

BY-LAWS  
OF  
THE MASTER GARDENERS OF  
WESTERN  
WAYNE COUNTY

Initial Final approval: November 6, 2014

Last Reviewed: 9-20-2020

Last Revised: 9-21-2020

## **ARTICLE I – NAME AND OFFICE LOCATION**

1.01 Name. The name of this non-profit corporation shall be the Master Gardeners of Western Wayne County (“MGWWC”)

1.02 Principal Office. The principal office of the MGWWC shall be located within the State of Michigan at a place designated by the Board in any applicable filings or registrations with the State of Michigan as required by law.

1.03 Registered Office. The registered office shall be maintained in the State of Michigan, at a place designated by the Board as designated in any applicable filings or registrations with the State of Michigan as required by law. Mailing address P.O. Box 332, Wayne, MI, 48180

## **ARTICLE II – PURPOSE AND MISSION**

### 2.01 Mission Statement

- (a) To provide exceptional volunteer and educational opportunities where Master Gardeners, and all other gardeners, may continue to learn, participate, contribute and network with other like-minded enthusiasts; influencing all gardeners in self-sustaining, environmentally-friendly garden practices and thus growing our membership.

### 2.02 Purpose and Activities.

- (a) Exempt Purpose. The MGWWC shall be organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the “Code”), specifically to instruct adults and youth in horticulture science, to educate communities about environmentally sound practices thru horticulture-based activities, to promote food security, and to improve the aesthetics of the community.
- (b) Conduct of Activity. The MGWWC including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 510(c)(3) of the Code. Notwithstanding any other provision of these Bylaws, the MGWWC shall not carry on any other activities permitted to be carried on:
  - (i) By a corporation exempt from federal income tax under Section 501(c)(3) of the Code;
  - (ii) By a corporation contribution to which are deductible under Section 170(c)(2) of the Code; or
  - (iii) By a nonprofit corporation organized under the laws of the State of Michigan.

2.03 Mission Administration. The MGWWC shall carry out the following:

- a) Coordinate, encourage and foster opportunities for Members of the MGWWC to further the goal of **educating** others through the dissemination of environmentally sound, research-based horticulture information, enhance the beautification of the communities of the members through volunteering and related activities;
- b) Provide a networking forum which will assure opportunities for Master Gardeners of Wayne County and surrounding counties to increase and share their horticultural knowledge.
- c) Support the Master Gardener program sponsored by Michigan State University Extension (“MSUE”) and/or other sanctioning organization with similar responsible programs.
- d) Coordinate with MSUE in providing educational opportunities in horticulture to Members and the general public;
- e) Facilitate certification and recertification of Members as Master Gardeners in conjunction with the MSUE; and
- f) The corporation shall be operated exclusively for purposes as described in Section 501(c)(3) of the Code.

### **ARTICLE III - MANAGEMENT**

3.01 Basis. The MGWWC shall be organized on a non-stock membership basis within the meaning of the Michigan Nonprofit Corporation Act, Act 162, Public Acts of 1982, as amended (“MNCA”).

### **ARTICLE IV - GOALS**

4.01 Goals. The goals of the MGWWC are to:

- a) Be community leaders and volunteers assisting in making our communities viable places to live, work and grow;
- b) Promote good gardening practices through education, volunteer and social activities;
- c) Teach the public about dangers to the environment caused by incorrect garden practices and to work toward the elimination of such practices; and
- d) Sponsor workshops and other educationally appropriate events that will educate as many members of the community as possible.

## **ARTICLE V - AFFILIATION**

5.01 MGWWC is affiliated with Michigan State University Extension and Wayne County Extension Services.

5.02 No commitments or representations shall be made or contracted by any individual on behalf of or using the name of Master Gardeners of Western Wayne County without the express written permission of the Master Gardeners of Western Wayne County's Executive Board.

