

BYLAWS

WOLDUMAR NATURE ASSOCIATION

Approved December 7, 2013

Preamble

These Bylaws are subject to, and governed by, the Michigan Non-Profit Corporation Act being MCL 450.2101 *et seq.* and the Articles of Incorporation of the Woldumar Nature Association. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Michigan Non-Profit Corporation Act, the Michigan Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Woldumar Nature Association, these Bylaws are controlling.

ARTICLE I: NAME

The name of the Corporation shall be Woldumar Nature Association (the Association).

ARTICLE II: PURPOSE AND POWERS

Section 1. Purpose

- A. Educate people about the natural environment.
- B. Engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

Section 2. Powers

The Association is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Michigan Non-Profit Corporation Act; provided, however, the Association shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility

A. The membership of this Association shall be composed of individuals eighteen (18) years of age and older, groups or organizations, associations, public and private corporations, partnerships and limited liability companies. All memberships require submission of a written membership application and payment of all dues. Membership may be continued upon payment

of annual dues. The Association reserves the right to reject any membership application where it determines that such membership will adversely affect the reputation and goals of the Association. In addition, by a vote of the Board of Directors (Board), a membership may be withdrawn, rejected or canceled where continuation of membership privileges is a demonstrated risk to the health, safety or welfare of the Association, its facilities, members, guests, staff or program participants or where continued membership adversely affects the reputation and good standing of the Association in the community.

B. Each group or organization, corporate or otherwise admitted to membership shall designate one (1) individual who shall be deemed to be its duly authorized representative at all meetings of the members and entitled to exercise all the rights and privileges accorded to the members of the Association. The name and address of such person shall be recognized as the duly authorized representative until the Secretary of the Association is notified in writing of the revocation of said appointment and the name and address of the newly designated representative.

Section 2. Types of Membership

The types of membership classifications shall be determined by the Board of Directors.

Section 3. Termination of Membership

A. Nonpayment of Dues: The Board of Directors shall have the authority in its discretion to drop from the membership roll of the Association, any member for nonpayment of dues within sixty (60) days after the date the same shall have become payable.

B. Transfer of Membership Rights: Transfer of membership and/or rights of membership is prohibited.

ARTICLE IV: BOARD OF DIRECTORS & OFFICERS

Section 1. Composition

A. The control and administration of the Association shall reside with the Board of Directors; each of whom shall be members in good standing of the Association. The Board of Directors shall consist of not less than ten (10) nor greater than twelve (12) voting members and up to three (3) non-voting Directors Emeritus.

B. The Board may nominate prospective Board members. Prior to the nomination of a prospective Board member, the standing nominating committee shall certify that the Board candidate is a member in good standing of the Association. Nominated candidates shall be presented for election and re-election by members of the Association at the annual meeting.

C. Any vacancy in any office of the Association's Board of Directors may be filled by a majority vote of the Board of Directors. A vacancy filled under this subsection shall not constitute a term

of office under Article IV, Section 2, unless the Board member serves a term of twenty-four (24) months or more.

Section 2. Terms of Office

A. The term of office of each Director shall be three (3) years. Terms of office shall be established on a staggered basis so that up to 1/3 of the Board of Directors shall be replaced each year by election or re-election at the annual meeting.

B. No Director of the Association shall serve as a Director for more than three (3) consecutive three (3) year terms of office elected by the membership, unless a majority of the entire Board of Directors votes to appoint a Board member to one (1) additional year. No Director shall serve more than eleven (11) consecutive years. After serving a total of three (3) terms or three (3) terms and one (1) year, as the case may be, a Board member may be eligible for reconsideration as a Board member after two (2) years have passed since the conclusion of such Board member's service. A Directors Emeritus will serve for a one (1) year term and may be re-elected each year.

Section 3. Nomination and Election of Officers, Directors Emeritus and Executive Committee

A. The officers of the Association shall consist of a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. Immediately following the annual meeting of the members, the Board of Directors shall hold an organizational meeting. At the organizational meeting the Board of Directors shall elect officers to serve until the next annual meeting of the Association or until their successors are elected and qualified. At the organizational meeting the Board of Directors may, but are not required to, select up to three (3) Directors Emeritus who shall be Directors who have served for three (3) consecutive three (3) year terms of office as Directors and are therefore ineligible for an additional term under Article IV Section 2. Directors Emeritus do not have a vote regarding Board matters.

