

**BYLAWS  
OF  
*Develop Iosco*  
A MICHIGAN NOT-FOR-PROFIT CORPORATION**

**ARTICLE I  
NAME, OFFICES**

Section 1.1 Name. The name of the corporation is Develop Iosco.

Section 1.2 Offices. The address of the initial resident agent of the corporation in the State of Michigan is set forth in the Articles of Incorporation as MSU Extension/Iosco County 420 W. Lake St., PO Box 599, Tawas City, MI 48764. The Board of Directors may, from time to time, establish additional offices for the corporation within the State and may designate a different registered office in the State; provided, however, that any such designation of a different registered office shall become effective only upon the filing of a statement of such change with the State of Michigan as required by law.

**ARTICLE II  
PURPOSE**

Section 2.1 General Purpose. The general purpose of this Corporation is to promote community and economic development and the growth of Iosco County and/or the multi-county area surrounding Iosco County in the State of Michigan. Recognizing the inseparability of healthy community, environment and economy, the corporation will support and conduct economic development activities in furtherance of sound community and environmental policies.

Section 2.2 Not-for-Profit Operation. The corporation shall be operated exclusively for the purposes of community and economic development as a not-for-profit corporation, and may receive and administer funds for these purposes. The Corporation shall engage in any lawful trade or business which can, in the opinion of the Board of Directors, be advantageously pursued in connection with or auxiliary to the foregoing business, and to do so in accordance with standards set forth under Section 501(c)(3) of the Internal Revenue Service code.

Section 2.3 Allocation of Assets. The corporation may acquire, own, dispose of, and deal with real and personal property and interests therein and apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the corporation.

Section 2.4 Proscribed Operations. No director or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, member, officer, or any private stakeholder or individual. No substantial part of the activities of the corporation shall consist of engaging in 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 political office.

**ARTICLE III  
MEMBERSHIP**

Section 3.01 Members. There shall be two classes of membership in Develop Iosco. The first class of members shall be members of the Board of Directors, also referred to as "directors." The Board of Directors is the governing body of the corporation. Membership on the

Board of Directors for 'Private for profit and industry' seats, if any, requires nomination and election by the Board of Directors.

The second class of members shall be "general" members. Benefits accruing to general members, and dues or contributions required for membership shall be determined by the Board of Directors.

Membership to the Board of Directors for 'Public and non-governmental seats, if any, requires nomination and election by the general membership at the general membership annual meeting, subject to the provisions of the by laws, notably Sections 4.05, 4.06, 4.07 and 5.04.

General membership shall be open to all individuals and organizations which subscribe to, profess belief in and exhibit support of the mission of Develop Iosco.

Section 3.02 Annual Meeting. The general membership will have an annual meeting each year within four (4) months of the end of the fiscal year, called by the Board of Directors. The purposes of the meeting will be to review past and current finances, results and plans of action of the Board of Directors and any committees, and the nomination and election of candidates to fill such available seats as are filled by vote of the general membership under these by-laws. Notice may be by postal mail or electronic mail to the address of record last given by the member with five (5) working days advance notice (from local post time).

Section 3.03 Special Meetings. Special meetings of the general membership may be called by the Board of Directors with 72 hours advance notice (from local post time). Notice may be by postal mail or electronic mail to the address of record last given by the member.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 4.01 Function. All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

Section 4.02 Qualifications. Directors must be natural persons who are eighteen years of age or older and residents of the State of Michigan, and who pledge to abide by the covenants, principles and ethics prescribed by Develop Iosco. The Board of Directors may, from time to time, designate specific categories or classifications for inclusion on the Board, such as representation from specific industries, governmental bodies, etc. These classifications may be outlined in a Board Policies document.

Section 4.03 Number. The corporation shall have eleven (11) directors and not less than seven (7) directors at any time. The number of directors may be increased or decreased from time to time by vote of a majority of the full Board of Directors, but shall never be less than seven (7).