## **ARTICLE VI - BOARD**

6.01 Number and Composition. There shall be no less than four (4) nor more than seven (7) directors of the Board of Directors, the precise number to be fixed from time to time by the members. It is the intent of the MGWWC that the composition of the Board shall represent a diversity of technical skills to enable the Board to make informed, well-balanced decisions. The Board shall consist of elected directors and appointed advisory chairpersons and the County Master Gardener Coordinator or Extension service designee. Elected Directors and appointed Officers shall be voting members of the Board. The County Master Gardener Coordinator or Extension service designee shall be non-voting members of the Board. The elected Directors shall serve as the Executive Board. All members of the Board shall be the members at large who meet the requirements as set forth in Sections 6.03, 9.01 and 9.02 following.

6.02 Duties.

- (a) Subject to the provisions of the MNCA, as amended, the corporate duties of care and loyalty and all corporate powers shall be exercised and the business and affairs of the MGWWC shall be managed under the direction of the Board. The Board or designated Officer shall present reports of activities at monthly General Membership meetings. The Board shall have the power to create and oversee teams to plan and execute events and activities that further promote the purpose and mission of the MGWWC;
- (b) The Board shall not permit any part of the net earnings, capital or other property of the MGWWC to inure to the benefit of any director, officer, or other individual. However, the MGWWC may employ such person or persons, including officers, attorneys, agents and assistants, as it deems necessary or desirable for the administration and management of the MGWWC, and pay reasonable compensation for services performed and expenses incurred by such persons.

6.03 Qualifications. A director must be twenty-one (21) years of age or older, a full member in good standing with the MGWWC and a resident of the State of Michigan.

6.04 Expectation and Removal. Members of the Board are expected to support the objectives, goals, and mission of the MGWWC and to actively participate in the functions of the Board including meeting attendance, fundraising and special projects. Any member of the Board who engages in actions contrary to the interests of the organization may be removed from the Board upon the vote of at least two-thirds (2/3) of the directors at a regular Board meeting or any special meeting called for that purpose. Any director proposed to be removed shall be entitled to at least five (5) days actual notice in writing, of the meeting at which removal is to be voted on. Notice shall include the reasons for the proposed removal and such director shall be entitled to appear and be heard at the meeting.

6.05 Regular Meetings. Regular meetings of the Board shall be held at such time and place as established by the Board. At least six (6) regular Board meetings shall be held each year. Minutes shall be recorded at each regular meeting. In case of extraordinary circumstances, such as a pandemic, it may not be possible to hold in-person regular meetings. In such case, the Board meetings may be held electronically and/or the regular Board meetings requirement may be suspended by the Directors until circumstances allow resumption of a more normal meeting schedule.

6.06 Special Meetings. Special meetings of the Board may be called by the President or Secretary, upon written request of at least one fourth of the voting members of the Board, at a reasonable time and place. Minutes shall be recorded at each special meeting.

6.07 Attendance. Elected and appointed members of the Board shall be required to attend a minimum of 75% of all Board meetings. Failure to meet this requirement could result in removal action being conducted against such person. Any board member who absents him/herself from three (3) consecutive Board meetings, without notice, shall cease to be a member of the Board, at the discretion of a majority of the remaining Board members and Section 6.04 of these Bylaws.

6.08 Meeting by Telephone or Similar Equipment. A director may participate in a meeting by conference telephone, electronic communications or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting under this Section 6.08 constitutes a director being present at a meeting.

6.09 Voting and Quorum. Each director shall be entitled to one vote for a Board action. A majority of the directors then in office plus the Master Gardener Coordinator constitutes a quorum for the transaction of business at any meeting of the Board unless otherwise provided in these Bylaws. The acts of a majority of the Directors present at a meeting as provided in Section 6.08 where a quorum is required shall constitute authorized actions of the Board.

6.10 Consent to Corporate Actions. Any action required or permitted to be taken by authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. For purposes of this Section 6.10, consent communicated via electronic means such as facsimile, email or digital format document shall constitute written consent. Written consents shall be filed with the minutes of the Board's proceeding.

6.11 Policies and Procedures. The Board shall adopt from time to time such policies and procedures as may be required or desirable for the governance of the MGWWC. Such policies or procedures may include, but are not limited to, policies or procedures relating to conflict of interest, discrimination, whistleblower and record retention.

