

(Bylaws as of June 23, 2019)

# Michigan United Conservation Clubs

## BYLAWS



**Mission Statement: Uniting citizens to conserve, protect and enhance Michigan's natural resources and outdoor heritage.**

**Michigan United Conservation Clubs prohibits discrimination in employment, educational programs and activities on the basis of race, national origin, color, creed, religion, sex, age, disability, veteran status, sexual orientation or gender identity. MUCC also affirms its commitment to providing equal opportunities and equal access to all activities and facilities.**

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**MICHIGAN UNITED CONSERVATION CLUBS BYLAWS**

**ARTICLE I**

**NAME, PURPOSE, AND OBJECTIVES**

**SECTION 1 - NAME**

The name of this organization incorporated under the laws of the State of Michigan and hereinafter referred to as the "Corporation", shall be the Michigan United Conservation Clubs.

**SECTION 2 - CORPORATION PURPOSE AND OBJECTIVES**

A. To further and advance the cause of the environment and conservation in all its phases; and to perpetuate and conserve the fish, game, mineral, air, water, forest and land resources of the state; to so manage the use of all natural resources so that this generation and posterity will receive the maximum benefit from the same.

B. To promote and encourage the scientific management and intelligent sustained use of the above resources, recognizing as a valid management tool the harvest and use of surplus wildlife and other renewable resources.

C. To promote conservation education programs designated to educate citizens in the cause of natural resource conservation and environmental protection and enhancement, creating in them awareness and understanding of the importance of this aim, equipping them to work knowledgeably and effectively toward this achievement, and through rational discussion, to attempt resolution of all issues affecting our environment.

D. To protect and defend the right of our citizens to own, keep, and bear arms.

E. To disseminate these purposes and objectives through an official publication known as *Michigan Out-of-Doors*<sup>TM</sup>, and through such other publications or media which may from time to time be desirable.

F. To own, hold, lease, establish, maintain and support, either directly or in cooperation with other organizations or governmental agencies, property, facilities and services in order to provide facilities and financial benefits to this corporation.

G. To acquire, own, dispose of, transfer, manage, encumber, mortgage, lease or operate real and personal property, or any interest therein, in order to provide facilities and financial benefits to this corporation.

H. To apply any revenue generated by these activities or any gifts, grants, bequests and devises, and the proceeds thereof, in furtherance of the purposes of this corporation.

**ARTICLE II**

**MEMBERSHIP**

**SECTION 1 – CLASSIFICATION OF MEMBERS**

A. Member Clubs - Member Clubs are those groups of persons, such as clubs, societies, chapters and associations, consisting of ten (10) or more adults who accept the purposes and objectives of the corporation and agree to promote the same. Any individual associated with a Member Club, for whom annual dues have been paid to the corporation shall be considered a member of the corporation.

B. Junior Member Clubs - Junior Member Clubs are those groups consisting of boys and/or girls up to twenty-one (21) years of age who accept the purposes and objectives of the corporation and agree to promote the same. Any individual associated with a Junior Member Club, for whom annual dues have been paid to the corporation shall be considered a member of the corporation.

C. Statewide Affiliate Clubs - Statewide Affiliate Clubs are those clubs approved by the Executive Board who accept the purposes and objectives of the corporation and agree to promote the same, and whose membership is composed of a geographical representation of the state. Only the club, for whom the annual dues have been paid to the corporation, shall be considered a member of the corporation except that an individual delegate appointed by the club can be designated to vote and represent the club with the corporation.

D. Sustaining Members - Sustaining Members are those persons, groups, corporations, organizations and companies who accept the purposes and objectives of the corporation and agree to promote the same and annually contribute to the corporation at a level determined by the Executive Board. They may or may not be members of a Member Club or a Junior Member Club.

E. Individual Members - Individual Members are those persons not affiliated with a Member Club or Junior Member Club who accept the purposes and objectives of the corporation and agree to promote the same. Any individual for whom annual dues have been paid to the corporation shall be considered a member of the corporation.

F. Life Members - Life Members are those persons who accept the purposes and objectives of the corporation and agree to promote the same and have elected membership in the corporation in accordance with procedures and conditions established by the Executive Board.

## **SECTION 2 - DUES**

The annual dues for the members of the corporation shall be as designated in Article IX Financial Management of these bylaws.

## **SECTION 3 - QUALIFICATIONS, ACCEPTANCE, DISAPPROVAL, AND TERMINATION OF MEMBERSHIP**

### **A. Qualifications of Membership**

The members of this corporation shall be persons and/or groups of persons who accept the purposes and objectives of the corporation, and agree to promote the same and have complied with the requisites of membership as provided for in these bylaws and as further determined by the Executive Board.

### **B. Acceptance of Application for Affiliation**

All applications for affiliation as a Member Club, Junior Member Club, Statewide Affiliate Club, or Sustaining Member shall be subject to approval by the Executive Board. The Executive Board shall

approve or disapprove the class designation and designate the Region in which the club shall belong. A Statewide Affiliate Club may be assigned to a Region representing Statewide Affiliate Clubs and those Member Clubs with a statewide mission and membership composed of a geographical representation of the state or a Region on the basis of their club's primary physical location or mailing address of record. After assignment to a Region, affiliates may request a change, subject to approval by the Executive Board.<sup>1</sup>

C. Disapproval and Appeal of Application for Membership

If an application is disapproved because the applicant fails to meet the qualifications of membership:

1. A new application may be submitted to the Executive Board at any time if the reason for denial changed, or;
2. An appeal of such disapproval may be made as a matter of first action taken by the Annual Convention delegates at the next Annual Convention of the corporation.