Section 4.04 Classification: Term. The directors shall be classified into three (3) classes, as nearly equal in number as possible. The first class of directors shall hold office until their successors are elected at the 1<sup>st</sup> annual meeting of directors, or 1<sup>st</sup> annual meeting of general membership for those directors chosen by general membership. The 2<sup>nd</sup> class shall hold office

until their successors are elected at the 2<sup>nd</sup> annual meeting of directors, or 2<sup>nd</sup> annual meeting of general membership for those directors chosen by general membership. The 3<sup>rd</sup> class shall hold office until their successors are elected at the 3<sup>rd</sup> annual meeting of directors, or 3<sup>rd</sup> annual meeting of general membership for those directors chosen by general membership. Thereafter, the terms of all directors shall expire at the 3<sup>rd</sup> annual meeting of the directors following their election. This allows for one-third of the directors to be elected annually, and establishes a three-year term. Directors will be limited to two consecutive terms, provided, that for the first and second class of directors, the initial short term will not be included in the calculation for term limits.

A decrease in the number of directors does not shorten an incumbent director's term. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor. A director elected to fill a vacancy created by an increase in the number of directors shall serve until the expiration of the terms of the other directors of the same class. Despite the expiration of a director's term, the director continues to serve until a successor is elected and qualified or until there is a decrease in the number of directors.

Section 4.05 Resignation of Directors. A director may resign at any time by delivering written notice to the Board of Directors, the President of the Board, or the Chief Executive Officer of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 4.06 Removal of Directors. A majority of the full Board of Directors may remove one or more directors with or without cause, provided that:

- (a) the notice of the meeting states the specific director sought to be removed; and
- (b) A separate vote is conducted for each director sought to be removed.

A Director will automatically be removed from office at the Directors' annual meeting if they have been absent for thirty-three percent or more of all Board of Director meetings since the last annual meeting. A Director shall also be removed from office after being absent from four consecutive regular Board of Director meetings. (However, the President may set aside such removal(s) if he/she has knowledge of extenuating circumstances.)

Any vacancy created by removal may be filled at the same meeting. Any director removed from office shall not be eligible to stand for election as a director until the next annual meeting of the Board of Directors. Any director removed from office shall turn over to the Board of Directors within 72 hours of such removal any and all records of the corporation in his or her possession.

Section 4.07 Vacancies. Whenever any vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, it may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, or by the sole remaining director, as the case may be.

Section 4.08 Compensation. The Board of Directors may not be compensated for their services as members of the Board. Board members may, however, be fairly compensated for services rendered to the organization outside the scope of their duties as Board members, provided that compensation is reasonable, and may be reimbursed for reasonable expenses actually and necessarily incurred in the performance of his or her duties as a Director.

Section 4.09 Board Meetings. The Board of Directors may hold regular or special meetings in or out of the County of Iosco. Meetings of the Board of Directors may be called by the President, the Chief Executive Officer, or a majority of the full Board of Directors. The annual meeting of the Board of Directors shall be held within four months of the close of each fiscal year of the corporation on a date and at a time and place designated by the Board of Directors, for the purpose of electing directors and officers and for the transaction of such other business as may come before the Board. Annual meetings will be open to attendance by general members. Once each calendar quarter the board of directors will hold a meeting open to attendance by general members.

A majority of the directors present may adjourn any meeting of the Board of Directors to another time and place. Notice to reconvene any such adjourned meeting shall be given to all directors who were not present at the time of the adjournment if such reconvening time, date and place had been decided at the time of adjournment.

The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meetings through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by these means is deemed to be present in person at the meeting.

Section 4.10 Action without a Meeting of Directors. Any action required or permitted to be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by the support of the majority with one or more written consents describing the action taken and signed by each director or committee member. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a vote at a meeting and may be described as such in any document.

Section 4.11 Notice of Board Meetings. Regular meetings of the Board of Directors shall be held at such time as the Board of Directors determines at its annual meeting. No further notice of the date, time, place or purpose of a meeting shall be required. Notice of each quarterly board meetings open to general members will be sent by electronic means, mail or phone to general members.

Special meetings of the Board of Directors must be preceded by at least 18 hours notice of the date, time and place of the meeting. Such notice may be oral notice if written or electronic notice is promptly sent thereafter. The notice need not describe the purpose of the special meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after such a meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place, date or time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 4.12 Quorum and Voting. A quorum of the Board of Directors consists of a majority of the number of directors as prescribed by these bylaws, then in office. If a quorum is present when a vote is taken, the affirmative prevailing vote of a majority of directors present is the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to

the action taken unless: (a) The director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting specified business at the meeting; or, (b) The director votes against or abstains from the action taken.

A member may execute a proxy form designating another board member who can deliver his/her vote if unable to be present, provided, the motion has been discussed at the previous meeting.

No director will engage in public dispute with or denigration of properly adopted board decisions.

