

GREAT LAKES UNITED

BY-LAWS

(As amended May 8, 1988)

ARTICLE I. NAME

The name of this organization, incorporated under the laws of the State of _____ (Province of _____) and hereinafter referred to as the "Corporation" shall be "Great Lakes United".

ARTICLE II. PURPOSE AND OBJECTIVES

Section 1. The purpose and objectives of this Corporation shall be:

- A. To educate citizens in the cause of natural resource conservation and environmental protection and enhancement as it affects the Great Lakes Basin Ecosystem;
- B. To promote cooperative and coordinated citizen action in the United States and Canada on behalf of the Great Lakes and St. Lawrence River;
- C. To further the conservation and maintenance of the Great Lakes Basin Ecosystem and to promote the management and wise use of the Great Lakes Basin Ecosystem so that this generation and posterity will receive the optimum benefit;
- D. To provide information exchange and a forum for organizations and individuals to participate in issues affecting the natural resources of the Great Lakes, their connecting waters, and the St. Lawrence River, including but not limited to:

Water quality,

Hazardous and toxic substances,

Atmospheric deposition,

Regulation of levels and flows,

Fish and wildlife management and habitat protection,

Energy development and distribution,

Land quality and land use practices, and navigation projects.

- E. To encourage development of economic strategies compatible with the maintenance of the natural system of the Great Lakes Basin Ecosystem; and
- F. To promote public support for Great Lakes ecosystem research, education, and management.

Section 2. This organization is organized and operated exclusively for purposes described in Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III. MEMBERSHIP

Section 1. Classification.

There shall be the following classes of members, all generally hereinafter referred to as "Members":

- A. "Organization Members" are those legally organized groups of persons, such as clubs, societies, and associations, or units of government, unions, public agencies, or businesses which support the purposes and objectives of Article II of these By-Laws;
- B. "Individual Members" are those persons, who may or may not be affiliated with an Organization Member, who wish to support the purposes and objectives of the Corporation.

Section 2. Dues.

The dues structure for each class of membership shall be determined by the Board of Directors.

Section 3. Qualifications.

The members of this Corporation shall be organizations with goals compatible with Article II of these By-Laws or persons who support the purposes and objectives of Article II of these By-Laws.

All applications for membership shall be subject to approval by the Board of Directors.

The Board of Directors may, by a two-thirds vote, cancel the membership of any Member for good cause shown. Any person or organization whose application for membership has been denied, or whose membership has been cancelled by the Board of Directors, may appeal such action to the next annual meeting of the Corporation.

ARTICLE IV , AUTONOMY OF MEMBERS

Members shall support the purposes and objectives of Article II of these By-Laws, but shall not be required to endorse or support any specific policy position of the Corporation. These By-Laws shall not be construed to infringe upon the autonomy of any Member Organization.

ARTICLE V. REGIONS

There shall be six regions for the purpose of election of Regional Directors and for any additional purpose as shall be determined by the Board of Directors, as follows:

Region 1, the Lake Superior Region, shall consist of the watershed of Lake Superior and the St. Marys River;

Region 2, the Lake Huron Region, shall consist of the watershed of Lake Huron;

Region 3, the Lake Michigan Region, shall consist of the watershed of Lake Michigan;

Region 4, the Lake Erie Region, shall consist of the watershed of Lake Erie and the St. Clair River, Lake St. Clair, and the Detroit River;

Region 5, the Lake Ontario Region, shall consist of the watershed of Lake Ontario and the Niagara River; and

Region 6, the St. Lawrence River Region, shall consist of the watershed of the St. Lawrence River Valley.

ARTICLE VI. OFFICERS, DIRECTORS-AT-LARGE, REGIONAL DIRECTORS

The elective officers of the Corporation shall be a President, Vice-President, Secretary, U.S. Treasurer, and Canadian Treasurer. The Executive Director shall be selected and appointed by the Board of Directors as per Article VIII.