D. Termination of Membership

The Executive Board may, by a two-thirds (2/3) vote, terminate the membership of any member for cause after notice and hearing pursuant to guidelines established by the Executive Board. For cause shall include, but is not limited to the conviction of any member of a violation of any game, fish, or environmental laws.

**SECTION 4 - REPRESENTATION**

All members may attend and have the privilege of the floor at any meeting of the corporation, including Annual Convention and Region meetings. The Executive Board may adopt procedures for holding closed sessions.

**ARTICLE III**

**CORPORATE OFFICERS**

**SECTION 1 - OFFICERS OF THE CORPORATION**

The officers of this corporation shall be a President, Vice President/President-Elect, immediate Past President, Region Director from each of the Regions, a Treasurer, two (2) At-Large Directors elected at an Annual Convention, and two (2) At-Large Directors appointed by the President of the Executive Board and approved by the Executive Board.

**SECTION 2 - QUALIFICATIONS FOR OFFICERS OF THE CORPORATION**

- A. Any person who is a dues paying member of this corporation shall be eligible for office in this corporation, except that:
  1. A Region Director must be a resident of the Region from which he or she will be elected, or if the person does not reside (defined as their principal place of residence) in the region

he/or she must be a member of a Member Club, Junior Member Club, or Statewide Affiliate Club within the region;

2. The two elected At-Large Directors must be a resident of each of the two Regions with the greatest number of affiliated clubs as of 90 days in advance of convention. If the person does not reside (defined as their principal place of residence) in the Region he/or she must be a member of a Member Club, Junior Member Club, or Statewide Affiliate Club within these Regions.

- B. No member seeking election to political office at the national, state, or local level may be an officer of the corporation.<sup>ii</sup>

### **SECTION 3 - DUTIES**

Officers of the corporation shall: act in good faith; act in the best interests of the corporation; act on an informed basis; not be wasteful; and not involve self-interest.

#### **A. President**

1. The President shall be the Chair of the Executive Board and the President or his or her designee shall chair all meetings of the corporation. The President shall have such other powers and duties as are incident to the office and not inconsistent with these bylaws, or as shall be assigned by the Executive Board. The President shall work with the Executive Director in the development of an annual operations plan. The President shall also facilitate the Executive Boards's<sup>iii</sup> annual performance review of the Executive Director.
2. The President may, with the consent of the Executive Board, appoint up to 2 At Large Directors as members of the Executive Board.<sup>iv</sup>
3. The President shall succeed to office from the office of Vice President/President-Elect upon completion of the President's term or a vacancy in office.
4. The President shall establish at least five (5) Resource Committees for the Conservation Policy Board, including: Wildlife and Habitat; Fisheries and Habitat; Shooting and Ranges; Parks, Recreation, and Trails; and Youth and Education.
5. The President may establish other committees within the Conservation Policy Board or Executive Board as he/she or the Executive Board deems necessary and advisable, and designate a member or members to serve as committee chair(s), subject to the approval of the Executive Board.
6. The President shall not appoint a committee to act on behalf of or in place of the Executive Board.

#### **B. Vice President/President-Elect**

1. It shall be the duty of the Vice President/President-Elect to assist the President in the performance of his or her duties when called upon to do so by the President or the Executive Board. In the event of a disability of the President, the Vice President/President-elect shall have all the powers and perform all the duties of the President during the disability. The Vice President/President-Elect shall have such other powers and duties as may be assigned to them by the Executive Board or the President.

2. The Vice President/President-Elect or his or her designee shall chair the meetings of the Conservation Policy Board.

C. Region Directors

It shall be the duty of the Region Director to assist the President in the performance of his or her duties in their respective region when called upon to do so by the President or the Executive Board. Each elected Region Director of the Executive Board shall be encouraged to convene not less than one (1) meeting a year.

D. Treasurer

The Treasurer shall keep full and accurate account of all receipts and disbursements and deposit all money, checks and other obligation to the credits of the corporation in such depositories as may be designated by the Executive Board. The Treasurer shall disburse the funds of the corporation only in accordance with the Articles of Incorporation, these bylaws, and the policies established by the Executive Board. The Treasurer shall make a complete annual statement for the past fiscal year at each Annual Convention. The Treasurer shall perform all other duties incident to the office subject to the control of the Executive Board. The Treasurer shall make such other reports and at such times as determined by the Executive Board.

E. At-Large Directors and Immediate Past President

In addition to their duties as members of the Executive Board, At-Large Directors and the Immediate Past President shall act as assistants to the President.

F. Secretary

The Secretary shall be a non-voting officer of the corporation and these responsibilities shall be performed by the Executive Director. The Secretary shall be responsible for the records of the corporation.

**SECTION 4 - TERMS**

A. The terms of elected officers of the corporation shall commence immediately upon adjournment of the Annual Convention.

