



BYLAWS
OF THE
FRIENDS OF THE MANITOU

ADOPTED – JUNE 2004

ARTICLE I

NAME

The name of this organization shall be the “*Friends of the Manitou*”, hereinafter sometimes referred to as *the Friends*.

ARTICLE II

PURPOSE

The Friends is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

To serve the common interests of visitors, friends, former inhabitants and settler descendants of North Manitou Island and South Manitou Island (hereinafter sometimes referred to as “the Islands”) being islands located in northern Lake Michigan, a part of Glen Arbor Township in Leelanau County, Michigan, and under the ownership of the U.S. Government and stewardship of the National Park Service as Sleeping Bear Dunes National Lakeshore (hereinafter sometimes referred to as “the Lakeshore”) the Friends will:

1. assist in the collection and preservation of knowledge about the history and cultural traditions of the Islands,
2. develop and distribute quality educational and interpretive materials and programs, and assist the Lakeshore in the delivery of rich visitor experiences on the Islands,
3. participate in the collection and maintenance of records pertaining to burials and gravesites of the original settlers and others interred in cemeteries and farmlands on the Islands,
4. promote the proper ongoing care and maintenance of historic assets on the Islands, including buildings, service facilities, farmsteads, cemeteries and gravesites, and
5. establish and sustain special funds sufficient to accomplishment of these purposes and to the support all expenses incidental thereto.

ARTICLE III
ORGANIZATION

The Friends shall be incorporated in the State of Michigan as a nonprofit, membership-based charitable organization, named the *Friends of the Manitous Incorporated*, hereinafter sometimes referred to as *the Friends*.

ARTICLE IV
MEMBERS

SECTION 1: Provisions for Memberships

- A. REGULAR MEMBERS - Any person who is interested in supporting the Friends' purposes, as listed in *Article II*, and who voluntarily contributes a sum of money of at least ten dollars (\$10) shall be accepted as a regular member.
- B. HOUSEHOLD MEMBERSHIPS – Households applying for membership jointly and contributing one sum of money together of at least ten dollars (\$10) will be considered, each and every one, regular members. Each household member shall be entitled to one vote, except members under the *age of majority* in the State of Michigan, who shall not be entitled to vote. Individuals who originally joined the Friends under this provision but eventually leave the household to reside at a different permanent address shall continue as regular individual members.
- C. SENIOR MEMBERS – Any person who (a) holds the legal right to burial on either of the Manitou Islands under National Park Service policy as a descendant of an original resident, and (b) wishes to formally affiliate with the Friends of the Manitous, shall be considered an *Senior Member*. Senior members shall have all the privileges of regular membership, and shall not be obligated to provide any minimum contribution upon affiliating with the Friends.
- D. CHARTER MEMBERS – Any person who participated in the original founding and funding of the Friends between July 1, 2004 and June 30, 2004 shall be considered a *Charter Member*. Furthermore, any person who has consistently evinced interest and demonstrated commitment towards fostering, promotion or achievement of the objectives of the Friends through a generous contribution of their time, talent and/or financial support shall be eligible for election by the Board of Directors as a *Charter Member*. Charter Members shall be entitled to certain privileges as the membership shall provide, including the right to participate as *ex officio* members of the Board of Directors, but shall not have the privileges of making motions and voting at Board meetings.
- E. HONORARY MEMBERS – Upon the signed recommendation of one member, seconded by another member, and by a three-fourths vote at the annual meeting, honorary life membership may be conferred upon any person who shall have rendered notable service to the Islands or in support of the Friends' purposes. An Honorary Member shall have none of the obligations of membership in the Friends, but shall be entitled to all of the privileges of a regular member of the Friends.

SECTION 2: DUES: Annual dues, special assessments or fees of any other kind shall not be assessed of members. Members shall have the privilege of rendering voluntary contributions and gifts at any time of their choosing.

SECTION 3: MEMBERSHIP AUDIT: The Secretary shall audit the membership roles annually coincident with the Annual Meeting. A reply card in the issue of the *Friends Newsletter* giving notice of the meeting, and attendance records of that Annual Meeting may be used for this purpose. Alternate means of quickly and conveniently communicating this information shall also be provided, including use of the Friends' web site, email addresses and telephone numbers. Members who remain unresponsive for two consecutive years and who cannot be contacted by any other means, shall be moved to the *Inactive* roles.

