

BYLAWS OF THE UPPER PENINSULA RESOURCE CONSERVATION & DEVELOPMENT COUNCIL

ARTICLE 1 - Name, Service Area, Location

- Section 1** The name of the Council shall be the Upper Peninsula Resource Conservation and Development Council, hereinafter referred to as the Council.
- Section 2** The counties of Alger, Baraga, Chippewa, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Luce, Mackinac, Marquette, Menominee, Ontonagon and Schoolcraft Counties shall constitute the Council's primary service area, hereinafter referred to as the Service Area or U.P.
- Section 3** The Council is an independent, non-profit, non-partisan, incorporated group having as its primary concern the acceleration of the conservation, development and proper use of the natural resources within the U.P.
- Section 4** The Council shall be served by an Executive Board of Directors, hereinafter referred to as the Board.

ARTICLE 2 - Purpose and Powers

- Section 1** The purpose of the Council is to provide local leadership required for developing and carrying out a plan for the orderly conservation, improvement, development and wise use of the natural resources within the Upper Peninsula.
- Section 2** The objectives of the Council are:
- 1) To develop and carry out a Resource Conservation and Development Project Work Plan for the U.P. in an effort to improve economic conditions.
 - 2) To cooperate with and assist in carrying out local and regional development plans of other Councils and agencies.
 - 3) To create a general awareness among all constituents of the service area on the urgency and need for planning and orderly development and conservation of resources of the area.
 - 4) To secure the required technical, financial, educational, and other services required to develop and apply a project work plan.
 - 5) To provide conservation education services within the U.P. by carrying out and sponsoring public demonstrations and information meetings, dealing with the conservation of soil and water and other natural resources.
- Section 3** The powers of the Council are restricted to its purpose as stated in Section 1 of this Article. The Council is not a unit of government, and, in some circumstances, may not have the legal authority needed to carry out certain project measures. In such cases, the legal authority may be furnished by a conservation district, county, or the community in which the measure is located.

ARTICLE 3 - Council's Board

- Section 1** The Board shall consist of either seven (7), nine (9), or eleven (11) members with representation from the three (3) districts as outlined in Article 4 of these bylaws. Board members shall be elected for three (3) year terms by the membership in attendance at the annual meeting. Board members may serve multiple terms, and will serve until their replacements have been elected. A

vacancy may be filled by appointment of the Chair with Board approval for the remaining portion of the term until the next scheduled election.

Section 2 Elections for Board officers will be done at the annual meeting. Board Member terms shall be staggered in such a manner that approximately one-third of the terms expire each year.

Section 3 The affairs of the Council shall be managed by its Board, including but not limited to:

- Approving the hiring and dismissal of an Executive Director
- Reviewing the performance of the Executive Director on an annual basis
- Approving the annual budget, and the creation/hiring of new temporary, part-time, and full-time staff positions.
- Appointing Board members as representatives of other Organizations, Committees, or groups as the Board deems appropriate.
- Ensuring the financial solvency of the Council
- General government of the Council

Section 4 A quorum of the Board shall constitute 51% of active Board members. Any and all acts of the Board at a meeting at which a quorum of the Board is present shall be considered the official act of the Board, to be publicly supported by all members. Exceptions to this include the removal of the Executive Director or the amendment of these Bylaws. These actions shall require 2/3 vote of all members of the Board.

Section 5 A Board member who is present at a meeting of the Board at which action on any Council matter is taken shall be presumed to have consented to the action taken unless: (a) that Board member's opposition is entered in the minutes of the meeting; (b) that Board member files a written opposition to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or (c) that Board member forwards his or her written opposition by certified mail to the Secretary of the Council immediately after the adjournment of the meeting. Such right to opposition shall not apply to a Board member who voted in favor of such action.

Section 6 A Board member may resign by filing a letter of resignation with the Board Secretary.

Section 7 To serve the best interests of the Council and Board, a Board member may be removed from the Board by a 2/3 vote of all Board members in office. Notice shall be submitted to the exiting Board member before the meeting where this action will be taken. Members of the Board that miss three consecutive meetings with unexcused absences may be requested to be replaced or may be replaced by the Board by a 2/3 vote.

ARTICLE 4 - Districts

Section 1 The Council will be divided into three (3) districts, each with representation on the Board. The Board will attempt to balance representation equally among the 3 districts.