B. The President shall serve not more than one (1) 2-year term. Completing a prior unfulfilled term from the office of President-Elect does not count in the term limit.

C. Vice President/President-Elect shall be elected for not more than one 2-year term. At the conclusion of their term or in the event of a vacancy, the Vice President/President-Elect shall assume the Presidency.

D. The term of Immediate Past President shall correspond with the term of their successor.

E. Appointed and Elected At-Large Directors shall hold office for a term of two (2) years. There shall be a 6 year limit for continuous service.



F. The Region Directors shall be elected for two (2) year terms. There shall be a six (6) year limit for continuous service. Regions assigned odd numbers shall elect the Region Director at the Annual Convention occurring in odd-numbered years; regions assigned even numbers shall elect Region Directors at the Annual Convention occurring in even-numbered years.

G. The Treasurer shall be elected for two (2) year terms and there shall be no limit on the number of terms which may be served.

## **SECTION 5 - VACANCIES**

### **A. President**

1. In the event of a vacancy in the office of the President, by death, resignation, removal, permanent disability, or for any other cause, the Vice President/President-Elect shall assume the position of President.

2. In the event of a disability of the President where he or she cannot perform the duties of the office, the Vice President/President-Elect shall act as President for the duration of the disability.

3. In the event that neither the President nor the President-Elect can perform the duties of office, the Executive Board shall appoint a member of the Executive Board to fill the position until the next Annual Convention.

### **B. Other Offices**

In the event of a vacancy in other elected offices, by death, resignation, removal, permanent disability, or for any other cause, the President shall appoint an interim officer, subject to the approval of the Executive Board, who will serve the remainder of the term. Interim terms are not subject to the term limits provided for in these bylaws.

## **SECTION 6 - REMOVAL OF OFFICERS**

Elected and Appointed Officers of the corporation may be removed from their office for cause such as, but not limited to, a breach of duty of loyalty or duty of care, by a two-thirds (2/3) vote of the Executive Board at any meeting of the Executive Board.

## **SECTION 7 - LIMITATIONS**

No person shall hold more than one (1) office of the corporation at any time unless appointed on interim basis by the President.

# **ARTICLE IV**

## **EXECUTIVE BOARD**

### **SECTION 1 – EXECUTIVE BOARD POWERS**

A. The property and lawful business of this corporation shall be held and managed by the Executive Board, which 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, these bylaws and actions of the Annual Convention relative to establishment of conservation policy.

1. The Executive Board shall have the authority to consider, and vote on interim conservation resolutions in accordance with procedures established by the Executive Board.
2. An interim conservation resolution passed by the Executive Board shall become interim conservation policy and shall be subject to confirmation at the next Annual Convention and if passed at the next Annual Convention shall become policy.
3. The Executive Board shall not have the authority to reverse existing policies approved at an Annual Convention unless there is a material, science-based change of circumstance which demands immediate action. Policies adopted under this provision shall be presented for consideration at the next Annual Convention.

B. Finances of this corporation shall be under the control of the Executive Board except as otherwise provided in the Articles of Incorporation and these bylaws.

C. The Executive Board may appoint or employ additional agents or Officers as it deems necessary, prescribing their duties and authority and providing for their compensation.

D. The Executive Board shall have authority to affiliate this corporation with any other organization having like interests, aims or purposes, and may appoint delegates, if not elected by the Annual Convention, and provide the delegates expenses to attend the meetings of such organizations.

E. Provide for an annual review of the Executive Director.

F. To advise and consent on the appointments made pursuant to these bylaws by the President and Vice President/President-Elect

## **SECTION 2 - MEETINGS**

A. General and Special Meetings of the Executive Board

1. The President or his or her designee shall chair the Executive Board meetings.
2. The Executive Board shall hold meetings as deemed necessary. The times and places of the Board meetings shall be determined by the Executive Board.
3. Special meetings of the Executive Board may be called by the President or upon written request of the Executive Director, or upon written request by any nine (9) members of the Executive Board. The purpose of said special meetings shall be contained in the notice of the meeting.
4. Ten (10) members of the Executive Board shall constitute a quorum for the official transaction of business.
5. The specific agenda for any meeting of the Executive Board shall be set by the President and Executive Director, subject to the approval of the Executive Board.

6. Not less than fifteen (15) days in advance, all members of the Executive Board shall be notified of the time, place, and purpose of all meetings.
7. Each member of the Executive Board shall have not more than one (1) vote.
8. Except as otherwise provided in these bylaws, the actions of the majority of the Executive Board present at a meeting of the Executive Board shall be the action of the Executive Board.

**B. Special Meetings of the Corporation**

1. Special meetings of this corporation may be called by the Executive Board President, or by the Executive Board.
2. All Member Clubs, Junior Member Clubs, Statewide Affiliate Clubs, Officers of the corporation and Members of the Conservation Policy Board shall be notified of the time, place and purpose of the special meeting at least thirty (30) days in advance. Nothing shall take place at any special meeting that has not had prior approval as an agenda item by the Executive Board or that does not pertain to the purpose or reason for which the special meeting was called.
3. At any Special Meeting of this corporation, a quorum consisting of the quorum from the most recent Annual Convention shall be necessary for the transaction of business.