6.12 Compensation. Members of the Board shall not receive any compensation for their services as members of the Board or as Officers, but may be reimbursed for reasonable expenses if approved by the Board; provided that nothing herein contained shall be construed to preclude any member of the Board from serving the MGWWC in any other capacity and receiving compensation therefore, subject to the provisions of Section 15.05 and Article XVI below.

6.13 Chairperson. All meetings of the Board and General Membership shall be presided over by the President. If the President is unable to serve then the Vice-President, followed by the Secretary then Treasurer or, in their absence the chairperson chosen by the Board, shall preside.

6.14 Master Gardener Coordinator. The Master Gardener Coordinator shall be a standing, nonvoting member of the Board. The Master Gardener Coordinator shall be counted in determining the presence of a quorum.

## **ARTICLE VII - OFFICERS**

7.01 Number and Qualification. The officers of the MGWWC shall be elected by the Membership and shall consist of a President, a Vice-President, a Secretary and a Treasurer. Other officers may be appointed by the Board as deemed necessary. Officers must be full Members of the MGWWC and residents of the State of Michigan.

7.02 Elections and Term of Office. Elections shall be held annually, with the election, alternating between President and Treasurer on even numbered years and Vice-President and Secretary on odd numbered years. Appointed officers shall serve a one year term or to the end of the calendar year, whichever is shorter. Term of Office begins on January 1 and ends on December 31.

- a) Nominations may be submitted in written or verbal form prior to and during the November General Meeting;
- b) Only those persons who have indicated their consent to serve if elected or appointed shall be nominated for office or other positions; and
- c) Results of elections shall be announced at the November General Meeting. Winners shall be determined by a majority of the votes received. Ties shall result in a new vote conducted at the December Meeting.

7.03 Removal. Any Officer or agent elected or appointed by the Board may be removed by the affirmative vote of a majority of the members of the Board at any regular or special meeting called for that purpose with or without cause whenever in its judgment the best interests of the MGWWC would be served thereby. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which removal is to be voted on and shall be entitled to appear and be heard by the Board at such meeting.

7.04 Resignation. Any Officer may resign at any time by providing written notice to the Board. The resignation will be effective on receipt of the notice or at a later time as designated by the notice.

7.05 Vacancies. A vacancy in any office may be filled at any meeting of the Board for the unexpired portion of the term of such office by a majority of the directors then in office, although less than a quorum.

7.06 Surrender of Materials. All Officers who fulfill their term or vacates office prior to the end of term shall surrender all materials associated with and accrued by said person while in office, within two (2) weeks of vacating or term ending.

7.07 Contractual Interest. No officer shall have an interest, directly or indirectly, in any contract relating to the operations conducted by the MGWWC. Exceptions include:

- a) Such contract is for furnishing services or supplies to the MGWWC and is approved by the Board;
- b) Such contract is authorized by a majority of the Officers present in a meeting at which the presence of such Officer is not necessary for its authorization and the fact and nature of the Officer's interest is fully disclosed or known to the Officers voting on the authorization of the contract; and
- c) No Officer with a contract with the MGWWC may vote on any matter which involves that contract, or which gives the appearance of being a conflict of interest. Conflict of Interest shall be determined by the Board in accordance with the MGWWC's Conflict of Interest Policy (see Policies and Procedures).

7.08 President. The President shall preside over meetings of the General Membership and the Board; shall appoint Standing Committee Chairpersons with Board approval, on an annual basis; remove any Committee Chairperson with Board approval; work with Treasurer on annual budget; oversee execution of these Bylaws, policies and procedures in order that the purpose, mission and goals of the MGWWC are served.

7.09 Vice-President. The Vice-President shall:

- a) Perform the duties of the President in the event of his/her absence and such duties of other officers in their absence;
- b) Serve as ex-officio member on all committees;
- c) Oversee an annual audit of MGWWC accounts and records with the Treasurer and, as needed, periodic review by a CPA. Results reported in discussion with the board.
- d) Shall manage, coordinate, support and recruit Committee Chairpersons; and
- e) Perform such other duties as assigned by the Board.

