

Friends of Sleeping Bear Dunes

Constitution and By-Laws

ARTICLE I

Name:

- I. The name of the organization shall be: Friends of Sleeping Bear Dunes.

Purpose:

- I. The Friends of Sleeping Bear Dunes shall be an independent, free-standing organization created exclusively for charitable and educational purposes, including the making of financial distributions to assist with historical, educational, scientific, interpretive and recreational activities of Sleeping Bear Dunes National Lakeshore. This organization will seek to cooperate with Sleeping Bear Dunes National Lakeshore in the following areas:
 - A. To assist Sleeping Bear Dunes National Lakeshore in restoring, preserving, developing, and interpreting its cultural, historical and natural resources for the benefit of the public and posterity. It will not be this organization's function to set or to influence National Park Service policies.
 - B. To recommend and assist in the development and/or presentation of special events and other efforts to preserve and interpret Sleeping Bear Dunes National Lakeshore and its natural and cultural resources.
 - C. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in this Article. No substantial part of the activities of the organization shall be the carrying on of legislation. The organization shall not participate in, or intervene in (including the publication of or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Constitution and By-Laws, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or any future corresponding provision.
 - D. Limitation of Methods – The Corporation shall have, exercise and enjoy all rights and powers provided to non-profit corporations under applicable laws of the State of Michigan. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under 501 (c) (3) of the Internal

Revenue Code of 1954, as amended, and the regulations thereunder. The powers of the Corporation shall include, but in no way be limited to, the following:

- (a) To provide facilities, personnel, services and funds to achieve the purposes of the Corporation.
- (b) To receive any real or personal property, tangible or intangible, by gift, grant, devise or bequest from any individual, government entity, foundation or corporation, either public or private.
- (c) To make grants, gifts, payments or monetary or non-monetary contributions for exclusively charitable, educational or literary purpose.

ARTICLE II

MEMBERSHIP

The initial members of the Corporation shall consist of the members of the original Board of Directors of the Corporation unless they have resigned or their membership otherwise terminated.

Section 1 – Classes

There shall be two general classes of membership:

- (a) Regular membership, which shall be comprised of:
 - (i) Corporations/Businesses, or
 - (ii) Individuals
- (b) Associate membership, which shall be comprised of those individuals who are also members or employees of the National Park Service or the Sleeping Bear Dunes National Lakeshore, or such other agency or body which may, by virtue of its administrative association with the corporation, pose a potential conflict of interest, either now or in the future.
- (c) Honorary.

Section 2 – Rights, Preferences, Limitations, and Restrictions of Classes

All regular members of the corporation, whether corporate or individual, shall have the same rights, preferences, limitations and restrictions.

Section 3 – Voting Rights of Classes

- (a) Each regular member shall be entitled to one vote at all meetings of the members so long as any membership fee or fees which the Board of Directors may establish have been paid for the period specified in the by-laws.
- (b) Associate members shall not be entitled to vote at any meeting of the members, but shall be entitled to attend all meetings of the members, so long as any membership fee or fees which the Board of Directors may establish have been paid for the period specified in the by-laws.

Section 4 – Eligibility

Regular membership shall be open to any person, association, society, partnership, firm, company, and/or corporation. All Associations, societies, partnerships, firms, companies, and corporations shall be limited to one representative and one vote.

Section 5 – Voting

Voting membership carries with it the right of casting ballot on all matters specified and in the manner prescribed in these by-laws as requiring a vote of ratification by the members. Voting members shall be entitled to receive a copy of the annual report of the organization and its newsletters. Each member shall be entitled to one vote.

Section 6 – Election to Membership

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. The application for membership may be approved or rejected at any meeting of the Board of Directors by a majority vote. Memberships shall expire annually but may be renewed by payment of the annual membership fee or dues. Members renewing their membership in consecutive years shall not be required to file an additional application for membership. Membership becomes effective upon payment of all required dues.

Section 7 – Membership Fee

The membership fee shall be set and assessed annually by the Board of Directors.

Section 8 – Membership Certificates

As provided by law, each member of the Corporation shall be entitled to a membership certificate signed by the Chairman or Vice Chairman and attested by the Secretary or an Assistant Secretary stating that he or she is a member of the Corporation and such other information as may be required by law. The form of such certificates shall be prescribed by resolution of the Board of Directors. Such membership certificates shall not be transferable.