B. At the organizational meeting of the Board of Directors, the Board, shall appoint one (1) of its members (excluding Directors Emeritus) as a Member-At-Large to serve with the four (4) Officers of the Association as an Executive Committee. The Chairperson, shall act as Chairperson of the Executive Committee. The members of the Executive Committee shall have such powers and perform such duties as may be delegated to it by the Board of Directors.

Section 4. Duties and Powers

A. The Board of Directors shall have the power to elect the Officers of the Association, to appoint committees and prescribe their powers and duties.

B. The Chairperson shall be the Chief Executive Officer of the Association and shall perform all the acts and duties usually incident to such office, including the duty of presiding at all meetings of the members and of the Board of Directors.

C. The Vice Chairperson, as provided by resolution of the Board of Directors and the Secretary, may sign and execute all authorized bonds, contracts, or other obligations in the name of the

Association. The Vice Chairperson shall have such other powers and shall perform such other duties as may be assigned by the Board or by the Chairperson. In case of the absence or disability of the Chairperson, the duties of that office shall be performed by the Vice Chairperson.

D. The Secretary shall give, or cause to be given, notice of all meetings of members and Directors and all other notices required by law or by these Bylaws. In the Secretary's absence, refusal or neglect to do so, any such notice may be given by any person directed by the Chairperson, or by the Board or members upon whose written request the meeting is called as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of the members and of the Board in books provided for that purpose, and shall perform such other duties as may be assigned by the Board or the Chairperson. The Secretary shall have custody of the seal of the Association and shall affix the same to all instruments requiring it, when authorized by the Board or the Chairperson. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board, the Chairperson and Vice Chairperson.

E. The Treasurer shall have custody of all the funds and securities of the Association, and shall keep full and accurate account of receipts and disbursements in books belonging to the Association. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association in such interest bearing governmentally insured accounts, certificates of deposit or similar investments, as may be designated or authorized by the Board.

F. The Treasurer shall prepare an annual written report detailing the receipts and disbursements of the Association.

G. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements. The Treasurer shall render to the Chairperson and the Board of Directors, whenever either of them so requests, an account of all transactions as Treasurer and of the financial condition of the Association. No disbursements shall be made that are in excess of a budgeted line item, by \$500 or 5% of the line item whichever is greater, without prior approval of the Executive Committee.

H. The Treasurer shall give the Association a bond, if required by the Board, in a sum, and with one (1) or more sureties, satisfactory to the Board, for the faithful performance of the duties of the Treasurer's office and for the restoration to the Association in case of the Treasurer's death, resignation, retirement, or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in the Treasurer's position or control, belonging to the Association.

Section 5. Removal from the Board

A. Elected officers and Directors may be removed for just cause, by a two-thirds (2/3) vote of the Board of Directors present at any official meeting of the Board.

B. Resignation: Each Director shall have the right to resign at any time upon written notice, (including e-mail) to the Chairperson. Unless otherwise specified in the notice, the resignation

shall take effect upon receipt thereof, and the acceptance by the Board of such resignation shall not be necessary to make it effective.

Section 6. Board Meetings

A. Official meetings of the Board of Directors shall be held at the discretion of the Board. Other meetings of the Board of Directors may be called by the Chairperson of the Association or by written request to the Secretary by three (3) members of the Board of Directors. Notice of all meetings of the Board of Directors shall be given at least three (3) days prior to the meeting.

B. At all meetings of the Board of Directors, one-half of the current members of the Board of Directors plus one shall constitute a quorum for the transaction of business. In no case shall a quorum be less than six (6) nor more than seven (7) Directors. The Chairperson of the Board shall preside at all meetings of the Association. The Secretary of the Board shall act as Secretary of all meetings of the Association. In the event both the Chairperson and Vice Chairperson are absent, a chairperson shall be chosen from the Executive Committee. If the Association Secretary is absent the Chairperson shall appoint a Secretary Pro Tem.