**SECTION 3 - MEMBERS OF THE EXECUTIVE BOARD**

- A. The Members of the Executive Board shall consist of the Officers of the Corporation.
- B. Except as otherwise provided in these bylaws, no employee of this corporation shall be eligible to serve as a member of the Executive Board.

**SECTION 4 – REMOVAL OR DISCIPLINARY ACTION OF MEMBERS OF THE EXECUTIVE BOARD**

A member of the Executive Board may be removed for the following:

- A. Absences: Any member of the Executive Board who shall be absent from two (2) consecutive meetings of the Executive Board, unless permission to do so has been granted by the Executive Board, or unless at the next meeting he or she shall present an excuse satisfactory to the Executive Board, shall cease to be a member of the Executive Board and the Executive Board shall declare the office vacant.
- B. For cause: Any member of the Executive Board may be removed from the Executive Board or disciplined by the Executive Board for cause, such as, a breach of the duty of loyalty or the duty of care or violation of the Executive Board Code of Conduct by a two-thirds (2/3) vote of the Executive Board present at any meeting of the Executive Board. The Executive Board may establish procedures for the removal or discipline of any member of the Executive Board.

**ARTICLE V**

**CONSERVATION POLICY BOARD**

**SECTION 1 – ESTABLISHMENT**

- A. There shall be a Conservation Policy Board to develop conservation policy recommendations for consideration at the Annual Convention and other duties as may be assigned by the Executive Board.
- B. The Conservation Policy Board meetings are intended to represent a significant organizational outreach, member engagement and leadership recruitment opportunity.

## **SECTION 2- MEETINGS**

- A. The Conservation Policy Board shall meet quarterly, including Annual Convention. Meeting dates and locations shall be established for the quarterly meeting in the next quarter following the convention within 45 days after the Convention. The next meeting will be announced within 30 days of each succeeding meeting. These meetings shall be open to any member of the corporation<sup>vi</sup>
- B. Notice of each Conservation Policy Board meeting shall be given to each member club, each Executive Board member and each voting member of the Conservation Policy Board member at least fifteen (15) days before the meeting date. The notice shall include the location, time and date and, if possible the agenda.

## **SECTION 3-CHAIR**

The Vice President/President-Elect shall be the chair of the Conservation Policy Board.

## **SECTION 4-MEMBERS**

The Conservation Policy Board shall consist of voting members and non-voting members.

### **A. Voting Members**

1. Three (3) members from each Region elected at the Annual Convention to represent Member Clubs, Junior Member Clubs, or Statewide Affiliate Clubs.
2. One (1) member of the following Resource Committees: Wildlife and Habitat; Fisheries and Habitat; Shooting and Ranges; Parks, Recreation and Trails; and Youth and Education. These individuals will be selected by the Conservation Policy Board Chair. Additional Committees may be added by majority vote of the Executive Board. The Conservation Policy Board Chair may appoint up to one (1) member per Region to represent Individual Members. There will be no Individual Member Representative for a Region representing Statewide Affiliate Clubs and those Member Clubs with a statewide mission and membership composed of a geographical representation of the state.
3. In the event of a vacancy of a Voting Member of the Conservation Policy Board, by death, resignation, removal, permanent disability, or for any other cause, the Chair shall appoint an interim Voting Member that will serve until the next Annual Convention.
4. Any Voting Member of the Conservation Policy Board may be removed from the Conservation Policy Board or disciplined by the Conservation Policy Board for cause, such as, a breach of the duty of loyalty or the duty of care by a two-thirds (2/3) vote of the voting members of the Conservation Policy Board present at any meeting of the Conservation Policy Board.

### **B. Non-Voting Members**

1. The members of the Executive Board.

2. All other members of the corporation.

C. Except as otherwise provided in these bylaws, no employee of this corporation shall be eligible to serve as a member of the Conservation Policy Board.

## **SECTION 5 - VOTING**

On those matters requiring a vote, representation from a majority of the regions must be present and each voting member of the Conservation Policy Board shall have no more than one (1) vote. Matters requiring a vote are: passing resolutions on to Annual Convention; making recommendations on Emergency or Interim Conservation policy resolutions to the Executive Board.

## **SECTION 6 – TERMS<sup>vii</sup>**

A. Elected and Appointed Voting Members

1. Elected Voting Members of the Conservation Policy Board will be elected for two (2) year terms. There shall be a six (6) year limit for consecutive service. The regions assigned odd numbers shall elect their Voting Members at the Annual Convention occurring in odd-numbered years and the regions assigned even numbers shall elect their Voting Members at the Annual Convention occurring in even-numbered years.
2. Appointed Voting Members of the Conservation Policy Board will serve concurrent with the term of the Chair appointing them.
3. For the purposes of the 2020 Annual Convention, Conservation Policy Board Voting Members elected in the odd-numbered regions shall serve a one (1) year term. This partial term will not count towards the six (6) continuous service term limit.

## **ARTICLE VI**

### **ANNUAL CONVENTION**

#### **SECTION 1 – ANNUAL CONVENTION**

A. Conservation policies, positions of this corporation, and amendments to these bylaws shall be established by resolution at any Annual Convention.