7.10 Secretary. The Secretary shall:

- a) Shall perform the duties of President in the event President and Vice-President are absent;
- b) Keep minutes of all meetings of the Board and when required General Membership Meetings;
- c) Be responsible for providing notice to each Officer of all meetings as required by law, the Articles or these Bylaws;
- d) Provide highlights of Board meeting minutes for publication on website. Financial information is to be removed;
- e) Keep a register containing the address of each Officer as provided by those individuals;
- f) Attend to all correspondence of the MGWWC as requested by the Board;
- g) Maintain a complete, current and accurate register of the Members of the MGWWC;
- h) Oversee regular review, no less than once every three (3) years, of these Bylaws and recommend any possible changes or modifications to the Board;
- i) Maintain complete files of minutes, attendance, ballots and correspondence; and
- j) Perform all duties incident to the office of Secretary, or any other duties signed to the Secretary from time to time by the Board or the President.

7.11 Treasurer. The Treasurer shall:

- a) Perform the duties of President in the event the President, Vice-President and Secretary are absent;
- b) Have charge and custody over all the funds and securities of the MGWWC;
- c) Receive and issue receipts for any money due and payable to the MGWWC;
- d) Disperse funds as approved by Board;
- e) Be authorized to pay budgeted expenditures, including liability insurance for members;
- f) Be authorized to pay unbudgeted expenditures to not exceed \$100.00 without Board approval;



- g) Report to the Board at each meeting and as otherwise needed regarding financial records, financial status and other matters within the responsibility of the office;
- h) Exhibit financial records and documentation to Board members;
- i) Provide and present the Board with an annual budget;
- j) Provide the Board with an annual financial report which shall be subject to independent audit at the direction of the Board;
- k) Attend to required or necessary annual MGWWC reports with the State of Michigan, tax returns or reports and related documentation;
- l) Assure that accurate books and records are kept of corporate receipts and disbursements;
- m) Cooperate with Vice-President to conduct a third-party audit; if necessary; If questioned by Board members or majority of the members; and
- n) Perform all duties incident to the office of Treasurer or any duties designated from time to time by the Board or President.

## **ARTICLE VIII – COMMITTEES**

8.01 General Powers. The Board may designate one or more committees in addition to those specified in this Article VIII. Each committee is to consist of a Committee Chairperson and a member at large and such other persons as the Board deems appropriate. The committee and its members shall thereafter serve at the pleasure of the Board. Committee Chairs shall be appointed by the President with the approval of the Executive Board. No committee of the Board, including those committees specified in this Article VIII, shall have the power or authority to:

- a) Amend the Articles;
- b) Approve the dissolution, merger or consolidation, or to pledge or transfer all or substantially all of the assets of the MGWWC;
- c) Amend the Bylaws; and
- d) Fill vacancies on the Board or committees.

8.02 Standing Committees. Except as specifically provided elsewhere in these Bylaws, the President, subject to Executive Board approval shall appoint the Chairperson to each of the standing committees on an annual basis:

8.03 Standing Committee Chairperson. Each Chairperson shall:

- a) Be a voting non-elected member of the Board;
- b) Is responsible for preparing and submitting an annual budget to the Treasurer by a date determined by the Board;
- c) Is responsible for maintaining his/her approved budget; and
- d) Is responsible to support the purposes and mission of MGWWC.

8.04 Attendance. All Chairpersons must attend a minimum of 75% of all general membership meetings and 75% of all Board meetings. Failure to meet this requirement could result in that person's removal as Chairperson. A Chairperson who shall absent him/herself from three (3) consecutive Board meetings without notice, shall cease to be a Chairperson at the discretion of the Executive Board.

8.05 Meetings. Committees shall meet at least once per year. Minutes shall be recorded at each committee meeting and shall be presented to the Secretary of the Board.

## **ARTICLE – IX - MEMBERS**

9.01 Eligibility for Membership. To be eligible for Full Membership in the MGWWC, an individual must satisfy the following requirements: completion of the Master Gardener training course offered by Michigan State University Extension (MSUE) and completion of all education and annual recertification requirements. To be eligible for Provisional Membership in the MGWWC, an individual must satisfy all the requirements for a Full Membership, other than the prior completion of the required certification requirements. Full, and Provisional and Adjunct members may be collectively referred to as 'Members'.