C. Electronic Participation. A Director shall be deemed in person at a meeting of the Board of Directors if such Director participates in a meeting by conference call through which all persons participating in the meeting may communicate with each other, and all participants are advised of the communications equipment and the names of the participants in the conference call.

D. The Board of Directors shall serve without compensation.

ARTICLE V: BOARD COMMITTEES

Section 1. Power to Create

The Board shall have the power to create committees, either special or standing, and to delegate to such committees such powers and duties as the Board may deem advisable.

Section 2. Standing

Standing committees shall be Personnel, Nominating, Governing Documents and Finance. These committees shall report to the Board of Directors.

ARTICLE VI: EXECUTIVE DIRECTOR & EMPLOYEES

Section 1. Executive Director

The Executive Committee shall nominate an Executive Director whose nomination shall be subject to the confirmation of the Board of Directors. The Director shall have such duties and responsibilities as assigned by the Board of Directors.

Section 2. Function

A. The Executive Director shall be the Chief Operating Executive of the Association and shall report to and function under the direct supervision of the Board of Directors.

B. The duties of the Executive Director shall be assigned by the Board of Directors and the Executive Director shall operate consistent with the policies of the Board of Directors.

Section 3. Compensation

The compensation of the Executive Director shall be fixed by the Board of Directors.

ARTICLE VII: MEMBERSHIP MEETINGS

Section 1. Annual Meeting

A. The Annual Meeting of the members of the Association shall be held during the first fiscal quarter for the election of Directors and for the transaction of other such business as may come before the meeting.

B. A number of members equal to or greater than 5% of the total membership classification shall constitute a quorum for the transaction of business at any regular or special meeting of the Association.

C. At least ten (10), but not more than thirty (30) days prior to the Annual Meeting or any other business meeting of the members, written notice of the time, place, and purpose thereof shall be published in a newspaper having a general circulation throughout the tri-county area of Eaton, Ingham and Clinton counties, State of Michigan. Notice shall also be provided to members by regular mail to the last address provided to the Association.

D. The Chairperson of the Board shall preside at all meetings of the Association. The Secretary of the Board shall act as Secretary of all meetings of the Association. In the event both the Chairperson and Vice Chairperson are absent, a chairperson shall be chosen from the Executive Committee. If the Association Secretary is absent the Chairperson shall appoint a Secretary Pro Tem.

Section 2. Voting

The right to vote at any meeting of the Association shall be limited to members including the duly authorized representatives designated in accordance with the provisions of Article III, Section 1B, and in good standing on the books and records of the Association, on the date the notices for such meetings are mailed. Each member is entitled to one (1) vote and shall vote in person, not by proxy. If the right to vote at any such meeting shall be challenged, the person presiding shall require such books and records, if they can be had, to be produced as evidence of the right of the person challenged to vote at such meetings. The members eligible to vote are those listed on the membership application as the dues paying member or as specified by the virtue of Article III Section 1B. Voting in elections for Directors shall be by written ballot.

Section 3. Special Meetings

Special meetings of the Association shall be called by the Secretary upon the direction of the Chairperson or upon order of the Board of Directors or upon a signed, written request of a number of members equal to or greater than 5% of the total number of membership classifications.

ARTICLE VIII: FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

October 1 – September 30

Annual Meeting –First quarter of fiscal year.

Section 2. Dues

Annual membership dues and payment dates shall be determined by the Board of Directors.

Section 3. Budget

At least two (2) months prior to fiscal year end, the Finance Committee shall present an Annual Budget to the Board of Directors for approval. The approved budget shall be presented at a meeting of the Membership.

Section 4. Contracts, Checks, Deposits and Funds

A. The Board of Directors shall designate the signee(s) for all financial documents. At least two (2) signatories shall be designated.

B. The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

C. No evidence of indebtedness, including but not limited to, loans or mortgages, shall be contracted for or issued without prior authorization, by resolution, of the Board of Directors. The transfer of any interest in any asset of the Association including but not limited to equipment, buildings and fixtures or any interest in real or personal property must be authorized by the Board of Directors, by resolution, prior to any such transfer.

D. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other, depositories as the Board of Directors may select, or may be invested, in accordance with the direction of the Board of Directors, in such securities as are legal for trust funds under the laws of the State of Michigan at the time of such investment.