B. The corporation shall hold a regular Annual Convention. The definite date and place of the Annual Convention shall be determined by the Executive Board. All Member Clubs, Junior Member Clubs, Statewide Affiliate Clubs, Officers of the corporation, and voting Members of the Conservation Policy Board shall be notified of the Annual Convention at least thirty-five (35) days in advance.

C. At any Annual Convention of this corporation, fifty (50) delegates certified by the Executive Board shall constitute a quorum for the transaction of business.

#### **SECTION 2 – ANNUAL CONVENTION AGENDA**

A. The agenda shall be prepared by the President subject to the approval of the Annual Convention delegates.

B. Agenda items shall include:

1. Only conservation resolutions brought pursuant to these bylaws, by either the Executive Board or Conservation Policy Board, through the conservation resolution procedure established by the Executive Board.

2. An Annual Report made through the Executive Director or an officer of the corporation designated by the Executive Board. The Annual Report shall be a complete but concise report of the corporation's activities and actions during the prior year, including any recommendation for future action at the Annual Convention.

3. Election of members of the Executive Board and voting members of the Conservation Policy Board.

4. Receipt and consideration of financial reports for the corporation.

5. Proposed amendments to these bylaws.

6. Emergency Conservation Resolutions

a. Emergency conservation resolutions are only those resolutions where:

1. A serious event occurred after the deadline for submitting resolutions to the Annual Convention.

2. A change in policy is necessary because of changed circumstances after the resolution deadline.

3. The Executive Board shall establish procedures for receipt of these resolutions and consideration of these resolutions under New Business.

### **SECTION 3 - MINUTES**

The minutes of the Annual Convention shall be properly edited to include all actions and pertinent discussion of same and shall be presented to the Annual Convention for approval and following approval shall be published as prescribed by Executive Board.

### **SECTION 4 – EFFECTIVE DATE OF ANNUAL CONVENTION ACTIONS**

Unless otherwise provided in these bylaws or the Annual Convention, all actions shall take effect upon adjournment.

### **SECTION 5 - ANNUAL CONVENTION ELECTION PROCEDURES**

A. All elected members of the Executive Board and Conservation Policy Board of the corporation shall be elected at the Annual Convention by secret ballot. All delegates seated may vote for all elected

members of the Executive Board and Conservation Policy Board, except the election of Region Directors shall be only by delegates from their regions.

B. In the event of an emergency that prevents the Annual Convention from being legally held, the Executive Board may direct the election of elected members of the Executive Board and Conservation Policy Board and shall prescribe procedures for qualifying voters and canvassing the election. The terms of current officers shall be extended until such either an Annual Convention is held or until the procedures prescribed by the Executive Board are implemented.

C. Nominations from the floor at the Annual Convention for all elected members of the Executive Board and Conservation Policy Board will be accepted, however, nominations for Region Directors shall be made only by a delegate from the region from which the Region Director will be elected.

## **SECTION 6 – VOTING**

### **A. Delegates**

#### **1. Certification and Appeal**

a. All voting delegates to the Annual Convention must be certified. No delegate shall be seated unless certified pursuant to procedures established by the Executive Board.

b. Appeal of any decision may be made to those members of the Executive Board present at the Annual Convention. The decision of the Executive Board shall be final.

#### **2. Voting Delegates**

a. Voting delegates are those individuals who have been certified representing Member Clubs, Junior Member Clubs, Statewide Affiliate Clubs, and Individual Members (IM) who have subscribed to the hard copy of the magazine and Life Members, and

1. Alternate Delegates – An alternate delegate may vote only in the absence of the delegate representing the Member Club or Junior Member Club if certified.

2. Members of the Executive Board and voting members of the Conservation Policy Board.<sup>viii</sup>

3. Past Presidents of the corporation.

b. Except as otherwise provided in these bylaws, no employee of this corporation shall be eligible to serve as a delegate of a Member Club or Junior Member Club.

### **B. Number of Votes**

1. Member Clubs and Junior Member Clubs shall be entitled to two (2) votes. The determination of additional votes shall be based upon the number of members that club has for whom annual dues have been paid to the corporation on Record Day. Please review the table below to verify additional votes your club may be entitled to.

2. Statewide Affiliate Clubs shall be entitled to two (2) votes at the annual convention
3. Members of the Executive Board shall be entitled to one (1) vote
4. Past Presidents shall be entitled to one (1) vote.
5. All voting members of the Conservation Policy Board shall be entitled to one (1) vote at the Annual Convention

a. Individual Members who meet the membership requirements established by these bylaws, will be grouped by region of residence. The appointed Individual Member (IM) Representatives of the Conservation Policy Board will be entitled to votes based on the number of IMs in his/her region, the appointed IM Representative will be entitled to one (1) vote as an officer of the Conservation Policy Board and two (2) additional votes for up to 50 Individual Members in his/her Region. Additional votes will be based on the numbers of IMs on record day using the table below.

For additional votes, see table below for qualification

MEMBERS	VOTES	MEMBERS	VOTES	MEMBERS	VOTES
10-50	2	751-1000	7	2001-2250	12
51-150	3	1001-1250	8	2251-2500	13
151-250	4	1251-1500	9	2501-2750	14
251-500	5	1501-1750	10	2751-3000	15
501-750	6	1751-2000	11	3001-3250	16

b. Individual Members who are entitled to additional votes under this provision, shall canvass those Individual Members in their region so as to determine the preferences of the Individual Members on those matters to come before the delegates of an Annual Convention which may require a vote, and vote in accordance with those preferences.