SECTION 4: NOTICE – CONTACT INFORMATION. The *Rules of Order* requiring that every member be given notice of the time, place and purposes of certain meetings of the membership, every member shall assure that the Secretary has their up-to-date contact information. Such contact information shall consist of a current physical or email address, or telephone number at which the member desires to be notified. Any member who fails to provide adequate contact information shall be deemed to have waived the right to notification.

SECTION 5: RESIGNATION: Any member desiring to resign from the Friends shall submit their resignation in writing to the Board of Directors. Upon their assent to the requested resignation, the Board shall forward the request to the Secretary, who shall then remove that person from the membership roles.

SECTION 6: REINSTATEMENT: Any member who has been moved to the inactive roles may effect reinstatement to the regular membership roles upon request or by participating in a regular Friends function or special event. Resigned members shall not be reinstated, but shall be accepted back into the Friends as a *Regular Member* upon making the standard application.

SECTION 7: ASSENT TO RULES: Every person accepting membership in the Friends shall be deemed to have by that act signified their assent to these Bylaws.

ARTICLE V

OFFICERS

SECTION 1: THE OFFICERS: The officers of the Friends shall be a *President*, a *Vice President*, a *Secretary* and a *Treasurer*. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Friends.

SECTION 2: NOMINATIONS: An *ad hoc Nominating Committee* of three members shall be elected by the Friends at each annual meeting. The President, if not eligible for reelection, shall serve as the Chairman of the Nominating Committee; otherwise, the immediate past President shall be called upon to serve as Chairman. The Chairman shall have the right to participate as an equal member of the Committee. It shall be the duty of the Nominating Committee to identify and nominate candidates for the offices to be filled at the next annual meeting. The Nominating Committee shall report in the issue of the Friends Newsletter published immediately before, and containing the official notice of the annual meeting, and via the Friends' web site. An opportunity for additional nominations from the floor shall be permitted.

SECTION 3: ELECTIONS: The officers shall be elected by ballot at the annual meeting of the general membership. A President and a Treasurer shall be elected in each even numbered year, and a Vice President and a Secretary shall be elected in every odd numbered year. Officers shall serve for two years, or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

SECTION 4: ELIGIBILITY LIMITS – FRATERNALISM: Any member who has achieved the age of majority in the State of Michigan shall be eligible to serve as an elected officer. However, no member shall hold more than one elected office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office. Furthermore, no two members from the same immediate family shall serve as officers concurrently. For the purposes of this provision, *immediate family* shall encompass persons related by blood and whom for at least twelve (12) years during their lifetime lived in the same household.

SECTION 5: RESIGNATION – VACANCIES – ACCESSION: The written resignation of any person who shall have been elected as an officer of the Friends and who becomes unable or unwilling to continue in their office shall be accepted by the Board of Directors as an *amicable resignation*. Vacancies in elective offices resulting from deaths, resignations or the Nominating Committee's inability to identify successor candidates, shall be filled by the affirmative vote of a majority of the remaining Board Members. The term of an officer elected by the Board shall continue only until the next regularly scheduled election for that office. If the vacancy arises because no member is willing to accept a nomination for that office, the person previously serving in that office may be elected by the Board to continue in that office, waiving the *term limits* in these bylaws, if necessary.

ARTICLE VI MEETINGS

SECTION 1: ANNUAL MEETING: The Annual Meeting of the Friends shall be held each year on the final Saturday in the month of July.

SECTION 2: SPECIAL MEETINGS: Special meetings may be called by the President, or by the Board of Directors, and shall be called upon the written request of no less than twenty-five (25) members of the Friends. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten days' notice shall be given.

SECTION 3: PRESIDING OFFICER – RECORDING SECRETARY: The President shall serve as the presiding officer at all annual and special meetings. The Secretary shall record the proceedings of all such meetings as *minutes*, which shall become a part of the Friends' permanent records.

SECTION 4: QUORUM: *Members present* shall constitute a quorum at annual meetings of the general membership

SECTION 5: VOTING: Each member shall be entitled to one vote on each matter submitted to a vote. A *simple majority* shall be sufficient to approve any matter, except where these bylaws require a greater majority. Unanimous consent, show of hands, or voice shall ordinarily register votes cast on all matters before the membership, except for the elections of officers. If the result of a voice vote is inconclusive or challenged from the floor, the President or presiding officer shall require a retaking of the vote by a more definitive method. In case of a tie vote, the issue shall be declared defeated. No proxies or other mechanisms of similar purpose shall be allowed.

SECTION 6: VISITORS & GUESTS: Non-members present at meetings shall be invited to remain as observers and may participate in discussions, but shall be instructed that only members have voting privileges.

