

BYLAWS
OF
Friends of the Ore Dock BotEco Center

ARTICLE I
CORPORATION and PURPOSE

1.1 INCORPORATION

The name of this corporation is Friends of the Ore Dock BotEco Center. The corporation is organized and operated exclusively for nonprofit purposes and shall hereinafter be referred to as “Friends”.

1.2 PLACE OF BUSINESS

The corporation shall have its principal place of business in Marquette, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 PURPOSES

The purposes for which the corporation is organized are as follows:

- A. The corporation is organized exclusively for charitable, educational, and scientific purposes, including:
 - 1) To provide and maintain year round indoor gardens for educational and health enhancement purposes for the general public and for scientific study.
 - 2) To provide research and educational facilities and programs for the advancement of Great Lakes ecology and habitat now and for future generations, both locally and far-reaching, for the general public, particularly school age children, and for academia.
 - 3) To provide public spaces for educational and recreational purposes, including but not limited to sharing of and advancement of sciences, arts, and ethnic celebrations.
 - 4) To provide historical preservation of and education about the ore dock in Marquette, Michigan’s lower harbor.
 - 5) To raise donations and other funding for the above.
- B. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the Corporation.
- C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

1.4 NONPROFIT OPERATION

The corporation shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501 (c)(3) of the Code as a nonprofit corporation. No Director of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any trustee, Director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II

PARTICIPATION

2.1 CONDITIONS

All conditions of Participation in the Friends shall be determined by and control of the Board of Directors. All participants shall be bound by the Friends Bylaws.

ARTICLE III

BOARD OF DIRECTORS

3.1 BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors which is the governing body of the corporation. The corporation is organized on a non-stock, Directorship basis and, except as otherwise provided by law, all matters which are subject to membership, vote or other action in the case of a Michigan nonprofit membership corporation, shall be approved by action of the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.

3.2 NUMBER AND SELECTION OF DIRECTORS

The Board of Directors shall consist of not less than seven (7) or more than thirteen (13) persons, as the Board of Directors shall from time to time determine. The first Board of Directors shall be appointed by the incorporator of the corporation named in the Articles of Incorporation, and thereafter shall be elected by the Board of Directors and vacancies shall be filled in the manner specified in Section 3.4 below. Directors shall serve for three (3) year terms, except the term of office for each Director may be staggered and determined by the incorporator. Directors in office may be reelected for two additional three (3) year terms, and shall thereafter be ineligible for a period of one year for reelection to the Board.

3.3 REMOVAL

Any Director may be removed from office with or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office.

3.4 VACANCIES

Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining Directors although less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired portion of the term. Directors shall submit to the Board a recommended candidate to fill any vacancy occurring between annual meetings. This shall be done within 62 days of the resignation. Any Director may resign by submitting written notice of resignation to the Secretary.

3.5 ANNUAL MEETING

Attendance of the annual meeting of the Board of Directors shall be required, unless formally excused, and held at such place, date and hour as the Board of Directors may determine from time to time. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the Directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

3.6 REGULAR AND SPECIAL MEETINGS

A minimum of four (4) regular meetings of the Board of Directors may be held at such times and places as the Directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the Directors. Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any two (2) Directors. Special meetings of the Board of Directors may be called by or at the request of the President or twenty (20) percent of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix the time and place, for a special meeting of the Board. Each member of the Board of Directors shall attend at least three fourths ($\frac{3}{4}$) of the meetings of the Directors per year. A Director who fails to attend at least three fourths ($\frac{3}{4}$) of the meetings of the Board per year will, upon majority vote of the Board, relinquish his or her Directorship, and a vacancy will be declared.

3.7 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS

Written notice of the time and place of all meetings of the Board shall be given to each Director at least three (3) days before the date of the meeting, either personally or by mailing such notice to each Director at the address designated by the Director for such purposes, or if none is designated, at the Director's last known address. Notices of special meetings shall state the

purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting.

3.8 QUORUM AND VOTING REQUIREMENTS

A majority, defined as more than half, of the Directors then in office or a majority of any committee appointed by the Board constitutes a quorum for the transaction of business. The vote of a majority of the Directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

3.9 POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon of trustees of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

3.10 COMPENSATION

Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 5.1 nor shall it prevent the Board of Directors from providing the reasonable compensation to a Director for services which are beyond the scope of his or her duties as Director or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director.

