

**BY-LAWS
OF SENEY NATURAL HISTORY ASSOCIATION, INC.
dba Friends of Seney National Wildlife Refuge**

ARTICLE I

Name and Principal Office

The organization is a non-profit corporation known as Seney Natural History Association, Inc. The principal office of the corporation will be in the State of Michigan.

Assumed Name

The organization has an assumed name filed with the State of Michigan. The assumed name is Friends of Seney National Wildlife Refuge.

Registered Agent

The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Michigan, as required by the State of Michigan Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II

Purpose

The purpose of this corporation is to promote a better understanding and appreciation of the natural history and natural environment of the Upper Peninsula of Michigan, and in particular, the Seney National Wildlife Refuge. In this connection, the corporation will enter into an agreement with the U.S. Fish and Wildlife Service.

Bylaws

Seney Natural History Association, Inc. Is a non-stock membership corporation with a perpetual charter. These bylaws supplement the Articles of Incorporation and are adopted for the regulation and management of the Corporation's affairs, subject to laws that apply now and later.

ARTICLE III

Membership

1. **Eligibility:** Any individual or organization that supports the organization's mission and is willing to assist the corporation in pursuing its mission shall be eligible for membership.
2. **Classes of Membership:** The Board may establish, and from time to time revise, a membership structure with multiple categories or classes, including a dues structure and benefits of membership. The Board of Directors may from time to time elect continuing Honorary members.

3. **Membership Year:** The membership year shall commence on May 1 and conclude on April 30. Membership dues shall be set by the Board of Directors. Membership shall be effective on receipt of membership application and payment of dues. Membership continues from the date of receipt of dues through the end of the membership year.
4. **Membership Rights and Responsibilities:** Members are considered to be in Good Standing when their dues have been paid. Members in Good Standing at the time of the Annual Meeting (Article IV, Section 1 below) may attend the Annual Meeting and may vote on the annual election of the Board of Directors.

Each membership is entitled to one vote. In the event the Board has established Family Memberships, Business Memberships and any other category including more than one individual, only one individual may vote on behalf of the holder of such membership. For example, a business member would have to designate its voting representative, as would a couple or a family. Multiple members of a single family could vote if each held an individual membership.

ARTICLE IV

Membership Meetings

1. **Annual Meeting:** The Annual Membership meeting of the corporation shall be held in May, at a date, time and place to be designated by the Board of Directors with a written notice to each member in good standing at least 30 days prior to the meeting.
2. **Presiding Officer:** The presiding officer of the Annual Membership Meeting is the President of the Board of Directors or in their absence, the Vice-President of the Board.
3. **Quorum:** A quorum of the seated Board of Directors constitutes a quorum for the Annual Meeting.
4. **Meeting Notice:** Notice shall be given consistent with the Michigan Nonprofit Corporation's Act as amended. Written notice may be mailed using the United States mail and is given when deposited in the US mail directed to the member at his or her address as it appears on the corporation's records. Notice may also be given by electronic transmission to which the member has consented. Consent is revocable by the member by communicating in writing to the Secretary of the Corporation. Any notice given to a member by a form of electronic transmission to which the member has consented is effective. An affidavit of the secretary of the corporation or any other agent of the corporation that the notice has been given shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

Electronic Transmission: Electronic transmission is any form of communication that meets all of the following, consistent with Michigan Law, (i) it does not involve the physical transmission of paper (ii) it creates a record that may be

retained and retrieved by the recipient, (iii) it may be directly reproduced in paper form by the recipient through an automated process.

5. **Meeting Attendance:** Members may participate in the Annual Meeting by conference telephone or remote communication, subject to Board adopted guidelines and procedures. Members attending using remote communication are considered present in person and can vote if all of the following are met:
 - a. The corporation implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a member
 - b. The corporation implements measures to provide each member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrent with the proceedings.
 - c. If the member votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the corporation.
 - d. A member may be present and vote at an adjourned meeting for members by a means of remote communication if he or she was permitted to be present and vote by that means or remote communication in the original meeting notice.

6. **Member Voting:**
 - a. **Eligibility:** Only Members in Good Standing are permitted to vote on the annual election of the Board of Directors at the Annual Membership Meeting.

 - b. **By Electronic Transmission:** Voting at the Annual Membership Meeting by Members in good standing may be done in person or by electronic transmission.

7. **Special Meetings:** Special membership meetings may be called by the Board of Directors with at least 30 days prior written notice to the members, stating the purpose of the meeting.