Section 4.13 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 Boards of Trustees of nonprofit corporations, 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 entity, whenever the same shall be in the best interests of the Corporation and in furtherance of its purposes.

Section 4.14 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, any two officers may execute the instrument.

Section 4.15 Accounts. The Board of Directors can authorize its officers to establish such accounts as needed for the conduct of its business. These accounts will be established in federally insured institutions.

Section 4.16 Conflict of Interest. Each Board Member shall, in the course of a committee meeting or meeting of the Board of Directors, declare a Conflict of Interest when any action to be taken by the Board of Directors will in any way provide financial benefit to the director, his/her family members or place of business. Once a Conflict of Interest has been declared, the director shall refrain from discussion regarding the action and abstain from voting on the action. Conflict of Interest should also be disclosed whenever there is a possibility of any personal gain, financial or non-financial, may be had from an action taken by the Board of Directors. If the Board has acknowledged a conflict of interest by a Director, and said Director has been excused from discussion or voting on the action, the lack of a quorum by not more than one person shall not hinder, suspend or prevent the Board from conducting business as needed and/or scheduled on the matter concerning the issue where the interest has been acknowledged. If the Board has excused more than one but less than 50% of the full Board, the Board may conduct business if a quorum of 50% or more of the Board that has not been excused is present.

Any nominee for director whose participation on a public body precludes private corporate meetings or non-disclosure of corporate proceedings will be deemed to have an inherent conflict of interest and shall not serve as a director.

## **ARTICLE V COMMITTEES**

Section 5.01 General Powers. The Board of Directors may by resolution adopt/establish by a majority of the Board of Directors, an executive committee and one or more other committees each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no such committee shall have authority to (a) fill vacancies on the Board of Directors or any committee thereof, or (b) amend or repeal these bylaws. Each committee must have two directors who shall serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

The Board of Directors may also appoint general members to serve on any committee excluding the executive committee. General members shall have full voting rights on the committee(s) they serve on.

Section 5.02 Executive Committee. All officers of the Board of Directors comprise the executive committee. The Executive Committee will have all the powers and authorities of the board in management of the business and affairs of the corporation and exercise them subject to Section 5.01 of these By-Laws and any pertinent resolutions of the board between regular meetings of the board.

Section 5.03 Meeting notices, quorum and voting. The provisions of these bylaws which govern meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to any and all committees and their members as well.

Section 5.04 Nominating committee. The Board of Directors will establish a Nominating Committee each year, consisting of up to three (3) board members. The purpose of the nominating committee will be to recommend adoption by the Board of Directors of a slate of general member candidates for consideration of the general membership for nomination and election to the Board of Directors at the general membership annual meeting.

## **ARTICLE VI OFFICERS**

Section 6.1 Number. The corporation shall have (a) a President, (b) a Secretary, and (c) a Treasurer. These officers shall be chosen by the Board of Directors at each annual meeting of the Board, and shall serve until their successors are chosen and qualify. All other officers shall be chosen serve for such terms, and have such duties as may be determined by the Board of Directors. The Board of Directors may authorize a duly appointed officer to appoint one or more other officers or assistant officers and to prescribe their duties. Any person may simultaneously hold more than one office.

Section 6.2 President of the Board. The President of the Board shall preside at all meetings of the Board of Directors and perform other such duties such as may be prescribed by the Board of Directors, and exercise other authority and powers as may be authorized and granted by the Board of Directors.

Section 6.3 Executive Director. The Executive Director shall be the chief executive officer of the corporation, serving as an ex officio member of the Board of Directors. The Executive Director shall be in charge of the day-to-day active management of the business operations, staff and affairs of the Corporation. The Executive Director shall have the authority to employ as may be required within budget limitations and the directions and governance of the Board of Directors. The Executive Director shall attend all meetings of the Board of Directors unless expressly and specifically excused from attendance, and shall perform such other duties as may be prescribed by the Board of Directors.

Section 6.4 Secretary. The Secretary shall have custody of, maintain, and be responsible for authenticating, all corporate records except the financial records, shall prepare the notes of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6.5 Treasurer. The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at annual meetings of the Board of Directors and whenever else required by the Board of Directors or President, shall be responsible for authenticating all corporate financial records, and shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 6.6 Vice President. The Vice President, if one is elected, shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the President. The Vice President shall also perform whatever duties and exercise whatever powers the Board of Directors may, from time to time assign to such office. If more than one Vice President is elected, one thereof will be designated as Executive Vice President and shall, in the absence or disability of the President, perform the duties and powers of the President, and each other Vice President shall only perform those duties and have whatever powers the Board of Directors assigns to such office.