3.11 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS

The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

3.12 EMPLOYEES

Any staff, such as an Executive Director or other paid staff, hired by the Corporation will be subject to the conditions set forth by the Board of Directors and must follow the employee Policy and Procedures manual as well as the labor laws of the State of Michigan and any other applicable statute.

ARTICLE IV OFFICERS

4.1 OFFICERS

The officers shall be a President, a Vice President, a Secretary and a Treasurer.

4.2 ELECTION AND TERM OF OFFICE

All officers shall be elected for a term of one (1) year (or until their successors have been elected), with the possibility of two (2) consecutive terms, by the Board of Directors at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two (2) or more officers.

4.3 REMOVAL

Any officer may be removed, with or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

4.4 VACANCIES

In the event of the death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected. Any officer may resign at any time by giving written notice to this corporation. The resignation shall take effect on the date of receipt of such notice or at any later time specified by the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

4.5 PRESIDENT

The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents, and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

4.6 VICE PRESIDENT

The Vice President shall have such duties as determined from time to time by the Board of Directors or the President. The Vice President shall perform the duties of the President in the President's absence.

4.7 SECRETARY

The Secretary shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

4.8 TREASURER

The Treasurer shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

ARTICLE V INDEMNIFICATION

5.1 OFFICERS AND DIRECTORS

Each person who is or was a trustee, Director, officer or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as a trustee, Director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

5.2 VOLUNTEERS

The corporation assumes the liability for all acts or omissions of a non-Director volunteer, provided that:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. The volunteer was acting in good faith;
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional tort; and

5. The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

ARTICLE VI MISCELLANEOUS

6.1 EXECUTIVE COMMITTEE

The Board of Directors shall annually appoint an Executive Committee of not less than five (5) members of the Board of Directors. All officers and the immediate past President shall be members of this committee. The Executive Committee shall exercise general supervision of the affairs of the corporation and may authorize, subject to Board ratification, all required corporate actions. The Executive Committee shall also exercise those powers as set forth specifically in these Bylaws. The Executive Committee shall meet at such times and places as shall be designated by the President of the Board of Directors. Special meetings may be called by any member of the committee by giving written notice thereof to the other members. The committee shall keep regular minutes of its proceedings and report the same from time to time to the Board. A majority of the members of this committee shall constitute a quorum for the transaction of business by the committee. A majority vote by the Executive Committee, then in office, shall be required for any action of the Executive Committee.

6.2 OTHER COMMITTEES

Other committees may be designated by resolution adopted by the Directors present at a meeting at which a quorum is present, or may be appointed at any time by the President. The said committees shall consist of at least two (2) Board members. The committees shall keep regular minutes of their proceedings and report the same from time to time as the Board may require. They shall meet at the times and places designated by the committee President.

6.3 CERTIFIED PUBLIC ACCOUNTANT

The Board of Directors shall annually appoint a certified public accountant and/or firm of certified public accountants to provide audited financial statements every year in which an audit is required by the State of Michigan.

6.4 COUNSEL AND AGENTS

The Board of Directors from time to time may appoint legal counsel or other agents as deemed appropriate.

6.5 FISCAL YEAR

The fiscal year of the corporation shall be March 31st through April 1st.

6.6 AMENDMENT TO THE ARTICLES OF INCORPORATION

Proposed amendments to the corporation's Articles of Incorporation must be submitted in writing to the Directors at least one (1) month in advance of the annual meeting of the Directors or any special meeting of the Directors called for such purpose. The vote of two-thirds (2/3) of

the Directors then in office shall be required to adopt an amendment to the Articles of Incorporation.

6.7 AMENDMENTS TO BYLAWS

These bylaws may be revised, amended or repealed in whole or in part. Proposed changes to the bylaws must be submitted in writing to the Directors at least one (1) month in advance of the annual meeting of the Directors or any special meeting of the Directors called for such purpose. The vote of two-thirds (2/3) of the Directors then in office shall be required to amend the bylaws of the corporation. No action or amendment shall be taken which in any way adversely affects the corporation's qualification as a tax exempt organization under Section 501 (c)(3) of the Internal Revenue Code as it now exists or may hereafter be amended.