

The revised bylaws were presented to the council at the October 2015 meeting. After discussion, the council approved these bylaws.. A 2/3 vote to adapt by our members is required to amend bylaws. The bylaws committed members were Jim Simons, Alice Hendricks, Dan Behring.

Portage Lake Watershed Forever

Council BYLAWS

*As Amended October 30, 2012,, October 29, 2013
draft amendment December 1, 2015*

Article I: Purpose & Vision

The purpose of the Portage Lake Watershed Forever (PLWF) Council is to ensure and oversee the protection and preservation of the Portage Lake Watershed for present and future generations.

The vision of the Portage Lake Watershed Forever Council is to ensure that the environmental health of the Portage Lake Watershed be forever preserved by engaging all interests in the community toward achieving the goals and objectives in the PLWF Plan.

Article II: Legal Status

The PLWF Council operates as a volunteer organization body without legal status. Therefore the PLWFC shall partner with IRS designated 501 c3 organization(s) as appropriate for fiscal agent services including but not limited to applying for, accepting, and administering grant funds on behalf of PLWF Council.

Article III: General Membership

Membership in the PLWF is open to all persons who are interested in protecting and preserving the Portage Lake watershed.

Section 3.01 Member Benefits - All dues paying members are entitled to vote at the PLWF Annual Meeting to elect PLWF Council Members and Officers and on such other matters referred to the membership by the Council. Additionally, all dues paying members are encouraged to apply their skills and interests by serving on one or more of the standing or ad-hoc committees of the PLWF.

Section 3.02 Dues - Membership dues will be established each year by the PLWF Council. These dues will be used to support PLWF goals and objectives. The dues will be deposited in the Portage Lake Watershed Forever Annual Fund.

Article IV: Council Membership

The PLWF Council shall be comprised of no more than 12 members who shall represent identified interests in the community. The council will be responsible for implementing and monitoring the PLWF Plan and take such other actions that further the goals and objectives. The PLWF Council will be self-perpetuating with staggered three-year terms for groups of four members. Council member terms are unlimited.

Section 4.01 Classes and Voting - There shall be one class of members of the PLWF Council. Each member shall be entitled to one vote on all matters for which a Council vote is required.

Section 4.02 Membership Qualifications - Membership on the Council is open to dues paying members who support the purpose and goals of the Portage Lake Watershed Forever Plan and who live in, play in, and derive benefits from, or are affected by the watershed and its resources.

Section 4.03 Council Scope of Membership - Every effort shall be made to ensure that Council membership represents a diversity of interests in the watershed including but not limited to:

- a. Sport fishing and other recreational interests
- b. Federal, state, local and tribal governments
- c. Waterfront and "upland" property owners
- d. Year round and seasonal residents
- e. Local businesses
- f. Educational institutions
- g. Service organizations
- h. Agricultural interests
- i. Natural resource interests
- j. Other/General interests

Section 4.04 Vacancies - Any person who is a dues paying member and meets the above qualifications is entitled to apply to fill a vacant seat on the Council by presenting such interest in writing to the council.

- a. Vacancies in the Council shall be filled by a vote of the majority of the remaining members the Council.
- b. Persons selected to fill Council vacancies shall serve for the remaining term of the vacated seat.
- c. A vacant Officer position shall be filled not later than the first Council meeting following the vacancy.

Section 4.05 Conflict of Interest - Council members must disclose any potential conflicts of interest they may have regarding specific matters before the council. If the Council decides their interest is significant, members shall recuse themselves from any decisions regarding that matter.

Section 4.06 Attendance at Council Meetings - Members are expected to attend all council meetings and to participate in Council Activities. This includes teleconference participation. If a Council member cannot attend a meeting, he/she will notify the chair prior to the meeting and request an excused absence.

Section 4.07 Resignation - Resignation from the Council shall be effective upon written notice received by either the Council Chair or the Council Secretary.

Section 4.08 Implied Resignation - A seat on the council will be considered vacated if the member fails to attend one third of the scheduled council meetings in a 12 month period. He / she shall be notified of this status of unexcused absences by the Council Secretary.

Section 4.09 Termination of Membership - Membership on the Council may be terminated for cause by the Council for actions deemed detrimental to the PLWF Plan or Council.

