

## **Bylaws Amendment on Bylaws Adoption Process**

### **PROPOSED BYLAW AMENDMENT 1**

**Submitted by:** Tim Muir, MUCC President  
**Title:** Bylaws Amendment Adoption Process

**Proposed:** October 4, 2023 Executive Board Meeting  
**Purpose:** Governance is the responsibility of the Executive Board, not the membership. The membership is not responsible or liable for decisions and they are not covered by Directors and Officers Liability Coverage. It is more common to allow for the Executive Board to be able to amend Bylaws, with proper notice prior to a vote and with an established quorum participating. Typically this is only by majority vote, but a super-majority vote could be considered to be consistent with current practice.

## **ARTICLE VI**

### **ANNUAL CONVENTION**

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

- A. Conservation policies ~~and~~, 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, 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.~~

~~5.6.~~ 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.

## ARTICLE XI

### AMENDMENTS AND GENERAL PROVISIONS

#### SECTION 1 - AMENDMENTS

A. These bylaws may be amended at any ~~Annual Convention~~ Executive Board meeting by a two-thirds (2/3) vote of the ~~delegation present~~ Executive Board members serving at an Annual Convention. All proposed amendments shall be referred to the Executive Board not less than ~~ninety-three~~ (90) days prior to the ~~Annual Convention meeting scheduled for adoption~~. The Executive Board may ~~make-propose~~ changes and/or additions to the proposed amendments and shall ~~report-disseminate~~ the final proposed amendments ~~to the full Executive Board at least 15 days prior to adoption with its recommendations to the Annual Convention~~. The purpose and text of all ~~adopted proposed~~ amendments shall be ~~included in the notice of the~~ made available to members at the next Annual Convention.

B. Further, all ~~members shall have the opportunity to proposed bylaws amendments in a procedure adopted by the Executive Board. may be amended upon motion from the floor of the Annual Convention, in which case a~~ Any proposed amendment as amended shall be ~~re-referred to the Executive Board according to the procedure in part A. The Executive Board which shall may~~ 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 members at the next Annual Convention with the adopted amendments 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.

## **PROPOSED BYLAWS AMENDMENT 2**

**Submitted by:** Tim Muir, MUCC President  
**Title:** Definition of Notice

**Proposed:** October 4, 2023 Executive Board Meeting  
**Purpose:** Current bylaws requiring the use of snail mail is outdated. This would modernize our notice requirements.

## **ARTICLE XI**

### **AMENDMENTS AND GENERAL PROVISIONS**

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

A. Notice – Notice occurs when the required documents are **SENT TO VALID EMAIL ADDRESSES ELECTRONICALLY OR** 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.

### PROPOSED BYLAW AMENDMENT 3

**Submitted by:** Tim Muir, MUCC President  
**Title:** CHANGE THE TWO ELECTED AT-LARGE EXECUTIVE BOARD POSITIONS FROM BEING AN ELECTED POSITION TO BEING AN APPOINTED POSITION

**Proposed:** October 4, 2023 Executive Board Meeting  
**Purpose:** Currently, there are two elected at large directors who reside in Region 8 and Region 5 as those regions have the most affiliated clubs. Moving into the future the makeup of the executive board may need to be more strategic by appointing someone in certain areas of need, for example, someone with fundraising experience or a law background who is or would be a valuable resource for MUCC.

### 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 **four (4)** 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: 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, or Statewide Affiliate Club within the region;
  - a. ~~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, or Statewide Affiliate Club within these Regions.~~

#### SECTION 3 – DUTIES

- 2. The President may, with the consent of the Executive Board, appoint up to ~~2~~ **4** At Large Directors as members of the Executive Board.

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

~~FE.~~ The President shall not appoint a committee to act on behalf of or in place of the Executive Board.

~~GF.~~ Members appointed to fill a vacancy are excluded from term limits for the duration of the existing term. They may run for region director again after sitting out a two-year term if they reach their term limit.

~~HG.~~ 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.

~~IH.~~ 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.

#### **PROPOSED BYLAWS AMENDMENT 4**

**Submitted by:**

Leon Hank, MUCC Treasurer

**Title:**

Chief Executive Officer

**Proposed:**

October 4, 2023 Executive Board Meeting

**Purpose:**

Replace Executive Director with  
Chief Executive Officer in Bylaws.

#### **BYLAWS**

Replace the term “Executive Director” with “Chief Executive Officer” at every occurrence in the bylaws.

## PROPOSED BYLAW AMENDMENT 5

**Submitted by:** Steve Dey, Executive Board Region 2  
**Title:** Club Votes at Convention  
**Proposed:** December 1, 2023 Executive Board Meeting

**Purpose:** To encourage clubs to submit their completed roster by a designated date. At this time, each affiliated club receives a particular number of votes at the Annual Michigan United Conservation Clubs Convention (MUCC) based on the size of their club roster. To encourage clubs to submit their completed club rosters by a designated date set by the Executive Board, a club will receive one (1) additional vote to be used at the Annual MUCC Convention.

### SECTION 6 – VOTING

#### B. Number of Votes

1. 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.
  - 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.

#### **6. MEMBER CLUBS AND STATEWIDE AFFILIATE CLUBS SHALL BE ENTITLED TO ONE (1) ADDITIONAL VOTE IF THE CLUB SUBMITS AN ACCURATE AND UP-TO-DATE ROSTER DURING THE RENEWAL PERIOD**

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