9.02 Full Membership. Individuals having successfully completed the Michigan Master Gardener course, the individual volunteer requirements and who have received certification through the Michigan Master Gardener Program are eligible for Full Membership with voting privileges upon payment of annual dues. To remain eligible for Full Membership rights, the Master Gardener must annually complete the current state recertification requirements. Full Memberships are non-transferable.

9.03 Provisional Membership. Individuals who have successfully completed the Michigan Master Gardener course, but have not completed the individual volunteer requirements are eligible for Provisional Membership upon payment of annual dues. Upon receiving Master Gardener certification as outlined in the Master Gardener Certification Policy a Provisional Member shall be eligible for Full Membership. Provisional Members cannot vote in elections. Provisional Members may participate in those Master Gardener projects that are appropriate to their skill level and under MGWWC supervision. Provisional Memberships are non-transferable.

9.04 Adjunct Membership: Individuals who are not certified Master Gardeners or to whom the Provisional Membership does not apply but wish to attend meetings and participate in programs

are eligible for Adjunct Membership upon payment of annual dues. Adjunct Members cannot vote in elections. Adjunct Members may participate in Master Gardener projects, but only with MGWWC supervision and are prohibited from giving gardening advice to the general public as a MGWWC representative. Adjunct Membership dues are the same as those of Full Memberships. Adjunct Memberships are non-transferable.

9.05 Compliance. All members must comply with these Bylaws, policies and procedures of the MGWWC as set by the Board and adopt the Michigan State University Extension Master Gardener Volunteer Policy Statement as set herein.

9.06 Membership Dues. The Board shall establish the annual dues for Membership of the MGWWC. The billing and collection of dues shall be in a manner prescribed by the Board. All dues are paid on a calendar year basis and non-refundable.

9.07 Termination of Membership. Membership may be terminated by a member upon submission of a written resignation to the MGWWC or by the Board on the occurrence of any of the following events:

- a) Failure to pay dues within forty-five (45) days after written notice of payment due; October meeting. Dues collected October through January 31<sup>st</sup> will apply to the next calendar year. Any payments received after January 1<sup>st</sup> will only apply to current calendar year.
- b) Failure to satisfy the requirements of Section 9.01 of this article; and
- c) Failure to follow all provisions of these Bylaws.

9.08 List of Members. The Membership Committee Chair of the MGWWC shall keep a complete list of the Members and provide regular updates to the Executive Board.

9.09 Property. No property rights shall accrue to any Member or person and no incorporator or Members shall be responsible for, or individually liable for, any debts or obligations of the MGWWC.

9.10 Open to All. The MGWWC is open to all who meet the requirements of Sections 9.01, 9.02, 9.03 and 9.04 without regard to race, color, national origin, gender, gender identity, religion, age, height, weight, disability, political beliefs, sexual orientation, marital status, family status or veteran status. This policy shall follow the policies of Wayne County, the Constitution of the State of Michigan and the Constitution of United States of America.

## **ARTICLE X - MEETINGS**

10.01 Frequency. General membership meetings will be held at least once each calendar month from January through May and September through December. The meeting date and time shall be determined at least 30 days in advance by the Board. General membership meetings may be opened to the general public at the discretion of the Board. In case of extraordinary

circumstances, such as a pandemic, it may not be possible to hold in-person regular meetings. In such case, the general membership meetings may be held electronically and/or suspended until circumstances allow resumption of a more normal meeting schedule. When possible, monthly educational speaker presentations will be provided to members.

10.02 Voting. A majority of members in attendance shall rule at all meetings requiring a vote by the members of the MGWWC. Each member who meets the requirements of Sections 9.01 and 9.02 shall have the right to one vote in Executive Office elections and elections concerning changes in the Bylaws and other matters deemed appropriate by the Board. In the event of a tie, the President or presiding Chairman shall cast the deciding vote. In case of extraordinary circumstances, such as a pandemic, it may not be possible to hold in-person meetings. If such a condition exists when an annual election is to be held, the Directors may conduct a virtual election by sending an informational email and virtual ballot to the known email address of each current member. Members may send an email vote, by an established deadline, to an email address to be determined by the Directors. Election results will be announced to members by email on a timely basis.

