

FRIENDS OF THE PORCUPINE MOUNTAINS WILDERNESS STATE PARK BYLAWS

ARTICLE I NAME AND PURPOSE

Section 1 The name of the organization is the Friends of the Porcupine Mountains Wilderness State Park, Inc. (The Friends).

Section 2 This Organization is organized for the charitable and educational purpose of supporting, assisting, and promoting the Michigan Department of Natural Resources (MDNR) with interpretive, scientific, historical, educational, and related visitor services at the Porcupine Mountains Wilderness State Park (PMWSP), Ontonagon County, Michigan. To accomplish this purpose, the organization has the following objectives:

- a. To sponsor and support interpretive services, environmental education activities, seminars, and other activities that contribute to the interpretive programs of PMWSP. Provide for the distribution or sale of appropriate interpretive materials, such as books, and photography.
- b. Provide financial support to PMWSP for the furtherance of its interpretive programs, and resources; raise revenue through such methods as Membership fees, donations, sales, grants, and special events.
- c. Provide support for historically established programs.

ARTICLE II MEMBERSHIP

Section 1 There shall be five classes of Membership in this organization. All Memberships are contingent upon acceptance of the application by the Board of Directors (Board) and payment of such dues and initiation fees as it may establish.

- a. **Individual Membership.** Any person, 18 years of age or older, of good character and dedicated to the purposes of this organization shall be eligible for regular membership. An Individual member is entitled to one (1) vote at a Membership meeting.
- b. **Household Membership.** Residents living at the same address, 18 years of age or older, of good character and dedicated to the purpose of this organization shall be eligible for household membership. A Household member is entitled to two (2) votes at a Membership meeting.
- c. **Lifetime Membership.** Any person, 18 year of age or older, of good character and dedicated to the purposes of this organization. A Lifetime member is entitled to one vote (1) vote at a Membership meeting-except for those members who were grandfathered in who are entitled to two (2) votes at a Membership meeting.

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d. **Business Membership.** Any business, group or organization may become a business member. A Business member is entitled to one (1) vote at a Membership meeting.

e. **Pet Membership.** Any pet whose owners are members may become a member for the lifetime of the owner's membership. A pet member is not entitled to vote.

Section 2 All Individual, Household, Business, and Lifetime Members shall be eligible to receive all annual or other reports of the organization and may attend the annual or other meetings of the organization. Only Individual, Household, Business and Lifetime members may become Officers or Directors of the organization, or vote in any election, or on any matter submitted to the membership for a vote.

Section 3 The Membership year is January 1 through December 31 of each calendar year. Membership payments received on or after October 1st of the current calendar year expire on December 31st of the following calendar year.

Section 4 Any member may withdraw from the organization upon giving notice in writing to the Board. Any member may be removed from membership upon good cause by two-thirds (2/3) majority vote of the Board. Any person's membership may be terminated by non-payment of their organizational obligation.

Section 5 A simple majority of the Board members will determine what member benefits and official communications will be.

ARTICLE III BOARD ORGANIZATION AND ADMINISTRATION

Section 1 The Board shall consist of five (5) to nine (9) Directors elected from the voting membership of the organization. At each annual meeting, Directors shall be elected to succeed those Directors whose terms will be expiring. Each Director thereafter shall take office following the Annual Membership Meeting and shall serve for three years, or until a successor shall be elected or appointed.

Section 2 Vacant terms on the Board shall be filled by selection and appointment by a majority of the remaining Directors. Vacancy is defined as an unfilled Board position: a Board member missing three or more consecutive meetings without written or electronic notice given to an Officer of the Board, resignation, termination, or death of the Board member. Nominations for vacant Board positions can occur during any Board Meeting. The Board can fill vacant positions with a majority of two thirds (2/3) electronic or in-person vote. These positions will be temporary and extend only to the Annual Membership Meeting.

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- Section 3 All newly elected Board Members will be required to sign a “Board Member Roles and Responsibilities” agreement as defined and/or modified by current Board members. Failure to uphold the requirement outlined in this agreement may be grounds for termination.
- Section 4 The Board named in the Articles of Incorporation shall constitute the initial Board.
- Section 5 The Board shall meet as soon as practical after newly elected Directors take office and at such other times as the President may call a meeting. In addition, a meeting of the Board maybe held upon request of three (3) or more Board members.
- Section 6 At this first meeting, after newly elected Directors take office, the Board shall elect the following Officers.
- a. **President.** The President shall be a voting member of the Board and shall preside at meetings of the Board of Directors and Membership.
 - b. **Vice President.** The Vice President shall be a voting member of the Board and shall preside in the absence of the President.
 - c. **Secretary.** The Secretary shall be a voting member of the Board and shall keep minutes of all meetings of the Board of Directors and Membership.
 - d. **Treasurer.** The Treasurer need not be a member of the Board and shall not be a member of MDNR. If the Treasurer is not a member of the Board, the Treasurer shall have no vote in the actions taken by the Board. The Treasurer shall administer the finances of the organization and supervise the keeping of the organization’s financial records. The Treasurer shall submit an annual financial statement to the Board for presentation at the Annual Membership Meeting.
- Section 7 A quorum is based on a simple majority of the Board. Meeting attendance by remote conferencing methods is permitted. Proxy or remote voting by Board members will be allowed using all forms of communications including mail, email, or telephone. All meetings will be conducted according to Robert’s Rules of Order.
- Section 8 The Board shall formulate all operational policies of the organization and shall coordinate its activities through park administrative staff and park interpreter. The powers of the Board shall be limited only by law, the Articles of Incorporation, these bylaws, and the policies of MDNR.