There shall be ten (10) Directors-at-Large, five residing in Canada with no more than four (4) from any single Province, and five (5) residing in the United States with no more than three from any single state, six Regional Directors; and one Director -who is the immediate Past-President.

The Board of Directors may appoint any additional officers and agents it deems necessary, prescribing their duties and authority and providing for their compensation. No person shall hold more than one office at any time.

ARTICLE VII. . ANNUAL MEETING

Section 1. Meetings.

The Corporation shall convene in a regular meeting once each year. The date and place of the annual meeting shall be determined by the Board of Directors with notice mailed to all members at least 45 days in advance.

Special membership meetings of this Corporation may be called by the President, the Board of Directors, or by special petition of 15 percent of the Member Organizations, provided that 30 days notice shall be given to all Members as to time, place and purpose of the meeting, except that if the purpose of the special meeting is to consider a proposed amendment to the By-Laws, 45 days notice shall be given.

Nothing shall take place at any special membership meeting that is not consistent with these By-Laws, or that does not pertain to the purpose or reasons the special membership meeting is called.

Section 2. Procedure.

A. Delegates and Voting.

(1) Voting delegates shall include representatives of Organization Members, elective officers, Directors-At-Large and Regional Directors. Delegates representing Organization Members shall be chosen by their organizations by procedures normally used by Member Organizations.

(2) Voting shall be by show of hands, unless a roll call or secret ballot is prescribed by these By-Laws or called for by the Chairman of the meeting. A majority vote is sufficient for the adoption of any

- (2) Voting shall be by show of hands, unless a roll call or secret ballot is prescribed by these By-Laws or called for by the Chairman of the meeting. A majority vote is sufficient for the adoption of any motion that is in order, except as parliamentary law as contained in Roberts' Rules of Order shall otherwise prescribe.

B. Representation.

Organization Members, elective officers, Directors-At-Large and Regional Directors shall have one vote each. No person shall cast more than one vote.

C. Quorum.

At any annual or special meeting of this Corporation, 15 percent of the total possible voting delegates shall constitute a quorum for the transaction of business.

D. Agenda.

The President, subject to the approval of the Board of Directors, shall have the responsibility and authority to prepare the agenda of the annual meeting. Each annual meeting shall include the election of Officers, Directors-at-Large, and Regional Directors; receipt and consideration of Corporation financial reports; receipt and consideration of committee reports; and any proposed amendment to these By-Laws.

E. Minutes.

The minutes of any annual or special membership meeting shall be presented to the Board of Directors for approval.

Section 3. Conservation Policy.

Policies and positions of this Corporation shall be established by resolution at any annual or special membership meeting, consistent with these By-Laws.

ARTICLE VIII. ELECTION AND DUTIES OF OFFICERS.

Section 1. Procedure.

All elective Officers and Directors shall be elected at the annual meeting by delegates to the annual meeting. Regional Directors must be residents of the Regions they are elected to represent.

A tie vote shall be decided by a run-off election. Election shall be determined by a majority vote. In the event of an emergency so that the annual meeting cannot be held, the Board of Directors may direct that elections be held by mail and prescribe procedures for qualifying voters and canvassing the election.

Section 2. Qualifications and Terms of Office.

Any member in good standing of an Organization Member shall be eligible for office in this Corporation.

Terms shall commence immediately upon adjournment of the annual meeting of the Corporation. Terms for elective officers shall be for one year. Terms for Directors-at-Large and Regional Directors shall be for two years, except that, for the purpose of staggering terms, the first elections of Regional Directors for Regions 1, 3, and 5 shall be for one year. Further, in the first election for Directors-at-Large, the two elected Directors-at-Large from the United States with the fewer votes and the one elected Director-at-Large from Canada with the fewest votes will be elected for initial one-year terms. Officers, Directors-at-Large, and Regional Directors shall be eligible for re-election, if otherwise qualified, to serve a maximum of three consecutive terms.

