

Friends of Novi Parks By-Laws

Article 1: Name

The name of the organization shall be Friends of Novi Parks.

Article 2: Purpose

The purpose of Friends of Novi Parks is to support the acquisition, protection, and development of parks and open spaces within the City of Novi, and educational activities related to Novi parks.

Article 3: Organization

- A) Friends of Novi Parks is incorporated on a non-stock basis, with no real property or personal property assets.
- B) Friends of Novi Parks is to be financed by membership dues and donations.
- C) Friends of Novi Parks is organized on a directorship basis.

Article 4: Registered Office

The registered office of Friends of Novi Parks is:

Friends of Novi Parks
PO Box 123
Novi, MI 48376-0123

Article 5: Incorporators

Article 6: Membership

- A) Membership in Friends of Novi Parks shall be open to anyone who registers as a member and pays dues, regardless of race, sex, creed, age, color, or national origin.
- B) Dues and lengths of memberships shall be set by majority vote of the board of directors.
- C) General membership meetings shall be held at least once each year.
- D) Times and locations of general membership meetings shall be set by the board of directors and announced by mail or email prior to the meeting.
- E) A quorum for a general membership meeting shall consist of 10% of the general membership.
- F) Each member has one vote and must be present to vote.
- G) Meetings shall be conducted according to standard parliamentary procedure.

Article 7: Board of Directors

- A) There shall be four directors on the board: the president, vice president, secretary, and treasurer. Each shall be a voting member of the board.

- B) The corporation is organized on a directorship basis. The function of the board shall be to establish policy and make financial decisions for the corporation.
- C) The board shall meet at least quarterly, more often according to need.
- D) Meetings of the board may be called by any board member. Regular meeting dates shall be announced in advance, but special meetings may be arranged at short notice.
- E) All board meetings shall be open to the general membership although only the directors may vote.
- F) A quorum shall consist of three board members.
- G) Decisions at board meetings shall be by majority vote of those present. In the event of a matter requiring immediate attention a telephone poll of board members may be conducted with the decision requiring a majority of the entire board.
- H) No remuneration shall be given to board members for services, although expenses may be paid.

Article 8: Election of the Board of Directors and Officers

- A) Directors shall be elected by plurality vote of the general membership at the annual meeting. Each of the four directors shall have and carry out an office. The directors will choose the officers at the first board meeting.
- B) Friends of Novi Parks members who reside in the city of Novi shall be eligible for nomination as directors.
- C) Directors shall serve for two years. Membership terms shall be staggered.
- D) At its option the board may name a nominating committee or serve as the nominating committee; in either event additional nominations may be made from the floor at the annual meeting. In the absence of actions by the board, nominations will be accepted from the floor at the annual meeting.
- E) Any director may be removed by a 2/3 vote of the general membership, provided a motion for removal is mailed or emailed at least two weeks prior to the meeting.
- F) Should a director leave office during his or her term, the remaining members of the board may name a replacement barring an objection from a majority of general membership when notified by mail or email. A replacement member to serve out the term shall be elected by a plurality vote of the membership at the next general membership meeting.

Article 9: Officers' Duties

- A) The president, vice president, secretary, and treasurer shall serve two years. The president shall not serve more than two consecutive terms.
- B) The president shall be responsible for acting as public representative of Friends of Novi Parks, for calling meetings, for chairing meetings, and their duties.
- C) The vice president shall have the power to perform duties that may be assigned by the president. The vice president will preside over meetings n the event the president is absent or unable to perform his or her duties.
- D) The secretary shall be responsible for recording all votes and minutes at meetings, for society correspondence, keeping a list of current members, and providing the membership with an annual report summarizing activities.
- E) The treasurer shall be responsible for collecting dues, gifts, and contributions, keeping accounts, disbursing monies, and providing an annual financial statement.

Article 10: Committees

Committees for specific purposes may be appointed by the board o r by the president with the consent of the board.

Article 11: Activities

- A) Activities undertaken by or in the name of Friends of Novi Parks, such as publications, grant proposals, and solicitation materials, shall be approved by the board.
- B) Contracts and Conveyances. The board of directors may authorize any director or directors, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to execute any contract, conveyance, or other instrument on behalf of the corporation, or may ratify or confirm any execution.
- C) The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the corporation.
- D) The Friends of Novi Parks shall not contribute to political candidates or parties.

Article 12: Budgets

The fiscal year for Friends of Novi Parks will be from January 1 to December 31.

Article 13: Indemnification

- A) Nonderivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or

investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of no contest or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

- B) Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.
- C) Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections A or B of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees)

incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

- D) Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section C of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.
- E) Determination That Indemnification Is Proper. Any indemnification under section A or B of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections A or B, whichever is applicable. Such determination shall be made in any of the following ways:
- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
 - (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
 - (c) By independent legal counsel in a written opinion.
 - (d) By the members.
- F) Proportionate Indemnity. If a person is entitled to indemnification under sections A or B of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- G) Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections A or B of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- H) Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other

rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

- I) Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.
- J) Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- K) Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.
- L) Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

Article 14: Location

Friends of Novi Parks will maintain a mailing address within the city of Novi.

Article 15: Amendments

Amendments to these by-laws shall be made by a 3/4 vote of the board of directors.

Article 16: Dissolution

- A) Friends of Novi Parks may be dissolved by a 3/4 vote of the board of directors.
- B) Should Friends of Novi Parks be dissolved for any reason all assets remaining after all debts have been paid shall be donated to one or more tax exempt organizations qualifying under the

section 501 (c) (3) of the Internal Revenue Code, and selected by a 3/4 vote of the board of directors.