ARTICLE VII

THE BOARD OF DIRECTORS – EXECUTIVE FUNCTIONS

SECTION 1: THE DIRECTORS: A Board of Directors shall be comprised of (a) the elected officers of the Friends, (b) Friends members selected by officers to serve in titled appointee positions, (c) the immediate past President who shall serve *ex officio*, and (d) other *ex officio* members as provided for in these bylaws.

SECTION 2: EXECUTIVE BOARD: The Board of Directors shall serve as an *Executive Board* which shall have general supervision of the affairs of the Friends between its annual meetings. It shall fix the hours and place of meetings of the general membership, make recommendations to the Friends, and shall perform such other duties as are specified in these bylaws. The Board shall be subject to the orders of the Friends, and none of its acts shall conflict with any action taken by the Friends.

SECTION 3: BOARD OF DIRECTORS MEETINGS: Unless otherwise ordered by the Board, the Board of Directors shall meet in person at least once per calendar quarter, and nominally on the final weekend of July, October, January and April. The President shall call these meetings, shall designate a time and place likely to be most convenient to a majority of the Board members, and shall serve as the presiding officer for such meetings. Special meetings of the Board may be called by the President, and shall be called by the President upon the written request of no less than three members of the Board.

SECTION 4: EXECUTIVE DIRECTOR: Unless otherwise provided for by the Board, the President shall be the principal executive officer of the Friends. The President shall have the authority to sign, execute and acknowledge on behalf of the Friends all deeds, contracts, leases, reports and all other documents or instruments necessarily and properly executed in the course of the Friends' regular business. However in no case may the Executive Director act when the immediate or contingent aspects of such action shall have been expressly unauthorized by the members or by the Board of Directors.

SECTION 5: APPOINTMENTS: The Board of Directors shall have the power to designate permanent volunteer positions as titled functions, and the privilege of appointing members of the Friends to such positions. Regardless of when appointed, the term of such appointments shall end as newly elected board members are seated. Appointees previously serving in any position may be reappointed to that position without regard to time previously served.

SECTION 6: INDIVIDUAL DUTIES AND RESPONSIBILITIES: The Board of Directors may describe the duties and responsibilities of each officer, appointee and board member in written form, provided that any such descriptions shall in no way contradict provisions contained in these bylaws. These descriptions shall be maintained by the Secretary and posted in a place readily accessible by members, and shall be provided to any member upon request. If the Board has not undertaken to author such a description for any particular function, the duties and responsibilities of that person shall be deemed those described in *Robert's Rules of Order Newly Revised*.

SECTION 7: VOTING: Each Board member shall be entitled to one vote on any matter submitted to a vote, except for Charter Members serving as *ex officio* participants, who shall not have voting privileges. Board members who might happen to have dual eligibility, shall have but one vote. A *simple majority* shall be sufficient to approve any matter, except where these bylaws require a greater majority. Unanimous consent, show of hands, or voice shall ordinarily register votes cast on all matters before the Board. If the result of a voice vote is inconclusive or challenged from the floor, the President or presiding officer shall require a retaking of the vote by a more definitive method. In case of a tie vote, the issue shall be declared defeated.

SECTION 8: VOTING BY PROXY: No proxies shall be allowed and no alternates may be otherwise designated to vote for a Board member.

SECTION 9: QUORUM: *A majority of Board members eligible to vote* as defined herein shall constitute a quorum at Board meetings.

SECTION 10: ACTION WITHOUT A MEETING: Any action which might be taken at a meeting of the Board of Directors may be taken independently by the President, acting as Executive Director, provided that before said action a majority of Board members consent thereto in writing. When such consent is not unanimous, prompt written notice of the action taken shall be provided to those members who have not consented in writing. The written letters of consent shall be filed with the minutes of the next Board meeting, and shall have the same value as a vote cast within the context of a regular meeting.

SECTION 11: COMPENSATION: No volunteer officer or Board member shall receive any salary or compensation for services rendered to the Friends. No part of the net earnings of the Friends shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the Friends shall be authorized and empowered to (a) reimburse reasonable expenses, (b) pay reasonable compensation for services rendered when contracted for on a competitive basis, and (c) to make payments and distributions in furtherance of the purposes for which the Friends is organized.

SECTION 12: DUTY OF LOYALTY – CONFLICTS OF INTEREST: No member of the Board of Directors may serve on the Board of another corporation for the benefit of the same or like purposes as those stated in Article II of these Bylaws.