Section 3. Duties of Officers.

A. President.

The President shall be chief executive officer of the Corporation, and subject to the control of the Board of Directors, shall have general charge of its affairs. The President shall preside at all meetings of the Corporation and of the Board of Directors, and shall have such other powers and duties as are incident to the office and not inconsistent with these By-Laws, or as at any time shall be assigned by the Board of Directors. The President shall serve as an ex-officio member of all committees, unless otherwise designated.

B. Vice-President.

It shall be the duty of the Vice-President to assist the President in the performance of duties when called upon to do so by the President or Board of Directors. In the event of disability of the President, the Vice-President shall have all the powers to perform all the duties of the President. The Vice-President shall have such other powers and duties as may at any time be assigned by the Board of Directors.

C. Secretary.

The Secretary shall maintain the active membership list, receive all correspondence directed to the Corporation and distribute it to the proper person for reply and be responsible for disseminating information to Members. The Secretary shall record the minutes of all meetings of the Corporation and shall be responsible for giving of all notices and for making all statements and reports required by the Corporation.

D. Treasurer.

The Treasurer shall keep full and accurate account of all receipts and disbursements and deposit all money, checks, and other obligations to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation only in accordance with due authorization of the Board of Directors and shall make a complete annual statement for the past fiscal year at each annual meeting of the Corporation, and, in addition, perform all other duties incident to the office of Treasurer subject to the control of the Board of Directors. The Treasurer shall report at each Board Meeting and make such reports at such times as the Board of Directors shall determine.

E. Executive Director.

The Executive Director, if one is employed, shall serve as a coordinator of the Corporation's operations and programs, be selected and appointed by the Board of Directors and serve at their pleasure. The Executive Director shall be the chief salaried employe of the Corporation and shall have the authority and responsibilities of that position as outlined in a position description as determined by the Board of Directors. The Executive Director shall report to the Board and function under the direct supervision of the President.

ARTICLE IX. BOARD OF DIRECTORS.

Section 1. Meetings.

The Board of Directors shall hold at least three meetings each year, at times and places as shall be determined by the Board of Directors, including meetings immediately before and after the annual meeting of the Corporation, with 30 days notice of each meeting.

Special meetings of the Board of Directors may be called by the President or on written request to the President of any five members of the Board of Directors, upon due notice of at least 15 days to each member of the Board of Directors. The purpose, location, and time of the special board meeting shall be contained in the notice of the meeting.

Section 2. Procedure.

A. Members and Voting.

The 22 member Board of Directors shall consist of the elective officers, Directors-at-Large, Regional Directors and the Immediate Past President. Each member of the Board of Directors shall have one vote. The President or his or her designee shall chair the Board of Directors' meeting.

B. Quorum.

At any meeting of the Board of Directors, at least eleven members of the Board shall be necessary to constitute a quorum for the transaction of business, and the actions of the majority, but no less than nine of the Directors present at a meeting at which a quorum is present, shall be the action of the Board of Directors.

If a majority of the whole Board of Directors shall severally and/or collectively consent in writing to any action to be taken by the Corporation, such an action shall be a valid Corporate action as though it had been authorized at a meeting of the Board of Directors. All members must be notified of the results of the action and a written minority report be included in the notification. All directors must be notified before execution of the action by the majority.

Section 3. Responsibilities and Powers.

The Board of Directors shall provide leadership in all facets of the Corporation's activities, in promoting the purposes and objectives as expressed in Article II, on development of sound fiscal policy and requiring adherence to same, and in providing for steady and orderly growth of the Corporation.

The Board of Directors shall, through the Executive Director, or directly, take action on policies, positions and issues as set forth in Article II of these By-Laws, based on decisions established pursuant to Article VII, Section 3. When deemed necessary by the Board of Directors to develop recommendations for an action plan related to said decision, Task Forces shall be appointed by the Board of Directors and shall consist of an appropriate number of persons with expertise or skills relative to the task. The task forces shall make recommendations for action on policies, positions or issues. The recommendations shall be circulated to all member organizations which may or may not endorse said recommendations.