E. Within ninety (90) days after the close of each fiscal year, the Board of Directors shall cause to be made an audit of books and accounts of the Association for the last preceding year by a Certified Public Accountant of the State of Michigan. The accountant's certified report shall be filed with the records of the Association and be available during the usual business hours for inspection by any member.

ARTICLE IX: AMENDMENTS

These Bylaws may be amended, altered, or repealed at any annual or special meeting of the members of the Association by the affirmative vote of the majority of those members present and voting. Prior to adoption, the proposed amendments shall be reviewed by the Governing Documents Committee or the Board of Directors, and notice of the proposed amendment or an abstract of the substance shall be provided to each member at least fifteen (15) days prior to any annual or special meeting of the members.

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern in all cases to which they are applicable and not inconsistent with federal and state statutes and this Association's Bylaws and Policies.

ARTICLE XI:

INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

Section 1. Right to Indemnification.

The Association shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person is or was a Director, Officer, or committee member of the Association to the fullest extent that a corporation may grant indemnification to a Director under Michigan Law. To the extent permitted by then-applicable law, the grant of mandatory indemnification to any person pursuant to this Article shall extend to proceedings involving the negligence of such persons. Such right shall be a contract right and shall include the right to be paid by the Association for expenses incurred in

defending any such proceeding in advance of its final disposition to the maximum extent permitted under the law. As used herein, the term “proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

Section 2. Reimbursement of Out-Of-Pocket Expenses.

If a claim for indemnification or advancement of expenses is not paid in full by the Association within ninety (90) days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs or defense are not permitted under Michigan law, but the burden of proving such defense shall be on the Association. Neither, the failure of the Association (including its Board of Directors or any committee thereof, special legal counsel or members, if any) to have made its determination prior to the commencement of such action, that indemnification, or advancement of costs of defense to the claimant, is permissible in the circumstances, nor an actual determination by the Association (including its Board of Directors or any committee thereof, special legal counsel, or members, if any) that such indemnification or advancement is not permissible, shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible.

Section 3. Survivorship or Right to Indemnity.

In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives.

Section 4. Insurance.

The Association shall purchase and maintain insurance on behalf of any person who is serving the Association (or another entity at the request of the Association) against any liability asserted against them and incurred by them in such a capacity or arising out of their status as such a person, whether or not the Association would have the power to indemnify them against that liability under these Bylaws or by statute. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of these Bylaws and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject the Association or such person to income or excise tax under the Code, including any tax asserted under Chapter 42 of the Code. The Association may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, if any, or directors, agreement, or otherwise.

ARTICLE XII: DISSOLUTION

Section 1. Winding up.

Upon the necessity for the dissolution and/or winding up of the Association, the Board of Directors shall oversee such process and ensure compliance with all relevant provisions of the Michigan Non-Profit Corporation Act and other applicable state and federal statutes.

Section 2. Assets

A. Upon dissolution, all assets of the Association shall be liquidated for the payment of outstanding liens against the Association with the exception of the land upon which Woldumar Nature Center (Woldumar Nature Association) is established. Any remaining assets of the Association, after liquidation and payment, and the land itself, shall revert to The Nature Conservancy for the sole use of a nature center. If the Nature Conservancy is unable or unwilling to accept the land and assets for the aforementioned purpose, the Board shall transfer the assets and land to another entity, consistent with the purpose and intent of the Land Contract dated October 19, 1966 between Gladys Olds Anderson and the Nature Way Association, and the Deed of Trust.

B. No Rights of Board Members to Assets. Upon dissolution of the Association, no Board member shall have any rights nor shall receive any assets of the Association. The assets of the Association are permanently dedicated to a tax-exempt organization for the purposes set forth in the Articles of Incorporation and these Bylaws. In the event of dissolution of the Association, the assets, after payment of any debts, will be distributed to an organization which itself is tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code.

Article XIII through XVIII reserved for future use.

ARTICLE XIX: MISCELLANEOUS

Section 1. Exempt Activities.

Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of the Association shall take any action or carry on any activity, by or on behalf of the Association which is not permitted to be taken or carried on by an organization, exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

Section 2. Captions.

Captions (i.e. article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope of intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

Section 3. Severability Clauses

If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.