Section 2 The three (3) districts will be divided according to the current boundaries of the three (3) Regional Planning Organizations (RPO's). The districts will be as follows:

- The Eastern U.P. District - Chippewa, Luce and Mackinac

- The Central U.P. District - Alger, Delta, Dickinson, Schoolcraft, Marquette & Menominee
- The Western U.P. District - Baraga, Gogebic, Ontonagon, Houghton, Iron & Keweenaw

ARTICLE 5 - Membership

- Section 1** The conditions and benefits of membership shall be determined by the Council's Board.
- Section 2** Membership in the U.P. Resource Conservation and Development Council shall include, but not be limited to, the following; Individuals; Non-profit Agencies & Organizations; Local, State, or Federal Government Departments or Agencies; Tribal Government; Private Business or Council; Economic Development Councils; and Universities. Each member agency or organization is allowed one (1) voting member. Individuals are voting members.
- Section 3** County Governments that are paid members of the Council's membership shall appoint two elected Commissioners or their appointees - one representative and one alternate – to serve as part of the membership. County Governments that are not paid members shall not have representation by an elected Commissioner.
- Section 4** Regional Planning Organizations (RPOs) that are paid members of the Council's membership shall appoint two representatives - one representative and one alternate - to serve as part of the membership.
- Section 5** Conservation Districts that are paid members of the Council's membership shall appoint two representatives - one representative and one alternate – to serve as part of the membership.
- Section 6** All other paid member agencies and organizations shall appoint, at a minimum, one representative. An alternate representative is recommended but not required.
- Section 7** The annual dues for members shall be determined by the Council's Board.
- Section 8** The Council will not restrict membership and/or activity by reason of age, citizenship, color, disability, gender, race, religion, national origin, political affiliation, sexual orientation, or status as a veteran. Notwithstanding these requirements, the Council may restrict membership based on an ability to perform the activities related to the organization's purpose.

ARTICLE 6 - Officers, Official Bodies and Terms of Office

- Section 1** The Council's Board will elect a chairman, vice chairman and secretary-treasurer who will serve for a minimum of two (2) and a maximum of four (4) consecutive years in any one position.
- Section 2** Terms of office for officers will be two (2) years.
- Section 3** Elections will be held at the annual meeting or as soon thereafter as feasible. Mid-term officer vacancies shall be temporarily filled by majority vote of the Council's Board.

ARTICLE 7 – Standing and Ad-Hoc Committees

- Section 1** The Council’s Board may create standing or ad hoc committees as deemed appropriate by majority vote of the Board members present at a meeting of the Council’s Board. A committee shall have such authority and objectives as shall be delegated to the committee by the Board. Minutes and/or reports of Board meetings and Committee meetings will be provided to the Board and all committee members.
- Section 2** Committee members and the committee chair will be appointed by the Board Chair. Committee members include members of the Council’s Board and non-Board members as deemed appropriate. Except for unusual circumstances, the Committee Chair will be a member of the Council’s Board. The Board Chair is an ex-officio member of committees and attends their meetings when invited. The Executive Director is a nonvoting ex-officio member of committees and attends their meetings when invited. A majority of Committee members shall constitute a quorum for the transaction of Committee business.
- Section 3** The Board shall have the following standing committees:
- Executive Committee
 - Finance Committee
 - Personnel Committee
- Section 4** The Executive Committee shall be the officers of the Council’s Board, and the immediate past Chairperson, if that person is still a member of the Council’s Board. The Executive Committee facilitates the operations of the Board, and shall have the power to make ongoing, financial, and budgetary decisions between Board meetings as authorized by the Board of Directors.
- Section 5** The Finance Committee shall have three (3) to five (5) members. The Finance Committee oversees the development of the budget; ensures accurate tracking and accountability for funds; ensures adequate financial controls; reviews major grants and associated terms; and develops financial policies and procedures for Board review.
- Section 6** The Personnel Committee shall have three (3) to five (5) members. The personnel committee oversees the development of personnel policies and employee contracts, as well as the supervision and annual evaluation of employees.

ARTICLE 8 - Meetings

- Section 1** The Council’s Board shall meet, at a minimum, once each quarter, or as often as necessary to take care of the business of the Council. (Special meetings may be called by the Board Chair or by a majority of the membership). Meetings may be held in person, by conference call, or by webinar.
- Section 2** Meeting notices shall be posted and shall include meeting date, time and location.
- Section 3** The Executive Committee will meet as often as necessary to take care of the business of the Council.

- Section 4** The Finance Committee will meet when necessary and shall be called upon by the Board Secretary/Treasurer.
- Section 5** The Personnel Committee will meet when necessary and shall be called upon by the Personnel Committee Chair or the Board chair.
- Section 6** The Council's Annual Meeting shall typically be held in the 4th quarter of the Council's fiscal year (Jan 1 – Dec 31).
- Section 7** Voting on a motion by email or conference call shall be acceptable in the event the Board cannot meet in person or by conference call. The motion shall be placed in the body of any email. Approved motions shall be placed in the minutes of the next Board meeting indicating the motion was voted upon and approved. Voting by email will not be conducted on the following issues: the dismissal of a member of the Board or the Executive Director; the dissolution of the Council; bylaw amendments.