8. **Waiver of Notice:** Attendance and participation at a meeting shall constitute a waiver of notice except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE V

Board of Directors

1. **Size:** The Board of Directors shall be composed of no less than seven (7) nor more than eleven (11) individuals.
2. **Quorum:** A majority of the Board members shall constitute a quorum.
3. **Eligibility:** All Board members must be members in good standing. Designated representatives of the USFWS may serve as ex-officio non-voting members of the Board.
4. **Terms:** Board members serve staggered terms of three-years. There are no term limits. There shall be three classes of members of relatively equal size to create staggered terms.
5. **Vacancies:** Vacancies on the Board may be filled by the Board of Directors for the balance of the vacant term.
6. **Resignation of Directors:** If a member of the Board wishes to resign, they may do so at any time by notifying the President and Secretary in writing.
7. **Removal of Directors:** Directors may be removed, with or without cause, by a supported motion and a vote of at least 75% of the Board at any meeting where a quorum is present. Grounds for removal include, but are not limited to: (i) violation of the Bylaws; (ii) failure to disclose conflicts of interest; and/or, (iii) chronic absences.
8. **Duties:** Duties of the Board of Directors shall be:
 - a. To transact all necessary business between the corporation annual meetings.
 - b. To control the property and other assets of the corporation.
 - c. To determine the policies and objectives of the corporation.

At their discretion the Board of Directors may retain a CPA or public accountant who is not a member of the Board of Directors, to review corporate accounting records and to submit a written report to the Board of Directors. The Board is authorized to have an audit of the accounting records in lieu of a review. Any written report shall be presented to the general membership meeting at the next Annual Meeting and a copy of the report shall be filed in the permanent records of the corporation.

9. **Voting:**
 - a. **Board Action;** Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Each Director shall have one vote. Voting at board meetings may be done in person or by electronic transmission.

- b. **Proxies:** Voting by proxy shall not be permitted.
 - c. **Unanimous Consent in Lieu of a Meeting:** The Board may take action without a meeting, without prior notice and without a vote, if written consent to the action is signed by all of the Directors. The written consents shall be filed with the minutes of the proceedings of the Board. Such consents shall have the same effect as a vote of the Board for all purposes. If the vote was taken by electronic transmission, the date of the electronic transmission is considered the date the consent was signed. A consent given by electronic is delivered when reproduced in paper form and the paper form delivered to the corporation's principal office or to an agent of the corporation.
 - d. **Electronic Transmission:** Electronic transmission is any form of communication that meets all of the following, consistent with Michigan Law, (i) it does not involve the physical transmission of paper (ii) it creates a record that may be retained and retrieved by the recipient, (iii) it may be directly reproduced in paper form by the recipient through an automated process.
 - e. **Waiver of Notice:** Attendance and participation at a meeting shall constitute a waiver of notice except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
 - f. **Voting by Electronic Transmission:** The Board of Directors may participate in a meeting by conference telephone or remote communication. Action may be taken at the meeting as long as the requirements for meetings in Article IV are met.
 - g. **Votes Requiring Super Majority:** Notwithstanding the foregoing, the affirmative vote of two-thirds (2/3) of the Directors shall be required regarding the following:
 - i. The merger or dissolution of the Corporation;
 - ii. A transaction involving an actual or potential conflict of interest between a Director and the Corporation, provided that a transaction by which a Director utilizes a service provided or arranged by the Corporation shall not be deemed to involve any potential conflict of interest;
 - iii. An amendment to the Articles of Incorporation or these Bylaws;
 - iv. The sale, exchange, lease or other transfer of all or substantially all of the assets of the Corporation other than in the ordinary course of business; and/or,
 - v. The removal of a Director pursuant to Section 6 of this Article.
10. **Meeting Attendance:** Members shall report their inability to attend to the Secretary of the Board preferably prior to the Board meeting. Directors who fail to attend three (3) consecutive meetings shall be considered to be resigned

unless they have been excused. Prior to the removal of a Board member due to consecutive absences, the Board President will contact the Board member to explore any concerns. The Board may vote, in extenuating circumstances, to continue the Director's tenure on a case-by-case basis.

11. Attendance by Electronic Transmission: Directors may participate in Board meetings in-person or by conference telephone or remote communication, subject to Board adopted guidelines and procedures. Directors attending using remote communication are considered present in person and can vote if all of the following are met:

- a) The corporation implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a Director;
- b) The corporation implements measures to provide each Director a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrent with the proceedings;
- c) If the Director votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the corporation; and,
- d) A Director may be present and vote at an adjourned meeting for the Board by a means of remote communication if he or she was permitted to be present and vote by that means or remote communication in the original meeting notice.