Section 9 – Termination

- (a) Any member may resign from the Corporation upon written request addressed to the Board of Directors. There will be no refund of the membership fee.
- (b) Any member may be expelled by the Board of Directors by a majority vote for nonpayment of the annual membership fee after ninety (90) days from the due date unless otherwise extended for good cause.
- (c) Any member may be expelled by a majority vote of the Board of Directors at a regularly scheduled meeting thereof for conduct unbecoming a member or for conduct prejudicial to the aims or repute of the Corporation after notice and opportunity for a hearing are afforded to the member.
- (d) Any member who shall be guilty of any act reflecting discredit upon the organization may be expelled for just cause by the board, provided that no active member shall be expelled without a hearing, if so requested, at the next regular meeting of the Board.

Section 10 – Proxies

No proxy shall be deemed operative unless and until signed by the member and filed with the Corporation. In the absence of limitations to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force one (1) year from its date, and no longer.

ARTICLE III

MEETINGS OF MEMBERS

Section 1 – Place of Meeting

Meetings of the membership of the Corporation shall be held at such place within or without the State of Michigan as may be specified in the respective notices or waivers of notice thereof.

Section 2 – Meetings of the Conference Call

So long as the Corporation has no more than ten (10) members, meetings of the members may be held by means of a conference telephone or similar communications equipment, by which all persons participating in the meeting can communicate with each other, participation by these means constitutes presence in person at the meeting.

Section 3 – Annual Meeting of Members

An annual meeting of the members shall be held each year during the month of May. One of the purposes of said meeting shall be the election of a Board of Directors.

Section 4 – Notice of Meetings

Written notice stating the place, day and hour of any meeting of members and, in the case of special meetings or when otherwise required by law, the purpose for which any such meeting is called shall be delivered, published or mailed by the Secretary of the Corporation or by the officers or persons calling the meeting, to each member of record entitled to vote at such meeting. The members shall be notified at least thirty (30) days before the date of such meeting at such address as appears upon the records of the Corporation. Notice of special or annual meetings may be published by publication in a newspaper of general circulation in Leelanau, Benzie and Grand Traverse Counties at least thirty (30) days prior to any such meeting.

Section 5 – Delayed Annual Meeting

If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had at such meeting as at an annual meeting; provided, that the notice of such meeting shall be the same herein required for the annual meeting, namely, not less than thirty (30) days notice.

Section 6 – Special Meeting of Members

A special meeting of the members may be called at any time by the Chairman or by a majority of the Board of Directors. The method by which such meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and object of such proposed special meeting, signed by the Chairman, or by a majority of the Board of Directors, the Secretary or an assistant secretary shall prepare, sign, and mail (or publish) the notices requisite to such meeting. Such notice may be validated by the stamped, typewritten, or printed signature of the Secretary.

Section 7 – Quorum of Members

At any duly called meeting of the members, a quorum shall be comprised of those members present at such meeting, either in person or by proxy. Once a quorum has been duly constituted at any meeting of the members, a majority vote of 51% of such quorum shall be required for passage of any resolution or approval of any action or business which may come before the membership at any meeting which has been duly called and a quorum duly constituted.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 – Election of Officers

All officers of the Corporation shall be elected by the Board of Directors of the Corporation at its regular annual meeting and shall serve for a term of one (1) year, or until his or her successor is duly elected.

Section 2 – Composition of the Board

The Corporation shall have a Board of Directors consisting of a Chairman, a Vice Chairman, Secretary and Treasurer and not less than five (5) other members, and such additional number of directors as may be determined from time to time by resolution of the majority of the Board of Directors. In order to be eligible for the Board, individuals must be active members in good standing of the Corporation. The Board of Directors shall be composed of not less than nine (9) nor more than twelve (12) members. The exact number of elected directors may be varied from time to time by amendment to these By-laws, but no decrease shall have the effect of shortening the term of an incumbent director. Elected directors shall serve a three (3) year term. No member of the Board shall serve more than two (2) consecutive terms, but each shall be eligible for re-election after the lapse of not less than one (1) full year from the end of his/her last term. Terms will initially be adjusted, so that the Corporation reaches a point where three (3) Directors will be elected each year. The Chairman shall be elected by the Board from among its members each year at the first meeting of the new Board of Directors.