10.03 Special Membership Meetings. Special membership meetings may be called, upon a majority vote of the Board.

## **ARTICLE XI – CORPORATE ACTIONS**

11.01 Membership Applications. Membership applications and annual dues for all members shall be payable to the MGWWC and remitted in accordance with the method as determined by the Board.

11.02 Expenditures. Authorized expenditures shall be those deemed necessary to allow the board to function with ease and efficiency. Budget approval shall be by majority vote of the Board.

11.03 Corporate monies. Any member having in his/her possession money belonging to the MGWWC shall remit this amount to the Treasurer at the earliest possible time.

11.04 Contracts. The Board may authorize any officer or agent of the MGWWC to enter into any contract or execute and deliver any instrument on behalf of and in the name of the MGWWC and such authority may be general or confined to specific instances.

11.05 Check and Drafts. All checks, drafts, orders for payment of money, notes, or other evidences of indebtedness issued in the name of the MGWWC shall be signed by the Treasurer or an authorized signer on the account.

11.06 Deposits. Any funds of the MGWWC not being used in any other manner for the benefit of the MGWWC shall be deposited to the credit of the MGWWC in any such banks, trust companies or other depositaries the Board may select.

11.07 Loans. No loan shall be contracted on behalf of the MGWWC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

11.08 Bank Accounts, Minutes and Records. Except as otherwise provided by law, the MGWWC:

- a) Shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by a committee of the Board exercising the authority of the Board on behalf of the MGWWC;
- b) Shall maintain appropriate accounting records;
- c) Shall keep a copy of the following records at its principal office:
  - i. The Articles or Restated Articles as amended;
  - ii. The Bylaws or Restated Bylaws, as amended;
  - iii. A copy of the MGWWC's IRS Form 1023 Application for Tax Exempt Status and application narratives, attachments, amendments, as well as IRS prosecution letters and the MGWWC's responses to the prosecution letters in connection with its Form 1023 application;
  - iv. A copy of the MGWWC's IRS Determination Letter granting 501(c)(3) Tax Exempt Status;
  - v. The MGWWC's financial statements for the past three (3) years;
  - vi. The MGWWC's tax returns (IRS 990 or other tax filings required by applicable law and regulation) for the past seven (7) years;
  - vii. A list of the names and addresses of the current Executive Board members of the MGWWC; and
  - viii. The MGWWC's most recent annual report delivered to the State of Michigan.

## **ARTICLE XII – REPRESENTATIVES AND AGENTS**

12.01 Appointment of Agents. Representatives and Employees. The Board may appoint such other agents and representatives with authority to perform such acts or duties on behalf of the MGWWC as the Board may from time to time delegate, so far as may be consistent with the Articles of Incorporation, Bylaws and permitted law.

12.02 Compensation. Subject to Section 6.02(b) of these Bylaws, the Board or the Executive Board shall establish salary ranges and guidelines for other compensation for the employees, representative and agents of the MGWWC. When authorized by the Board, a person may be reasonably compensated or reimbursed for services rendered to or monies paid on behalf of the MGWWC as an employee, agent or independent contractor.

### **ARTICLE XIII – FISCAL YEAR**

13.01 Fiscal Year. The MGWWC’s fiscal year shall begin on the first day of January and end on the 31st day of December of each and every year.

### **ARTICLE XIV - INDEMNIFICATION**

14.01 Indemnification: Third Party Action, Action By or In Right of the MGWWC. The MGWWC shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened action or suit by or in the right of the MGWWC to procure a judgment in its favor by reason of the fact that he or she is or was an officer, employee, volunteer or agent of the MGWWC, against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to be the best interests of the MGWWC or its members and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the MGWWC unless and only to the extent that the court in which such action or suit was brought shall determine

upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

14.02 Insurance. The Board may, in the exercise of its discretion, from time to time authorize by resolutions duly adopted, purchase and maintain insurance on behalf of any person who is an officer, employee, volunteer or agent of MGWWC against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the MGWWC would have power to indemnify him or her against such liability under Section 14.01 of this Article.