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Section 9 Board members shall approve all business activities including expenditures of the organization's funds for sale publications, printing, stationary, travel and incidental expenses incurred in the conduct of the organization. Individual expenditures exceeding the sum of \$500.00 require prior approval of the Board or be authorized in the current budget.

Section 10 An Independent Contractor may be hired by and serve with direction from the Board.

Section 11 A committee composed of Board members shall hire and discharge all independent contractors of the organization and shall conduct those business transactions necessary to hire and discharge. The Board will adopt and amend a Human Resources policy relating to contractors and volunteers.

ARTICLE IV ANNUAL MEMBERSHIP MEETING

Section 1 The Organization shall hold an Annual Membership Meeting in an appropriate place during the month of October. Notice of the time and place of such meetings and its agenda shall be given by mail or electronic media to all members of the organization at least ten (10) days prior to the meeting. Other Membership meetings may be called by the Board or at the written request of ten (10) percent of the Members of the organization.

Section 2 The President shall conduct the meetings. Only voting members may vote on the election of Directors or other motions made at the meetings.

Section 3 At least twenty (20) members must be present. A quorum is based on a simple majority of the members present. Meeting attendance by remote conferencing methods is permitted. Remote voting using all forms of written communication including electronic by all members will be allowed.

Section 4 The Annual Membership Meeting will be conducted according to Robert's Rules of Order.

Section 5 At the Annual Membership Meeting, the President shall present the annual report of the organization's activities and its plans for the future. The Treasurer shall present a financial report.

Section 6 Directors shall be elected at the Annual Membership Meeting in accordance with these bylaws. Nominations for such positions shall have been made by the President on behalf of the Board. Other nominations may be made from the floor at the meeting. These nominees receiving the highest number of valid votes cast will be elected: a tie vote will be broken by the President.

ARTICLE V FUNDS, PROPERTY, AND ASSETS

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- Section 1 All monies received from Membership fees, donations, and the sale of merchandise or derived in any manner from business operations of the organization, will be deposited in an operations fund and used for the support of the PMWSP according to the Friends.
- Section 2 All funds, property, and assets of any nature received or acquired by the organization shall be taken, held, disposed of, and expended, to also produce technical and popular publications, purchase of merchandise sales items, stationary, miscellaneous supplies and equipment, travel expenses, employment, contracts, and other miscellaneous expenses incurred by the organization in the usual course of business.
- Section 3 Donations of \$500 or greater need to be accepted by the Board at a Board meeting or via email approval by the Board members. Money received by donations for specific purposes shall be expended only for purposes specified by the donor. The specific purpose identified by the donor must support the PMWSP and align with the Friends mission objectives.
- Section 4 The Organization shall maintain all funds in any bank, credit union, or savings and loan association whose depots are insured by an agency for the Unites Sates. The Board shall determine the financial institutions used for this purpose. All checks drawn from the checking accounts and withdrawals from savings accounts shall require the signature of any two officers, Board members, or person(s) designated by the Board.
- Section 5 No income of the organization shall be distributable to its Directors, Officers or Members.
- Section 6 There shall be established a monthly Petty Cash Fund that will be under control of the Treasurer for \$500.00, or as modified by the Board. Unplanned, unbudgeted, or unexpected financial obligations totaling more than \$500.00 in one month will need majority Board approval before payment.

ARTICLE VI BUSINESS ADDRESS

The principal place of business of The Friends shall be in the Porcupine Mountain Wilderness State Park, 33303 Headquarters Road, Ontonagon, MI 49953

ARTICLE VII AMENDMENT OF BYLAWS

Power to appeal or amend these bylaws and to adopt additional bylaws is hereby delegated to the Board and may be executed at any meeting of the Board if proper notice has first been given to the individual Directors by email or electronic media at least one week before the meeting.

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This action must be executed by a two-thirds (2/3) majority vote of the Directors. These bylaws also may be amended by a majority vote at the Annual Membership Meeting.

ARTICLE VIII DISSOLUTION

In the event of the dissolution of The Friends, or any change to the bylaws which allows engagement in activities not directly related to the missions and activities of the PMWSP or the MDNR Parks Division, all net assets shall be transferred to the PMWSP interpretative program donation account.

Adopted by the Board on July 18th, 2023.

Members:

Sally Berman
Jerry Blake
Jim Bradley
Marlene Broemer
Joanie Hawley
Deb Kisor
Darla Lenz
Lu Opperman
Jane Rasmussen