between 6 and 12 and will be set by the Board subject to approval of a majority of

members voting at a general membership meeting. The first Board of Directors shall be appointed by the Incorporators of the Corporation named in the Certificate of Incorporation and thereafter shall be elected by the general membership at the annual meeting. Members shall be eligible to cast one vote for each open seat from a slate of nominees. Those nominees receiving the greatest number of votes in rank shall fill the vacancies. Ties shall be settled by lottery.

### 3. Term of Office

The term of office for each Director shall be three (3) years commencing 30 days after the annual general membership meeting, except that the term of office for each Director of the first Board of Directors will be staggered with one third each serving one, two and three year terms. Election of Directors shall take place at each annual general membership meeting. Directors in office may be reelected for one additional three year term, and shall thereafter be ineligible for a period of one year.

### 4. Vacancies

Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by a majority vote of the Directors present and voting, a quorum being present, at any regular or special meeting of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Director may resign by submitting written notice of resignation to the secretary. The Board may recommend a candidate to fill any vacancy occurring between annual general membership meetings.

### 5. Removal

Any Director may be removed from the board at any time with or without cause by the affirmative vote of two-thirds of the Directors serving.

### 6. Regular Meetings of the Board of Directors.

An annual meeting of the Board of Directors shall be held at a time, date and location set by the officers and within 30 days after the annual general membership meeting. The Board of Directors will provide the time and place for the holding of additional regular meetings of the Board. Not less than three (3) such meetings will be scheduled and noticed between annual meetings of the Board. The Board reserves the right to go into closed executive session with approval of two-thirds vote of the Directors present. Unless otherwise restricted by the articles of incorporation or Bylaws of the nonprofit Keweenaw Land Trust (KLT), its nonprofit Board of directors may hold a meeting conducted solely by means of remote communication which includes means other than merely conference telephone or similar equipment. Directors of the KLT may participate by means of remote communication and would be considered present in person and eligible to vote at the meeting if all of the following conditions are satisfied:

a. the KLT implements reasonable measure to verify that each person considered present and permitted to vote is a Director.

b. the KLT implements reasonable measures to provide each Director a reasonable opportunity to participate in the meeting and to vote on matters submitted. This includes an opportunity to read or hear the proceedings substantially concurrently;

c. a KLT Director may be present and vote at an adjourned meeting by means of remote communication if that individual was permitted to be present and vote by that means in the original meeting notice.

## 7. Special Meetings of the Board of Directors

Special Meetings of the Board of Directors may be called at the request of the President or by 25% of the Board of Directors. Unless otherwise restricted by the articles of incorporation or Bylaws of the nonprofit Keweenaw Land Trust (KLT), its nonprofit Board of Directors may hold a meeting conducted solely by means of remote communication which includes means other than merely conference telephone or similar equipment. Directors may participate by means of remote communication and would be considered present in person and eligible to vote at the meeting if all of the following conditions are satisfied:

- a. the KLT implements reasonable measures to verify that each person considered present and permitted to vote is a Director.
- b. the KLT implements reasonable measures to provide each Director a reasonable opportunity to participate in the meeting and to vote on matters submitted. This includes an opportunity to read or hear the proceedings substantially concurrently;
- c. a KLT Director may be present and vote at an adjourned meeting by means of remote communication if that individual was permitted to be present and vote by that means in the original meeting notice.

## 8. Notice of Meetings of the Board of Directors

Notice of any meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally, sent by mail or by electronic transmission to each Director at his/her address as shown by the records of the Corporation.

## 9. Quorum

Greater than 50% of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

## 10. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws.

## 11. Compensation

The Board of Directors shall not receive compensation for their services except for reimbursement of expenses reasonably incurred on behalf of the trust in their service as Directors.

## 12. Attendance at Board of Directors Meetings

Each member of the Board of Directors shall attend at least two (2) regular meetings of the Directors per year. A Director who fails to attend at least two (2) regular meetings of the Board per year will, without further action or vote, forfeit his/her directorship and a vacancy will be declared.

### 13. Action without a Meeting

A majority of the Officers of the corporation or 25% of the Directors can propose an action without a meeting provided all Directors are informed of the proposed action without a meeting by written notice delivered personally, sent by mail or by electronic transmission to the address of each Director shown by the records of the Corporation. The duly proposed action without a meeting may be taken if a waiver of meeting and consent in writing or by electronic transmission, setting forth the action so taken, is signed by a quorum of Directors that would be necessary to authorize or take action at a meeting at which all Directors were present and voting, and filed with the minutes of the Corporation. Prompt notice of the action taken without a meeting shall be given to those Directors who have not consented in writing or by electronic transmission. Such consent may be obtained by electronic transmission if the electronic transmission verifies the Director and date sent, and if the electronic transmission is capable of reproduction in paper form for delivery to an officer of the Keweenaw Land Trust or its registered office.

### 14. Telephone or Other Remote Communication Conferences

A Director may participate in a meeting of Directors by conference telephone or similar communication equipment or remote communication which includes means other than merely telephone or similar communication equipment by which all persons participating in the meeting may hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

### 15. General Powers as to Negotiable Paper

The Board of Directors shall, from time to time, prescribe the manner of making, signature or endorsement of checks, drafts, notes, acceptances, bills or exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall be authorized to make, sign, or endorse the same on behalf of the Corporation.