12. Meeting Frequency: The Board of Directors shall meet at least six times per year or as mutually agreed by the Board members.

13. Special Board Meetings: Special meetings of the Board may be called at any time by the President on five days' notice to each Director by mail, or twenty-four hours' notice given either in person or by telephone, fax or acceptable electronic media. Special meetings shall be called by the President in like manner and on like notice upon the written request of two Directors, to be held not more than fourteen days after receipt of such request. Notice of a special meeting shall specify the purposes of the meeting, as well as the time and place of the meeting.

14. Meeting Notice: Notice shall be given consistent with the Michigan Nonprofit Corporation Act as amended. Written notice may be mailed using the United States mail and is given when deposited in the US mail directed to the Director at his or her address as it appears on the corporation's records. Notice may also be given by electronic transmission to which the Director has consented. Consent is revocable by the Director by communicating in writing to the Secretary of the Corporation. Any notice given to a Director by a form of electronic transmission to which the Director has consented is effective. Notice may be given in one way to one Director and in another way to other Directors. An affidavit of the secretary of the corporation or any other agent of the corporation that the notice has been given shall, in the absence of fraud, be *prima facie* evidence of the facts stated

therein. Electronic transmission is any form of communication that meets all of the following, consistent with Michigan Law, (i) it does not involve the physical transmission of paper (ii) it creates a record that may be retained and retrieved by the recipient, (iii) it may be directly reproduced in paper form by the recipient through an automated process.

- 15. Waiver of Notice:** Attendance and participation at a meeting shall constitute a waiver of notice except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VI

Officers

1. **Officers:** The officers of the corporation shall consist of a President, Vice-President, a Secretary and a Treasurer.
2. **Election of Officers:** Officers shall be elected by the Board of Directors at a meeting to be held as soon as practicable after the annual membership meeting.
3. **Term of Office:** Each Officer shall serve a one-year term. Officers shall serve until their successors are chosen or until their term as directors expires. The President and the Vice President shall have terms as Directors that expire in different years.
4. **Term Limits:** There is no limit to the number of terms an Officer may serve in that role.
5. **Vacancies:** Vacancies in any office shall be filled at the next Board meeting.
6. **Resignation of an Officer:** An officer may resign by written notice to the President of the Board. A resignation is effective upon its receipt by the President or at a subsequent date specified in the notice of resignation.
7. **Removal:** Any officer may be removed from such office, with or without cause, by a two-thirds (2/3) vote of the Directors at any regular or special meeting of the Board called expressly for that purpose.
8. **Duties of the President:**
 - a. Preside at all meetings of the membership and the Board of Directors.
 - b. Assign specific responsibilities to other Board members as he/she may choose.
 - c. Carry out any additional duties designated by the Board of Directors or usual to that office.
 - d. The President shall be an Ex-Officio voting member of all committees of the Board.

- e. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed.

9. Duties of the Vice President:

- a. Assume the duties of the President in his/her absence.
- b. Act as an aide to the President.
- c. Carry out any additional duties designated by the Board of Directors or usual to that office.

10. Duties of the Secretary:

- a. Keep a record of the proceedings of meetings of the corporation and Board of Directors.
- b. Be responsible for handling and reporting correspondence.
- c. Be responsible for keeping the membership rolls and sending notices of the annual meeting or special membership meetings.
- d. Carry out any additional duties designated by the Board of Directors or usual to that office.

11. Duties of the Treasurer:

- a. Receive and be custodian of all monies of the corporation. Deposit all monies in the name of the corporation, in a bank chosen by the Board, except for such cash on hand as needed for carrying on the corporation business.
- b. Report on the financial accounts at all Board of Directors meetings, with the financial report given at the annual membership meeting.
- c. Carry out any additional duties designated by the Board of Directors or usual to that office.

12. Acting Officers: The Board may appoint any Director to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. An acting officer so appointed shall have the power and be subject to all the restrictions upon the office he or she is appointed, unless otherwise provided by resolution of the Board, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board

ARTICLE VII

Operating Staff

1. The Board of Directors may appoint such operating staff as deemed desirable that may or may not be members of the corporation and who may be compensated or serve voluntarily.
2. The Board of Directors may assign specific responsibilities to any operating staff as the Board may so decide, including but not limited to, assisting the Secretary and/or the Treasurer in any of their duties as described in Article 6, Sections 10 and 11.
3. The Board may relieve any operating staff of their responsibilities without cause on thirty (30) days notice or immediately with cause except in the latter case, such staff shall be allowed to meet with the Board of Directors within ten (10) days of discharge to respond to charges.