### **ARTICLE XV – AUTHORITY, LIMITATIONS ON AUTHORITY AND PROHIBITIONS**

15.01 Prohibition against Sharing in Corporate Earnings. No officers, employee or any other person connected with the MGWWC or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the MGWWC, provided that this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the MGWWC in effecting any of its purposes as shall be fixed by the Board;

and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the MGWWC.

15.02 Investments. The MGWWC shall have the right to retain all or any part of the securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restrictions, provided however, that no action shall be taken by or on behalf of the MGWWC which would jeopardize the MGWWC's tax exemption under Section 501 of the Code and its regulations as they now exist or as they may hereafter be amended or if such action is prohibited by these Bylaws.

15.03 Maintenance of Exempt Status. Notwithstanding any other provision of these Bylaws, no officer, employee or representative of the MGWWC shall take any action or carry out any activity by or on behalf of the MGWWC not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

15.04 Limitations on Activities. No part of the activities of the MGWWC shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the MGWWC operate as a social club.

15.05 Contracts with Officers. No officer shall have an interest directly or indirectly in any contract relating to the operations conducted by the MGWWC, or in any contract for furnishing services or supplies to the MGWWC, unless such contract is authorized by a majority of the officers present in a meeting at which the presence of such officer is not necessary for its authorization, and the fact and nature of the officer's interest is fully disclosed or known to the officers voting on the authorization of the contract. No officer with a contract with the MGWWC may vote on any matter which involves that contract or which gives the appearance of being a conflict of interest. Conflict of Interest shall be determined by the Board in accordance with the MGWWC's Conflict of Interest Policy.

## **ARTICLE XVI - MISCELLANEOUS**

16.01 Amendments. These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of at least two-thirds (2/3) of the voting members at any general meeting or special meeting if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting. In case of extraordinary circumstances, such as a pandemic, it may not be possible to hold in-person meetings. If such a condition exists when ByLaws revisions are advisable, the Directors may conduct a virtual meeting by sending an informational email to the known email address of each current member. Members may send an email approval or rejection of proposed change(s), by an established deadline, to an email address to be determined by the Directors. Timely results will be announced to members by email. Note: Member approval is not required to make incidental clerical changes/corrections.

16.02 Privacy. Any and all personal information gathered by the MGWWC from its members shall be used solely and discreetly by MGWWC to conduct day-to-day business. No information shall be sold or given freely to outside individuals or organizations.

16.03 Discrimination. The MGWWC and its programs and materials shall be open to all without regard to race, color, national origin, gender, gender identity, religion, age, height, weight, disability, political beliefs, sexual orientation, marital status, family status or veteran status. This policy shall follow the policies of Wayne County, the Constitution of the State of Michigan and the Constitution of United States of America.

16.04 Parliamentary Authority. These Bylaws shall govern the operation the MGWWC and its members. Board meetings shall be conducted in accordance with Robert's Rules of Order.

16.05 Bylaws Amendments/Repeal. These Bylaws may be amended or repealed by the General Membership by a two-thirds (2/3) vote of the members present at a General Membership meeting, provided that notice of the proposed amendment is made at the previous General Membership meeting and posted on the official website, [www.mgwwc.org](http://www.mgwwc.org). Prior to the general meeting in which a Bylaws vote is to be held, proxies shall be accepted, provided said proxy is given directly to a Board member. Amendments may be proposed by the Board or the General Membership.

## **ARTICLE XVII - DISSOLUTION**

17.01 Dissolution. The MGWWC shall be dissolved and its affairs wound up on the first to occur by (a) the affirmative vote of at least two-thirds (2/3) of the general membership at a regular membership meeting; or (b) by the entry of a decree of judicial dissolution. On the dissolution of the MGWWC, the Board shall promptly commence the winding up of the MGWWC's business and affairs pursuant to and in accordance with the Act. The dissolution of the MGWWC shall be in compliance with all applicable federal, state, and local laws, the MGWWC shall be liquidated.

17.02 Distribution of Assets upon Dissolution. As indicated in 15.01 in the Articles of Incorporation, upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code.