ARTICLE 9 - Financial Provisions

- Section 1** The Council may solicit, receive, and expend funds, grants, and services from departments and agencies of the federal, state, or local governments; businesses, civic Councils, private individuals, foundations or groups. The Council may expend such funds through contracts or agreements, and will provide information and reports sufficient not only to account for these expenditures but also to gain credence when seeking additional funding.
- Section 2** The Board may authorize any officer, officers, agent or agents of the Council to enter into any contract or execute and deliver any instrument in the name and on behalf of the Council and such authority may be general or confined to specific instances.
- In the absence of specific designation by the Board, any such contract, deed, mortgage or other instrument shall be signed by the Chairperson.
- Section 3** Material or financial gifts, donations, endowments and bequests may be accepted by the Council. The Council maintains the right to reject any gift or donation if deemed inappropriate.
- Section 4** The calendar year shall be the Council's fiscal year.
- Section 5** Upon the dissolution of the Council, the Executive Board shall, after paying, or making provision for the payment of all of the liabilities of the Council, dispose of all of the assets of the Council held exclusively for the purposes of the Council, to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, or public benefit purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the County in which the principal office of the Council is then located, to such organization or organizations, as said court shall determine, which are organized or operated exclusively for the purposes of this Council or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes.

ARTICLE 10 - Duties

Section 1 Duties of the Council's Board:

- The Council's Board will be empowered to conduct and direct the activities of the Council.
- Cooperate and coordinate programs and activities with other Councils and Agencies within the Upper Peninsula, consistent with the Council's purpose.
- Make special requests of agencies and Councils for information and assistance to prepare the project plan, initiate and carry out projects.
- Designate one or more Board members to represent the Council at meetings, hearings, etc. as deemed necessary.
- Invite representatives of agencies and Councils to explain how project proposals might be accomplished.
- Make changes to the Council's bylaws, as needed.
- Approve the hiring of an Executive Director.
- Review the performance of the Executive Director on an annual basis.
- Approve an annual budget and the creation of any new staff positions.
- Recruit and orient new Board members.

Section 2 Duties of the Council's Officers are:

- Chair or chairperson: Preside at all meetings of the Council and the Executive Committee. With Board consultation, appoints members and fills vacancies of standing or ad hoc committees as necessary to carry out the functions of the Council.
- Vice Chair: Act for the Chair in his/her absence. Works closely with the Chair and other staff, and performs other responsibilities as assigned by the Board.
- Secretary-Treasurer: Oversees the maintenance of the Council's records and correspondence. Review and sign the minutes of Board meetings and ensures that Board members receive minutes from previous meetings. Coordinates with the Executive Director to oversee the Council's finances. May authorize and assign financial and secretarial tasks to the Executive Director.

Section 3 Duties of the Council's Executive Director:

- Supervises Council staff (part-time and full-time, and temporary workers). The Executive Director has the power to hire and dismiss staff, subject to Board review and approval.
- Responsible for the day-to-day management and operations of the Council and its finances in accordance with Board-approved plans, budgets, and policies.
- Functions as the Council's chief spokesperson and advisor.
- Keeps the Board informed of staff performance, program/grant progress, and other pertinent information related to the Council.
- Serves as the Council's Project Manager, managing, overseeing, and delegating any and all project duties the Council may be involved in.
- With authorization of the Board and Secretary/Treasurer, may perform or delegate financial and secretarial duties as designated by the Board.

Section 4 Indemnification: Officers, Directors and Staff of the Council and their private property, shall not be liable in any manner for the Council's debts, obligations, undertakings or liabilities and

Officers, Directors and Staff shall be exempted and indemnified against personal expense, losses or liabilities, which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the Council's property or funds, or by reason of any acts of commission or omission on their part in the conduct of the Council affairs, so long as they act in good faith.

The Officers, Directors and Staff shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors or wrongdoings of agents, brokers, attorneys or servants, not for interest on funds temporarily idle. They shall have the right, at all times and in all matters, to act upon any information or evidence deemed by them reliable without incurring any personal liability or responsibility of any kind.

Execution of Instruments: All instruments of assignment transfer, conveyance, release and contract including checks, notes and drafts requiring execution of the Council's Board shall be signed by the Board Chair or the Board Treasurer, or their authorized designees.

ARTICLE 11 - Amendments

These bylaws may be amended by a 2/3 vote of the Council's Board at a regular or special meeting of the Board. The meeting agenda should note the upcoming amendment, and notices shall contain the language of the proposed amendment. Notices and amendment language shall be sent to all members of the Council and posted on the Council's website.

The amended by-laws were approved at a meeting of the Board of the Upper Peninsula Resource Conservation & Development Council on June 6, 2014

Robert Larson, UP RC&D Council Chairman

Nathan Fazer, UP RC&D Council Secretary/Treasurer

Date: _____ Date: _____