The Board of Directors shall be empowered to provide for the necessary action to implement task force recommendations adopted by the membership and, in addition, to take appropriate action in the interim periods between annual meetings on any matter consistent with Article II or Article VII, Section 3, of these By-Laws.

The property and lawful business of the Corporation shall be held and managed by the Board of Directors, which Board shall possess such powers and authority in addition to the powers and authority herein specifically prescribed, as may be necessary to complete execution of the purposes of the Corporation, limited only by the Articles of Incorporation and these By-Laws and actions of the annual meeting.

The agenda for any meeting shall be set by the President, subject to the wishes of the Board of Directors. The Board of Directors shall make a report of its activities and actions during the past year, including any recommendations for future action, at the annual meeting of the Corporation.

Section 4. Vacancies.

A vacancy in the office of Vice-President, Secretary, Treasurer, or Director may be filled by vote of the Board of Directors, with those appointed to hold office until the next regular election for that office. Appointments to an unexpired term shall not be considered a term of office for purposes of maximum consecutive terms of office as defined in Article VIII, Section 2.

Section 5. Removal from Office.

Any member of the Board of Directors who shall miss two consecutive meetings of the Board of Directors, unless permission for cause to do so has been granted by the Board of Directors, shall cease to be a member of the Board of Directors, and the Board of Directors shall declare the office vacant.

Elective officers and Directors may be removed from office, for good cause, by fourteen assenting votes of the Board of Directors.

ARTICLE X. COMMITTEES.

Section 1. Appointment and Operation of Committees.

The President shall, within 30 days of election, appoint committees herein named and such other committees as he or she or the Board of Directors deems necessary and advisable, subject of the approval of the Board of Directors.

All Committees serve under the direction and guidance of the President. Minutes of all Committees shall be submitted to the members of the Board of Directors immediately after all Committee meetings. The President shall appoint the Chair for all Committees. All actions by any Committee of this Corporation are subject to approval by the Board of Directors of this Corporation.

Section 2. Standing Committees.

A. Finance Committee.

The Finance Committee shall consist of the U. S. Treasurer, Canadian Treasurer, and three members of the Board of Directors, making a total Committee membership of five. The Finance Committee is responsible for overseeing the total financial condition and fiscal operation of the Corporation.

Specific responsibilities and duties include:

- a. the development and presentation of the Corporation budget, to be presented at the first meeting of the Board of Directors immediately after the annual meeting.
- b. make recommendations on ways and means to finance the operation of the Corporation.
- c. monitor Corporation revenues and expenditures and make periodic reports, as requested, to the Board of Directors.
- d. review and approve all budgets submitted with grant proposals prior to the submission of the proposal.
- e. screen and approve potential donors to the Corporation.

B. Nominating Committee.

The Nominating Committee shall consist of five members appointed to staggered terms, and not serving more than three years. The Nominating Committee shall notify members of existing vacancies at least 90 days prior to the annual meeting and shall solicit and receive suggestions for nominees. An initial list of candidates for all offices shall be selected by the Nominating Committee and placed in the hands of the delegates 45 days prior to the annual meeting. The Nominating Committee shall notify members 45 days prior to election of any vacancies or expiring terms.

C. By-Laws Committee.

The By-Laws Committee shall consist of five members appointed annually. The Chair of the By-Laws Committee must be a member of the Board of Directors. The other four members of the Committee must be a member of a Member Organization of the Corporation and may or may not be a member of the Board of Directors. The By-Laws Committee shall, when appropriate, review the By-Laws of the organization and make recommendations for changes, corrections, or additions, in accordance with procedures established by the current By-Laws of the Corporation.