ARTICLE VIII

Committees

1. **Establishing Committees:** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each consisting of two or more Directors. The Board may appoint committees that are focused on broader processes or issues (such as finance or governance) or ad hoc committees that are temporary and focused on a specific issue or project task. Ad hoc committees shall mean the same as task forces. The established committee(s), including ad hoc committees, shall have and exercise authority as designated by the Board of Directors. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or Director; adopt a plan of merger; or authorize the voluntary dissolution of the Corporation. Committees shall give advice and make non-binding recommendations to the Board. Members of such committees are not required to be Board members. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.
2. **Committee Chairs:** The Board President is responsible for appointing any committee chairs and co-chairs. Committee chairs and co-chairs may resign at any time by submitting their resignation to the Board President. Committee chairs may be removed by a 2/3 affirmative vote of the full Board.
3. **Committee Members:** Committees shall consist of at least two board members and may include additional members of the Board of Directors, members of the corporation, USFWS staff and community members as appropriate. The Committee Chair/Co-Chairs, in consultation with the Board President will invite committee members to serve.
4. **Vacancies:** Vacancies in the membership of committees may be filled by the President in consultation with the committee Chair/Co-chairs.

- 5. Committee Terms:** Committees must be reviewed annually and may be re-chartered as needed. At each annual review, the membership of the committee will also be reviewed. Ad hoc committees are intended to disband when the work on their specific issue is complete. Ad hoc committee members are asked to serve for the duration of the ad hoc committee's work.

ARTICLE IX

Amendments: These By-Laws may be amended by the Board of Directors at a regular meeting or a special meeting called for that purpose, by a two-thirds vote of those members present and voting, providing that the Directors shall have received the proposed amendment in writing at least thirty (30) days prior to such meeting.

ARTICLE X

Records and Accounting

- 1. Fiscal Year:** The fiscal year will commence on November 1 and conclude on October 31.
- 2. Signatories:** The following Board officers are authorized to sign Association bank cards: President, Vice President and Treasurer.
- 3. Financial Reports:** The financial reports presented monthly to the Board of Directors should include the Income Statement and Balance Sheet.

ARTICLE XI

Other

- 1. Dissolution:** The operations of the Corporation may be terminated after a two-thirds vote of the Board of Directors at a meeting called for that purpose. Upon termination of the Corporation, and after all debts have been paid, the remaining assets will be distributed to eligible 501 (c)(3) organizations designated by the Board of Directors.
- 2. Indemnification of Board members:** Unless otherwise prohibited by law, the Corporation shall indemnify any Director or officer or any former Director or officer, their heirs and legal representatives who is made or threatened to be made a party to any action, suit or proceeding whether brought by or in the right of the Corporation or otherwise by reasons of the fact that such person is or was a Director, officer, employee or agent of the Corporation or such person served on any formally constituted advisory body or voluntary committee of the Corporation or the Board or any such person served at the request of the Corporation as a officer, Director, employee or agent, against expenses (including attorneys' fees), judgments, 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 the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no

reasonable cause to believe that the conduct was unlawful. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation. The Corporation may advance expenses or where appropriate may itself undertake the defense of any Director, officer or employee. However, such Director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

- 3. Non-Discrimination:** The organization is committed to ensuring decisions, resources, access and participation are not only diverse, including race, gender identity or expression, sexual orientation, religion, ethnicity, age, neuro-diversity, disability status, housing status, and citizenship, but are also implemented and distributed equitably to the people and areas that are served by the organization and its mission.
- 4. Inspection of corporate records:** Members of the Board of Directors may examine the books and records of the organization relative to their position and their need to know. All information that is not required to be public will be treated with confidentiality.
- 5. Conflict of Interest:** All members of the Board and all officers of the Corporation must comply with the Corporation's conflict of interest policy, which includes full disclosure of all potential conflicts of interest at least annually and as such conflicts arise, by submitting the disclosure to the President of the Corporation.
- 6. Compensation of Directors:** The Board may provide a reasonable stipend to a Director for his or her service on a case-by-case basis. The Board may adopt a written policy pursuant to which the Corporation may reimburse each Director for actual, reasonable, and necessary expenses incurred by the Director in his or her capacity as a Director. This section does not preclude a Director from serving the Corporation in another capacity and receiving compensation in that other capacity.

The foregoing were adopted as the Bylaws of Seney Natural History Association, Inc., a corporation not for profit under the Laws of the State of Michigan, at the first meeting of the Board of Directors on the 14 day of July, 1987.

Signed by the President and the Secretary

Revised May 9, 2002
Revised October 20, 2002
Revised May 7, 2008
Revised May 18, 2023