Section 3 – Unexpired Term

When, for any reason, a member of the Board shall relinquish membership prior to expiration of his or her term, the Board shall appoint a successor for the unexpired portion of that term.

Section 4 – Meeting of the New Directors

All newly elected Board members shall be seated at the first meeting of the Board of Directors, following the Annual Meeting of the Members. Retiring Directors shall serve until their successors are elected and seated. The newly-elected Directors will serve for a term of three (3) years, replacing the Directors whose regular terms have expired.

Section 5 – Policy

The Board of Directors shall be responsible for formulating the policies of the Corporation and for managing its financial affairs and property.

Section 6 – Removal of Directors

Any director may be removed by the Board of Directors by a two-thirds (2/3) vote of the entire membership of the Board at a special meeting of the Board duly called for that purpose.

Section 7 – Vacancies

Any vacancies on the Board of Directors created by resignation or death shall be filled by appointment by the Board of Directors. The appointed member shall serve the remaining term of the person whose vacancy was filled by the appointment.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1 – Regular Meeting of Directors

The regular meetings of the Board of Directors shall be held not less frequently than quarterly and at such time and place as the Board of Directors shall determine. No written notice of regular meetings of the Board shall be required, provided that the purpose or purposes of such meeting do not otherwise require formal written notice.

Section 2 – Special Meetings of Directors

Special meetings of the directors may be called by the Chairman of the Board of Directors if said officer has been elected or must be called by the Secretary at the written request of at least two-thirds (2/3) of the directors. Notice of the special meetings shall be given to each director at least three (3) days prior to the day named for such meeting either personally or by mail setting forth the time, place and purpose of the meeting.

Section 3 – Waiver of Notice of Directors' Meeting

Any director may waive notice of a meeting before or after the meeting and such waiver shall be equivalent to the giving of notice.

Section 4 – Quorum of Directors

A quorum of directors shall consist of a majority of the entire Board of Directors.

Section 5 – Adjourned Meeting of Directors

If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting until a quorum is present. At any reconvened meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 6 – Joinder in Meeting by Approval of Minutes

The joinder of a director in the action of a meeting by signing and concurring with the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

Section 7 – Presiding Officer at Directors' Meeting

The presiding officer of a Directors' meeting shall be the Chairman of the Board if such an officer has been elected, and if none, a Vice Chairman shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

Section 8 – Organization Meeting of Board

At the place of holding the annual meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting may convene for the purpose of electing officers and transacting any other business properly brought before it, provided that the organization meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the directors of said new Board.

Section 9 – Notice and Mailing in General

All notices required to be given by any provision of these By-laws shall state the authority pursuant to which they are issued (as By Order of the Chairman or By Order of the Board of Directors – as the case may be), and shall bear the written, stamped, typewritten, or printed signature of the Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his or her last address appearing upon the membership records of this Corporation. In the alternative, notice may be deemed duly served by publication as provided in ARTICLE III, Section 3.

ARTICLE VI

PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION

Section 1 – Powers and Duties of the Board of Directors

All the powers and duties of the Corporation existing under Michigan law, the Articles of Incorporation, and these By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by the membership when such approval is specifically required. The Board may delegate such of its duties and/or responsibilities as it may deem appropriate.

Except as otherwise provided by the Articles of Incorporation, the By-laws of the Corporation shall regulate the conduct of the affairs of the Corporation.

All meeting agendas shall provide time for dues-paying member input.

Section 2 – Insurance

The Board of Directors shall be authorized to acquire insurance coverage from time to time as it may deem appropriate.

Section 3 – Committees

The Board shall have the power to designate and appoint such committees as it may deem necessary to properly manage and operate the Corporation and fulfill its purposes. Individuals other than Board members may be appointed to such committees.

Section 4 – Bonding

The Treasurer and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid by the Corporation.

ARTICLE VII

OFFICERS OF THE CORPORATION

Section 1 – Executive Officers

The executive officers of the Corporation shall be the Chairman, Vice Chairman, Secretary and Treasurer. Said officers shall be elected annually by the Board of Directors and may be summarily removed by a vote of the directors at any meeting. Any person may hold two (2) or more offices except that the Chairman shall not also be the Secretary or Assistant Secretary. The Board of Directors may from time to time elect such other officers and designate their powers and duties as the Board shall find to be required with regard to the management of the affairs of the Corporation.