D. Executive Committee.

An Executive Committee of the Corporation shall consist of the elected officers of the organization and the immediate Past President. The elected officers shall include President, Vice-President, Secretary, U. S. Treasurer, and Canadian Treasurer. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall serve in an advisory capacity to provide counsel to the President as related to the overall management and functions of the organization. Actions of this Committee shall be restricted to the responsibilities designated to the President and all action shall be exercised through the President or a person designated by the President.

ARTICLE XI. FINANCIAL STATEMENT.

Finances of this Corporation shall be under the control of the Board of Directors except as otherwise provided in the Articles of Incorporation and these By-Laws.

Section 1. Dues.

Annual membership dues of this Corporation shall be determined annually by the Board of Directors and shall be paid in such manner and at such times as are prescribed by the Board of Directors.

Section 2. Use of Corporate Funds.

All funds and assets of the Corporation shall be used only for purposes that are consistent with the purposes and objectives of the Corporation, and for the actual administrative expenses in conducting the affairs of the Corporation, under the direction and with the approval of the Board of Directors. The Board of Directors may purchase land, buildings, and equipment whenever the general interests of the Corporation require it.

Section 3. Budget.

A budget covering anticipated revenue and proposed expenditures for the fiscal year shall be adopted by the Board of Directors and presented to the annual meeting. Adjustments in line items as necessitated by unexpected expenses or revenue curtailment shall be approved by the Board of Directors except that the President may authorize expenditures of any emergency nature to protect assets of the Corporation.

Section 4. Conflict of Interest.

No elective officers and no Director, or firm of which he or she is a principal member, shall receive or be paid a salary or other compensation for service rendered in behalf of this Corporation during his or her term of office and for one year thereafter, provided that actual expenses, if authorized by the Board of Directors, incurred by such officer or Director engaged in work of the Corporation, shall be a valid claim against the Corporation.

Section 5. Payment of Accounts.

No bills or accounts against the Corporation shall be paid until approval of the Board of Directors has been granted unless covered by the annual budget approved by the Board of Directors. All accounts shall be paid when due, and management of cash flow to achieve this shall be a joint responsibility of the Board of Directors, Treasurers, and Executive Director in their respective functions.

Section 6. Fiscal Year.

The fiscal year of the Corporation shall be from January 1 to December 31 next.

Section 7. Audit.

The financial accounts of this Corporation shall be subjected to a full audit whenever the Board of Directors shall so determine.

ARTICLE XII. DISSOLUTION.

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Revenue Law.

ARTICLE XIII. AMENDMENTS AND GENERAL PROVISION.

Section 1. Amendments.

These By-Laws may be amended at any annual or special membership meeting of the Corporation, as provided in these By-Laws, at which a quorum is present, by a two-thirds vote of the delegates present, provided membership is notified 45 days prior to the meeting that a By-Laws amendment will be proposed. A notification must be made to all members of the pending By-Laws amendment 45 days before the vote.

Section 2. Parliamentary Guide.

The Roberts' Rules of Order shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws.

Section 3. Meetings.

All meetings of the Corporation shall be open to attendance by any Member or interested person, provided that the Board of Directors may meet in closed session only on personnel matters, and purchase or sale of real estate. Any interested persons may, at the pleasure of the Chairman of the meeting, have privilege of the floor at any annual or special membership meeting of the Corporation.

Section 4. Miscellaneous.

Any employee of this Corporation shall not be eligible to serve as a delegate of any Organization Member or as an ex-officio delegate to any meeting of the Corporation or as a member of the Board of Directors.

Section 5. Indemnity of Officers or Directors.

Every officer, the Executive Director, or Director of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- A. all costs, charges and expenses whatsoever which such officer or Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of duties of the office;
- B. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Section 6. Interpretation of By-Laws.

A Parliamentarian shall be appointed by the President. If any question shall arise relative to the interpretation of these By-Laws, the Parliamentarian shall decide. Any Member aggrieved by such decision of the Parliamentarian may appeal to the Board of Directors, and then to the next annual or special membership meeting of the Corporation.