C. Acting Delegates and Maximum Votes

1. No person may act as a voting delegate for more than one (1) Member Club or Junior Member Club except by proxy as herein provided.
2. Except individuals serving as a member of the Executive Board, voting members of the Conservation Policy Board or a Past President, no person may carry or vote more than five (5) votes (including proxies) except as otherwise provided.
  - a. Members of the Executive Board, voting members of the<sup>ix</sup> Conservation Policy Board, and Past Presidents may carry no more than six (6) (including proxies).
3. The appointed IM Representative on the Conservation Policy Board may carry up to five (5) votes as representative of the IMs. The maximum number of votes that may be granted to a region for the IMs residing in the region will be sixteen (16). The Executive Board may appoint



additional IM Delegates from each qualified Region to carry any additional votes over the 5 votes the appointed IM Representative is entitled to carry. Proxy votes will not be allowed.

D. Proxies

1. A delegate of a Member Club or Junior Member Club may act as a proxy for no more than one (1) other Member Club or Junior Member Club.
2. No Member Club or Junior Member Club may have more than one (1) of its delegates act as proxy for another Member Club or Junior Member Club.
3. Region 9 affiliate club delegates may carry proxy votes for up to one (1) club in another MUCC region if that club is affiliated with both MUCC and the Region 9 club. These proxy votes are only valid on the floor of the convention and not for the purposes of electing officers or Conservation Policy Board members.<sup>x</sup>
4. All proxies must be received and date stamped by the Secretary of the corporation prior to midnight (11:59 p.m.) on the day as determined by the Executive Board.<sup>xi</sup>

E. Method of Voting

1. Voting shall be by voice vote except as otherwise provided in these bylaws or called for by the Annual Convention.
2. A majority vote is sufficient for the adoption of any motion that is in order except:
  - a. As these bylaws and Robert’s Rules of Order otherwise prescribe, and
  - b. A two-thirds (2/3) vote is necessary on any proposal for a change in Regulation and/or State or Federal Law.

F. Plurality and Tie Votes

All elections shall be determined by plurality vote, defined as more than any other candidate. A tie vote shall be decided by a run-off election to be held during the meeting in which the election is occurring.

**ARTICLE VII**

**REGIONS**

**SECTION 1 – PURPOSE**

There shall be regions for the purposes of electing Region Directors to the Executive Board and electing and appointing regional members of the Conservation Policy Board at the Annual Convention, to provide for regional meetings, and for any additional purposes which may be determined by the Executive Board.

**SECTION 2 - TERRITORIAL LIMITS**

A. The Executive Board shall determine the territorial limits of Regions and assign them a numerical identifier (e.g. Region 1, Region 2).

B. Any change in the territorial limits of the regions shall require a two-thirds (2/3) vote of the Executive Board at an Executive Board's meeting.

### **SECTION 3 – SUB-REGION MEETINGS**

In addition to Region Meetings, supplemental meetings within Regions are to be encouraged. Local meetings within Regions may be convened on the basis of traditional MUCC District boundaries or by counties.

## **ARTICLE VIII**

### **EXECUTIVE DIRECTOR**

#### **SECTION 1 - PROCEDURES**

A. Appointment

The Executive Director shall be appointed by the Executive Board and shall serve at their pleasure.

B. Selection

Selection and screening of candidates and final recommendation for consideration by the Executive Board shall be accomplished by procedures approved by the Executive Board.

C. Vacancy or Disability

Any vacancy by death, resignation, removal, permanent disability, or for any other cause, or disability of the Executive Director shall be filled by the appointment of an Interim Executive Director. The Interim Executive Director shall be appointed by the Executive Board by two-thirds (2/3) vote to serve only until the vacancy is filled by the appointment of a new Executive Director by the Executive Board or until the disability ceases. The Interim Executive Director cannot be a Member of the Executive Board.

#### **SECTION 2 - DUTIES**

A. The Executive Director shall be the chief salaried employee of the corporation and shall have the authority and responsibilities of the position. He or she shall report to and function under the direct supervision of the Executive Board. He or she shall execute and administer policies developed by the Executive Board, the Conservation Policy Board, and by the Annual Convention.

B. The Executive Director shall:

1. Be the sole supervisor of staff personnel either directly or through his/her designee and he or she shall accept responsibility for staff actions.

2. Be responsible for day-to-day management of the financial affairs of the corporation within the limits prescribed by the annual budget as approved by the Executive Board and by financial policy established by the Executive Board.
3. Either directly or with consultation, functions as chief professional advisor for all facets of the corporation's activities, and assist and advise the Executive Board in its function, report and respond to questions at all levels of the corporation's structure including Members, Regions, Conservation Policy Board and Executive Board.
4. Either directly or through other professionals, maintain direct liaison with state and federal legislatures and executive offices. Also, the Executive Director shall meet all legal requirements of this function with any cost for same to be borne by the corporation.
5. Either directly or through other professionals, develops professional positions on conservation and environmental issues for submission to and consideration by the Executive Board and Conservation Policy Board. These position papers should attempt to anticipate emerging problems, both short and long-range; should characterize both the problems and suggested potential solutions; and suggest practical means to achieve solutions.
6. Be the resident agent of the corporation
7. Perform such other duties assigned by the Executive Board.