- a. A 2/3 majority vote of *all council* members is required to terminate membership on the council.
- b. The process of termination is initiated by first giving the member at least 15 days written notice by first class mail, stating the intent to terminate, and the reasons for the proposed termination.
- c. This notice will offer the member an opportunity to challenge the grounds for termination at the next scheduled or special meeting of the Council in person or in writing.
- d. The Council's final decision on membership termination will be voted on at this meeting. The Council Secretary shall inform the member of the Council's decision in writing.
- e. Should the Council vote in favor of termination, its decision will be effective immediately.

f. A member who has been terminated may petition the Council in writing for reinstatement after one year from the date of termination. Reinstatement of membership will require a 2/3 majority vote of all Council members.

Article V: Meetings

Meetings of the PLWF Council shall be held at regular intervals and are open to the public. Meetings will be conducted using Robert's Rules of order.

Section 5.01 Council Meetings - Council meetings will be held monthly, but at least quarterly. The meeting schedule for the year will be established at the first meeting each year. In the event there is a change in the date, time or place of a monthly meeting, the Council Secretary shall notify members promptly.

Section 5.02 Annual Membership Meeting - The annual meeting shall be held during the fall of each year to elect officers and council members and conduct such other business as is referred to the membership by the officers.

Section 5.03 Special Membership Meetings - Special membership meetings may be called by the Officers or by a petition dated and signed by at least five (5) Council members and delivered to the Council Secretary. Such petition by the members shall describe the purpose of the special meeting. Notice of such special meeting shall be given to each Council member by first class mail or e-mail at least ten (10) days in advance of meeting starting date, time, location and purpose of meeting.

Section 5.04 Quorum and Voting - Five (5) members or 40% of total Council membership shall constitute a quorum for voting purposes. Action taken by a simple majority of the members when a quorum is present, is considered an official act of the PLWF council.

Section 5.05 Minutes - Minutes of all council meetings shall be posted on the Watershed's website by the Council Secretary and distributed by email or mailed to Council members in a timely manner.

Article VI Officers

The Officers of the PLWF Council shall be the Chair, Past Chair, Vice Chair, Secretary, Treasurer and such other officers as the Council approves.

Section 6.01 Election of Officers - Officers shall be elected by the general dues paying membership from council members in good standing at the annual meeting each year.

Section 6.02 Term of Office - Officers shall serve for a term of one year and may be re-elected for no more than five (5) consecutive terms.

Section 6.03 Nominating Committee - The Council chair shall appoint a nominating committee comprised of two persons from the general dues paying membership and one person from the council. One of the general members shall serve as chair. The committee shall present a slate of nominees to the general membership at the meeting prior to the Annual Meeting. The Nominating Committee shall publish the slate of Council nominees on the PLWF web site and by such other means deemed reasonable by the Council.

Section 6.04 Voting - Council officers will be elected by a majority of the general membership in attendance at the Annual Meeting and by those whose votes have been received prior to the Annual Meeting.

Section 6.05 Officer Duties & Responsibilities -

a. **Chair** - The chair serves as the President of the Council and is the principal officer of the Council. *S/he* will supervise or oversee the supervision of all affairs of the Council, ensuring that all acts and resolutions of the Council are carried out. *S/he* shall perform, or cause to be performed, the following duties:

1. Preside over Council meetings
2. Seek full participation of members
3. Enforce rules of order and bylaws
4. Serve as spokesperson for the Council
5. Sign official documents as authorized by the Council
6. Make recommendations for all committees with Council approval
7. Assign duties to other Officers as appropriate

b. **Vice Chair** - The Vice Chair shall exercise all function of the office of Chair in the event the Chair is absent or unable to act, and perform other such duties as delegated by the Chair.

c. Secretary - The secretary shall have overall responsibility for all record keeping. S/he shall perform, or cause to be performed, the following duties:

1. Record, keep and distribute minutes of all proceedings of the Council or committees
2. Serve as custodian of the organizations records
3. Provide members with all notices in accordance with the provisions of these bylaws or as required by law, and,
4. Any other duties as may be prescribed by the Council.

d. Treasurer - The Treasurer is the chief financial officer of the Council and must perform, or cause its fiscal agent to perform the following duties:

1. Prepare and update the operating budget
2. Keep full and accurate financial records of the Council
3. Deposit all monies and other valuable effects in the name and to the credit of the Council in such depositories as may be designated by the Council
4. Disburse all funds when proper and authorized to do so
5. Present budget update reports at every Council meeting
6. Provide financial information necessary for its fiscal agent to prepare and file the required state and federal government reports; and,
7. Any other duties as prescribed by the Council.