### 16. Powers as to other Documents

a. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation, and such authority may be general or confined to specific instances.

b. The Board has the authority to accept, transfer, and encumber property and interests in property and the authority to retain any necessary staff or contractors.

c. The Board retains the right to refuse any property or donations.

### Article IV. 17. Electronic Transmission

An electronic transmission constitutes written notice. An Electronic Transmission is defined as any form of communication that meets all of the following:

a. it does not involve the physical transmission of paper.

b. it creates a record that may be retained and retrieved by the recipient; and

c. it may be directly reproduced in paper form by the recipient through an automated process.

## **Article V. Officers**

### **1. Officers**

The officers of this trust shall be President, Vice President, Secretary and Treasurer. The officers shall be selected from the members of the Board of Directors.

### **2. Election**

The officers shall be selected from the newly elected Board of Directors within the 30-day period from the time of the annual meeting and the commencement of their term of office. The term of office will be one year. The nominations shall come from the Board of Directors as a whole and be elected by a majority of the Board of Directors voting.

### **3. Removal from Office**

Any officer may be removed, with or without cause, by an affirmative vote of two-thirds of the Directors in office.

### **4. Resignation**

Any officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice, the acceptance of the resignation shall not be necessary to make it effective.

### **5. Vacancies**

A vacancy in any office for any reason shall be filled in the manner described by these Bylaws for regular appointment to the office.

### **6. President**

The President shall be responsible for establishing the agenda of meetings; shall preside over all meetings of the Board of Directors; and shall perform the other duties as outlined in these Bylaws.

### **7. Vice President**

The Vice President shall perform the duties of the President during the absence of the President shall oversee the Risk Assessment and Management Program of the Corporation; and shall perform other duties as assigned by the Board.

### **8. Secretary**

The Secretary shall assure that the minutes of all meetings of the Board of Directors and a full account of Corporation transactions are properly recorded; shall be responsible for the general correspondence of the Corporation and notification of meetings; shall keep a current list of all members entitled to vote including names and addresses listed alphabetically according to class; and shall perform such other duties as may be assigned by the Board.

## 9. Treasurer

The Treasurer shall oversee the accounting record of the trust and the deposit of funds in such accounts and depositories; shall prepare for financial audits of the Corporation; and shall perform such other duties as may be assigned by the Board. The Treasurer shall be bonded.

## **Article VI. General Membership Meetings**

### 1. Frequency

An annual meeting of the members for the purpose of electing Directors and transacting any other business which may properly come before the meeting shall be held at a time and place to be set by the Board. Additional general membership meetings may be called by the President or by petition of 10% of members.

### 2. Notice

Notice of the annual meeting and any additional general membership meetings shall be given to members not less than fourteen (14) days and not more than sixty (60) days prior to the meeting.

### 3. Proxy

Attendance by proxy is permitted. Any of the following methods is a valid means by which a member may grant proxy authority:

- a. delivering to the person a writing authorizing that person to act for the member as a proxy, executed by the member; or
- b. transmitting or authorizing the transmission of an electronic transmission to the person who would hold the proxy.

### 4. Quorum

Members present in person or by proxy shall constitute a quorum.

## **Article VII. Amendments to Bylaws**

The power to amend the bylaws is reserved exclusively to the members. Proposed changes shall be presented in writing or by electronic transmission exclusively to the Board of Directors and copies and/or electronic transmission sent to all members at least thirty (30) days in advance of a general membership meeting. Such notification shall indicate that proposed amendments are attached and/or have been posted in a draft form on an internet web site or other similar electronic transmission posting; that the final form of proposed amendments will appear there no later than 5 days before the general membership meeting; and that members may make a timely request for a copy of proposed amendments in writing or by electronic transmission to the Keweenaw Land Trust Office, with copies of draft amendments to be provided prior to the general membership meeting. The vote of 2/3 of the members voting shall be required to amend the bylaws. No action or amendment shall be taken which in any way adversely affects the corporation's qualifications as a tax exempt organization under section 501(c)(3) of the Internal Revenue Code.

## **Article VIII. Dissolution**

In the case of dissolution, after paying or making provision for payment of all the liabilities of the Corporation, a quorum of Board members may vote to have all assets revert to a specified organization, as long as such organization is qualified as tax exempt and is willing to accept the same and carry on the purposes of the Corporation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principle office of the Corporation is located.

## **Article IX. Liability**

An officer shall not be personally liable to the Corporation for monetary damages for a breach of the officer's fiduciary duty. However, this provision shall not eliminate or limit the liability of an officer for any of the following as determined by two-thirds of the Board:

- a. a breach of duty or loyalty to the Corporation;
- b. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. a violation of section 541(1) of the Michigan Nonprofit Corporation Act, as amended;
- d. a transaction from which the officer derived an improper personal benefit; or
- e. an act or omission that is grossly negligent.

## **Article X. Indemnification of Directors and Officers**

The Corporation shall indemnify its Directors and Officers against legal expenses, judgements, fines, or settlements actually and reasonably incurred by them in defending an actual or threatened claim brought against them by reason that such person was serving as a Director or Officer of the trust, to the extend provided by law.

## **Article XI. Insurance**

The Corporation shall purchase and maintain insurance to protect the Board or any person serving at the request of the Corporation against liability incurred in such capacity.