## **ARTICLE IX**

### **FINANCIAL MANAGEMENT**

#### **SECTION 1 - DUES**

Dues shall be paid in such manner and at such times as determined by the Executive Board. Any such change shall require the approval of a two-thirds (2/3) majority of the Executive Board in attendance at each of two (2) consecutive regularly scheduled Executive Board meetings. Any proposed dues change must appear on the agenda distributed in advance of each of the Executive Board meetings in which consideration is to be given.

#### **SECTION 2 - USE OF CORPORATE FUNDS**

A. All funds and assets of the corporation shall be used only for purposes that are consistent with the purposes 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 Executive Board. The Executive Board may purchase land, buildings, and equipment whenever the general interests of the corporation require the same.

B. Checks for one thousand (\$1,000.00) dollars or less may be signed by an employee designated by the Executive Director and checks covering staff remuneration may be issued with a machine or facsimile signature of the Treasurer and the Executive Director. All other checks shall be signed by the Treasurer and the Executive Director or other designees on the corporate account.

#### **SECTION 3 – ANNUAL OPERATIONS PLAN**

A. A proposed annual financial plan covering anticipated revenue and proposed expenditures for the next fiscal year shall be established by the Executive Board at the beginning of the fiscal year.

B. Adjustments in line items as necessitated by unexpected expense or revenue curtailment shall be approved by the Executive Board.

#### **SECTION 4 - CONFLICT OF INTEREST**

No elected Officer or Director of this corporation or firm in which the Officer or Director of this corporation has an interest shall receive any form of compensation for services rendered to this corporation, including employment by this corporation, during the Officers' or Directors' term in office and one year thereafter, except that after full disclosure of his or her interest by the interested Officer or Director of this corporation to, and approval by two-thirds (2/3) vote of, disinterested members of this corporation's Board, compensation may occur. Also, the interested Officer or Director of this corporation shall abstain from any vote by any committee of which he or she is a member if such committee vote has any bearing on selection of employees of the corporation.

#### **SECTION 5 - PAYMENT OF ACCOUNTS**

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

#### **SECTION 6 - BORROWING POWER**

The Executive Board may, whenever the general interests of the corporation require the same, borrow money and issue its promissory note or bond for the repayment thereof with interest and may, in like case, mortgage its property as security for its debts or other lawful engagements.

#### **SECTION 7 - FISCAL YEAR**

The fiscal year of the corporation shall be from October 1st to September 30th.

#### **SECTION 8 - AUDIT**

The financial accounts of this corporation shall be subjected to a full audit whenever the Executive Board shall so determine, but at least once every year.

#### **SECTION 9 - SURETY BONDS**

Surety bonds in the amounts determined by the Executive Board and covering staff and elected officers of the corporation as designated by the Executive Board shall be financed as a budgeted item by the corporation.

### **ARTICLE X**

#### **DISSOLUTION**

## **SECTION 1 - DISSOLUTION PROCEDURE**

Upon dissolution of the corporation by a three-fourths (3/4) vote of the entire Executive Board and after paying or making provision for payment of all liabilities of the corporation, all remaining assets of the corporation shall be transferred to the appropriate court of the county in which the principal office of the corporation is then located for dispersal according to the laws of the State of Michigan with the provision that these assets shall, to the extent possible, be distributed among those public universities in the State of Michigan maintaining active educational programs in natural resource management. Such dispersal shall be solely at the discretion of the court.

## **ARTICLE XI**

### **AMENDMENTS AND GENERAL PROVISIONS**

#### **SECTION 1 - AMENDMENTS**

A. These bylaws may be amended at any Annual Convention by a two-thirds (2/3) vote of the delegation present at an Annual Convention. All proposed amendments shall be referred to the Executive Board not less than ninety (90) days prior to the Annual Convention. The Executive Board may make changes and/or additions to the proposed amendments and shall report the proposed amendments with its recommendations to the Annual Convention. The purpose of all proposed amendments shall be included in the notice of the Annual Convention.

B. Further, all proposed amendments may be amended upon motion from the floor of the Annual Convention, in which case any proposed amendment as amended shall be re-referred to the Executive Board which shall make such alterations as it deems necessary and suggest such changes in other parts of these bylaws necessitated by the proposed amendment as amended. The Executive Board shall report back with recommendations to the Annual Convention for final consideration with said amendments worded exactly as they would appear in the bylaws if adopted.

#### **SECTION 2 - INTERPRETATION OF THE BYLAWS**

If any question shall arise relative to the interpretation of these bylaws, the Executive Board may request the establishment of a committee to study and provide recommendations. All questions pertaining to an interpretation of the bylaws shall be submitted in writing to the Executive Board. Any member aggrieved by the decision of the Executive Board may appeal at the next Annual Convention of the corporation.

#### **SECTION 3 - PARLIAMENTARY GUIDE**

Robert's Rules of Order shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with these bylaws.

#### **SECTION 4 - EFFECTIVE DATE OF BYLAWS CHANGE**

Effective dates of all future bylaws changes shall be noted by end notes or an addendum to these bylaws.