Section 6.07 Compensation - Officers shall not receive any compensation for their services, but may be reimbursed for authorized expenses related to Council services.

Article VII: Committees

The council may establish and disband such committees as it deems necessary. Such committees may exercise functions of the Council. A chairperson shall be selected by the committee from committee members.

Section 7.01 Executive Committee - The executive committee will be composed of the officers and will be voting members of the council.

Section 7.02 Standing Committees

Standing committee members may be comprised of council and general dues paying members. The chair of each committee is expected to provide committee updates at each council meeting as appropriate.

a. The Education and Communication Committee - The primary function of the committee is to educate the membership and the public about the value of Portage Lake and its watershed and the need for concerned stewardship. Committee sponsored activities may include newsletters, brochures, news releases, a web site and other programs and publications as appropriate.

b. Finance Committee

This committee will provide guidance to assure financial stability of the PLWF Council. They will assess and document the most appropriate fiscal policies and procedures for the Council.

c. The Water Quality and Environmental Monitoring Committee

The primary function of this committee is to assure consistent and long term scientific measurements of the water are performed to determine the overall health of Portage Lake. The committee shall also identify, evaluate, and report on invasive species and sources of pollution into Portage Lake. Any threats to the fishing population will be monitored. The committee shall submit regular reports of the condition of the lake to the council. The committee shall be responsible for maintaining a record of the long term data series of Lake parameters and for publishing the data when appropriate.

d. The Membership Committee

The primary function of the committee is to promote the development of a large, involved, supportive and active membership.

e. The Fund Raising Committee

The committee shall be responsible for coordinating all fund raising activities and, with input from the council, submission of grant requests.

f. The Publicity Committee

The committee is responsible for establishing and maintaining contact with local media to inform and educate the community about watershed educational programs, activities and events.

Section 7.03 Ad Hoc Committees

Ad Hoc Committees will be appointed by the council as deemed necessary from the general dues paying membership and the council..

Section 7.04 Composition of Committees:

A committee that exercises any function of the watershed council and shall be composed of two or more members selected by the council.

Section 7.05 Limitation of the Powers of Committees:

No committee or committee member shall take any action on behalf of the Council without prior specific approval of the Council membership as prescribed in these by laws.

Article VIII: Indemnity of Council Members and Officers

Council members and officers will be indemnified when made party to a proceeding when acting on behalf of the Council against liability incurred to the fullest extent permitted by law.

Article IX: Amendments to Bylaws

Any Council member may propose amendments to these bylaws by delivering to the Council a written suggestion and supporting explanation for the amendment.

Section 9.01 Consideration of Amendment(s)

A bylaws committee shall be established to review and submit their recommendations on the proposed amendments to the membership at the Annual Meeting.

Section 9.02 Notice for Consideration of Amendment(s)

Notice of the meeting at which the proposed amendments are to be considered shall follow the procedures outlined in these bylaws for membership meetings. The notice shall include the date, time, and location and shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

Section 9.03 Acceptance of Amendment(s)

The dues paying membership must elect to amend or repeal these bylaws or to adopt new bylaws by a 2/3 majority of those voting.

Article X: Finances

Section 10.01 Funds

All money paid the Watershed shall be placed in the proper accounts as determined by the Chair and Treasurer. Money is managed/administered by the Manistee Community Foundation in separate funds; the PLWF Endowment Fund, the PLWF Annual Fund and special funds as deemed appropriate.

Section 10.02 Disbursements

No obligations or expense shall be incurred and no monies in excess of \$200 shall be appropriated without prior approval of the Board. Special expenditures of **\$200** or less can be approved by the President or Treasurer without Board approval.

Section 10.03 Annual Budget

The annual budget for the watershed shall be presented to the Council by the Council Treasurer no later than February of each year for its approval. It will contain estimated revenues and expenses for the year.

Section 10.04 Fiscal Year

The fiscal year of the Watershed shall be the calendar year beginning January 1 and ending December 31.

Article XI: Nondiscrimination

No person shall be denied membership on the Portage Lake Watershed Forever Council, or be excluded from serving or being served or employed by the Council in accordance with applicable Federal or Michigan State Law regarding nondiscrimination.