ARTICLE VIII

COMMITTEES

SECTION 1: STANDING COMMITTEES: Members shall have the privilege of establishing standing committees as deemed necessary to carry out the activities and work of the Friends. Such committees shall be authorized by vote at the annual meeting of the Friends; the motion specifying what constitutes a minimum membership for the proposed committee, and whether or not its number of members shall have any limit. Such committees may be staffed by calling for, and accepting volunteers immediately following the vote authorizing the committee. The Board shall otherwise have the power to accept or appoint volunteers to fill vacancies in such committees.

SECTION 2: *AD HOC* COMMITTEES: Members shall have the privilege of establishing special purpose or limited term committees as might be deemed necessary or advantageous from time to time. The procedure shall be the same as that for Standing Committees, except that the motion

may define when and how such committees shall be dissolved. The President, acting with the advice and consent of the Board of Directors, shall also be empowered to form *ad hoc* committees, and shall have the privilege of appointing members to such committees.

SECTION 3: CHAIRMEN – BOARD OVERSIGHT: The President shall be *ex officio* a member of all standing and *ad hoc* committees, except the Nominating Committee when ineligible under the provisions of Article V, Section 2. Committees shall have the privilege of electing or appointing their own Chairman. Committee Chairmen shall be responsible to the President.

SECTION 4: MEETINGS: The Committee Chairman shall have the privilege of calling meetings and designating the time and place for such meetings. The Committee Chairman shall require that a record of such meetings and the concomitant proceedings (*minutes*) shall be provided to the President within thirty days of the meeting.

SECTION 5: RESIGNATION: Committee members may discontinue their participation by written notification to the Chairman of the Committee.

SECTION 6: DISSOLUTION OF COMMITTEES: Unless otherwise provided for (a) *ad hoc* committees shall cease to exist immediately upon rendering a final report representing the accomplishment of the purpose for which they were originally created, (b) committees originally authorized by the Board of Directors can be dissolved and disbanded by the President, acting under the authority of the Board, and (c) committees originally authorized by a vote of the general membership shall only be dissolved by the same authority, their dissolution requiring the passage a motion offered at an annual meeting.

SECTION 7: AUTHORITY: Committees shall have no authority to regulate the activities of the Friends in general. Their role shall be to provide specifically designated services or specific kinds of advice to the President, the Board of Directors or the membership.

ARTICLE IX

MISCELLANY

SECTION 1: SEAL: The Friends shall have no corporate seal.

SECTION 2: FISCAL YEAR: The fiscal year of the Friends shall begin on July 1 and end after June 30 of each calendar year.

SECTION 2: POLITICAL ACTIVISM: The Friends shall not engage in the production and/or dissemination of propaganda, or material which otherwise attempts to influence the election of candidates for public office, or which endorses the political agenda of any holder of public office. The Friends shall not participate in, or endorse any political campaign on behalf of any candidate for public office.

SECTION 3: Other Statutory Prohibitions: Notwithstanding any other provision of the Articles of Incorporation or the Bylaws, the Friends shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code (26 USC 500), or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code (26 USC 170).

ARTICLE X
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, sometimes cited herein as the "Rules of Order", shall govern the Friends in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Friends may adopt.

ARTICLE XI
BYLAWS

SECTION 1: AUTHORITY: These Bylaws shall at no time be interpreted and/or enforced in such a manner as to be in violation and/or conflict with policies, procedures, and regulations as in force at that time by any government entity having authority over the corporation or any portion thereof.

SECTION 2: AMENDMENT: These Bylaws can be amended at any regular or special meeting of the Friends by a two-thirds vote, provided that previous notice has been given as provided for in Art VI, Sec 2, or without notice, they can be amended by vote of a majority of the entire registered membership.

SECTION 3: CONFLICTS: In case of a conflict between the terms and provisions of these Bylaws and the terms and provisions of the Articles of Incorporation adopted by the Friends, the terms and provisions of the Articles of Incorporation shall govern and control.

ARTICLE XII
DISSOLUTION OF THE CORPORATION

The voluntary or involuntary dissolution of the corporation shall be in accordance with the provisions of *Michigan Act 284 of 1972, Chapter 8 (MCLA 450.1800)*.

After having satisfied all legal obligations of the Friends, the remaining assets shall be disposed of by distribution to government and/or entities deemed most likely to honor the original purposes of the Friends, provided that such organizations qualify for tax-exempt status under Internal Revenue Code § 501(c)(3), or the corresponding section of any future federal tax code, and qualify under the laws of the State of Michigan to receive distributions from non-profit corporations.