#### **SECTION 5 - DEFINITIONS**

A. Notice – Notice occurs when the required documents are placed in the U.S. mail, first class, with proper postage and properly addressed with the last known address on the records of the Corporation of the intended recipient.

B. Record Day – The date, fixed by the Executive Board by resolution, on which a Member must be registered on the books of the corporation as having paid their annual dues to the corporation for the purpose to notice of and to vote on corporate business at any meeting of the corporation, including Annual Convention. The date fixed shall not be more than sixty (60) days before the commencement of the Annual Convention.

C. Regulations – A rule issued by the Michigan Department of Natural Resources, the Michigan Department of Environmental Quality, the Michigan Natural Resources Commission, the Michigan Legislature, and/or the U.S. Congress. A violation of this order can result in penalty.

## **ARTICLE XII<sup>mii</sup>-repealed**

### **ENACTMENT**

#### **~~SECTION 1 – EFFECTIVE DATE~~**

~~A. These bylaws shall become effective at the close of the 2016 Annual Convention.~~

~~B. Notwithstanding Section 1(A) of this Article, Article XI Section 5, shall become effective on the first day of the 2016 Annual Convention, to facilitate the election of officers under these revised bylaws.~~

#### **~~SECTION 2 – EXCEPTION FOR 2016 ELECTION OF CORPORATE OFFICERS~~**

~~A. The map of Regions entitled “New Boundaries of the 9 Regions of MUCC” is incorporated by reference into this article. The Executive Board shall adopt it pursuant to Article VII Regions following the effective date of these bylaws.~~

~~B. For the purposes of the 2016 Annual Convention, Region Directors elected in the odd numbered Regions and one (1) At Large Director shall have a term of one (1) year. This partial term will not count towards the six (6) year continuous service term limit.~~

#### **~~SECTION 3 – REPEAL~~**

~~A. Article XII shall be repealed immediately upon adjournment of the 2016 Annual Convention.~~

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## **New Boundaries of the 9 Regions of MUCC**

\*Region 9 is a statewide region representing Statewide Affiliate Clubs and those Member Clubs with a statewide mission and membership composed of a geographical representation of the state.



COMPILER'S NOTES



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- <sup>i</sup> June 17, 2017: Bylaws Amendment #1 of 2017 updated the acceptance of applications for affiliation to include Sustaining Members in the Executive Board section for approval of affiliation. This was an oversight when the Bylaws were restructured. <sup>i</sup> June 17, 2017: Bylaws Amendment #1 of 2017 updated the acceptance of applications for affiliation to include Sustaining Members in the Executive Board section for approval of affiliation. This was an oversight when the Bylaws were restructured.
- <sup>ii</sup> June 18, 2016: Bylaws Amendment #1 of 2016 updated the qualifications for officers of the corporation to prohibit national and local candidates for political office from serving as an officer of the corporation, and struck the prohibition on currently serving elected officials.
- <sup>iii</sup> June 23, 2018: Bylaws Amendment #02 of 2018: To correct an error referring to the Executive Committee instead of the Executive Board.
- <sup>iv</sup> June 17 2017: Bylaws Amendment #2 of 2017: updated the corporate officer's duties to remove the requirement of the President to appoint two at Large Directors to the Executive Board, but retain that authority if the President, with the approval of the Executive Board, see the need of a board member(s) with a specific area of expertise that would be of benefit to the board, and struck the not later than 60 days following the Annual Convention.
- <sup>v</sup> June 17, 2017: Bylaws Amendment #3 of 2017: updated the meetings of the Executive Board to adjust the number of members required to be at a meeting to constitute a quorum for official transaction of business from 12 to 10 members.
- <sup>vi</sup> June 23, 2018: Bylaws Amendment #03 of 2018: To provide a more reasonable time table for announcement of quarterly Conservation Policy Board meetings.
- <sup>vii</sup> June 22, 2019: Bylaws Amendment #01 of 2019: To change the term of the elected and appointed Voting Members of the Conservation Policy Board to two years.
- <sup>viii</sup> June 17, 2017: Bylaws Amendment #4 of 2017: updated the voting at Annual Convention as a clarification to limit those members of the Conservation Policy Board that can vote at the Annual Convention to the Voting Members of the Conservation Policy Board.
- <sup>ix</sup> June 23, 2018: Bylaws Amendment #01 of 2018: To clarify the members of the Conservation Policy board in this Section are Voting members of the Conservation Policy Board.
- <sup>x</sup> June 22, 2019: Bylaws Amendment #02 of 2019: Amended proxies provision to allow Region 9 clubs to carry votes from their member club by proxy, even if they are in different regions. This is limited to the votes on resolutions and bylaws amendments, but would not extend to voting in the election of officers or Conservation Policy Board members.
- <sup>xi</sup> June 23, 2018: Bylaws Amendment #04 of 2018: To change the date by which a proxy must be received from a specific date to a date determined by the Executive Board to facilitate a possible change in the month the convention is held.
- <sup>xii</sup> June 19, 2016: Article XII was repealed, which discussed the election and term limits for the first election of officers under the newly restructured Bylaws.
- <sup>xiii</sup> June 20, 2015: MUCC's Bylaws underwent a complete revision and reorganization, which will become effective upon adjournment of the 2016 Annual Convention.