Section 2 – Chairman

The Chairman shall be the Chief Executive Officer of the Corporation. He shall have all the powers and duties usually vested in the Office of the Chairman of the Corporation, including, but not limited to, the power to appoint committees from among the members from time to time as he, in his discretion, may determine appropriate to assist in the conduct of the affairs of the Corporation.

Section 3 – Vice Chairman

The Vice Chairman in the absence or disability of the Chairman shall exercise such other powers and perform such other duties as shall be prescribed by the Directors.

Section 4 – Secretary

The Secretary shall keep the minutes of all proceedings of the directors and members. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall have the custody of the seal of the Corporation and affix it to instruments requiring a seal when duly signed. He shall keep the records of the Corporation except those of the Treasurer and shall perform all other duties incident to the office of the Secretary of the Corporation and as may be required by the Directors or the Chairman.

Section 5 – Treasurer

The Treasurer shall have custody of all property of the Corporation including funds, securities and evidence of indebtedness. He shall keep the books of the Corporation in accordance with good accounting practices and he shall perform all other duties incident to the office of the Treasurer. The Treasurer shall be bonded.

ARTICLE VIII

FISCAL MANAGEMENT

The provisions for fiscal management of the Corporation set forth in the Articles of Incorporation shall be supplemented by the following provisions:

Section 1 – Accounts

The receipts and expenditures of the Corporation shall be credited and charged to accounts in accordance with generally accepted accounting principles.

Section 2 – Budget

The Board of Directors shall adopt a budget for each fiscal year which shall include the estimated funds required to defray common expenses and shall provide and maintain funds for the necessary accounts in accordance with generally accepted accounting principles.

Section 3 – Bank Depository

The depository or depositories of the Corporation shall be financial institutions which shall be designated by the Directors and in which the monies of the Corporation shall be deposited. Withdrawals of monies from such accounts shall be by such persons as are specifically designated and authorized by the Board of Directors by written resolution.

Section 4 – Accounting

An audit of the Corporation shall be performed every year in which audit is required by the State of Michigan and submitted to the Board of Directors for review and approval and shall be made available to the membership for inspection after it has been approved by the Board of Directors.

Section 5 – Bonds

Fidelity bonds shall be required by the Board of Directors from all persons handling or responsible for the Corporation funds. The amount of such bonds shall be determined by the Directors. The premium of such bonds shall be paid by the Corporation.

Section 6 – Funds

All monies paid to the Corporation shall be placed in a general operating fund with the exception of those monies received for an especially designated purpose, which monies may not be commingled with the general operation fund, and which shall be accounted for separately.

Any and all expenditures must be submitted to the Board of Directors for their approval and/or ratification.

Section 7 – Disbursements

Disbursements from the Corporation's general checking account or accounts shall be signed by the Chairman and/or Treasurer and one of the other current authorized officers. Any and all withdrawals or transfers of funds of the Corporation from accounts with the depositories of the Corporation will require the signatures of those persons whose authorized signatures shall be filed with the financial institutions.

No disbursements of the Corporation's monies shall be made without written authorization from the Board. The Chairman can authorize an expenditure of up to one hundred dollars (\$100.00) without the prior approval of the Board in cases of emergency. The Treasurer shall deposit all funds of the organization in a bank approved by the Board and in the name of the Corporation. The Treasurer shall not invest the Corporation's money without written approval of the Board. The Treasurer shall balance the accounts as of December 31 for each fiscal year, and a report shall be submitted to the membership at that time.

Section 8 – Fiscal Year

The fiscal year of the Corporation shall begin on January 1 of each calendar year and close on the next succeeding December 31.

ARTICLE IX

AMENDMENTS

These By-laws may be amended or altered by a majority vote of the Board of Directors or a quorum (51%) of the members present at any regular or special meeting, provided that the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing at least thirty (30) days in advance of the meeting at which they are to be acted upon by them.

ARTICLE X

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the Friends of Sleeping Bear Dunes in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Friends of Sleeping Bear Dunes may adopt.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Friends of Sleeping Bear Dunes, the Board shall, after paying or making provision for the payment of all the liabilities against the remaining assets of said Friends, donate the remainder to the Sleeping Bear Dunes National Lakeshore for conservation or interpretation purposes.

Adopted May 4, 1994

Amended October, 21, 2009