Section 6.7 Resignation and Removal of Officers. An officer may resign at any time by delivering written notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date providing that the successor does not take office until the effective date.

The Board of Directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 6.8 Compensation. Within limits, if any, determined by the Board of Directors, the Executive Director shall have authority to fix the salaries of all employees of the corporation other than those elected or appointed by the Board of Directors.

Section 6.9 Indemnification. Each person who is or was a trustee, director, member or officer of the corporation 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 such liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or

not the corporation would have the power to indemnify such persons 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.

## **ARTICLE VII AMENDMENTS**

Section 7.1 Bylaws and Articles of Incorporation. The Bylaws and Articles of Incorporation may be amended or altered by a super majority of 2/3 vote of the Board of Directors, providing such amendments are duly filed with the Department of State of Michigan and other appropriate entities, as needed.

Section 7.2 Notice to Amend. Written or electronic notice of proposed By Law or Articles amendments must be given at least three days prior to any board meeting at which such amendments are to be considered.

## **Article VIII FISCAL YEAR**

The fiscal year of the corporation is January 1 through December 31.

## **ARTICLE IX DISSOLUTION OF THE CORPORATION**

Upon the Dissolution of the Corporation, assets shall be distributed to one or more exempt purposes within the Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for the purpose of economic development.

When there are only three (3) remaining board members without prospect for additions, the Board of Directors may vote to dissolve the corporation, provided the Board members call a special meeting of the general membership. Appropriate official notice will be given to the State of Michigan upon dissolution.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

These Bylaws are adopted by the Board of Directors of Develop Iosco at its 1<sup>st</sup> meeting on November 20, 2007.

\_\_\_\_\_Ayes \_\_\_\_\_Nays

\_\_\_\_\_, acting as secretary  
William Carpenter

1. It shall be the policy of Develop Iosco, Inc. to have a Vice-President to serve according to the by-laws of the corporation.

Adopted by the Board of Directors at its meeting of November 20, 2007

\_\_\_\_Ayes \_\_\_\_Nays

\_\_\_\_\_, acting as secretary date: November 29, 2007  
William Carpenter

2. It shall be the policy of Develop Iosco, Inc to prescribe the following qualifications for membership classes:

- a) General membership: Contribution of \$200 annually or \$15 annually with ~40 hours service annually;
- b) Board of Directors: Contribution of \$1,000 annually; or, election from general membership for public board members, with no service hour requirement.

Each member is assumed to have pledged his/her honor as guarantee for the satisfaction of service requirements. Meetings may be counted for service time.

Adopted by the Board of Directors at its meeting of November 20, 2007

\_\_\_\_Ayes \_\_\_\_Nays

\_\_\_\_\_, acting as secretary date: November 29, 2007  
William Carpenter

3. Develop Iosco, Inc. hereby establishes an interim Board of Directors. It will be composed of all signatories to the Articles of Incorporation, unless any signatory expresses in writing a desire to not be a member of the interim Board of Directors. The interim Board of Directors will serve from October 15, 2007 until June 1, 2008 or until a subsequent resolution of the Board of Directors indicates its dissolution in favor of an elected Board of Directors according to policy statement #4.

Adopted by the Board of Directors at its meeting of November 20, 2007

\_\_\_\_Ayes \_\_\_\_Nays

\_\_\_\_\_, acting as secretary date: November 29, 2007  
William Carpenter

4. It shall be the policy of Develop Iosco, Inc. to include Board of Directors representation from the following categories.

- a) Public governmental and non-governmental organizations (NGOs): Four (4) total, including any of the following; two (2) from any towns, cities, and/or any of the three most populous townships (currently Oscoda, AuSable and Plainfield) in Iosco County; one (1) from a rural township or the county townships association; one (1) from an environmental interest or

advocacy group; one (1) from a community interest, service group or agencies that hold or manage infrastructure in any Iosco communities (e.g., hospitals, schools, Road Commission, RESA, State or Federal parks or forests). The main impetus for nomination as a director will be the prospect of active service or leadership of the nominee.

Candidates for these seats need not be members of the public bodies of the subject municipality or of the governing body of the non-governmental organization.

b) Private for profit and industry companies: Three (3) representatives, as elected by the members, with some consideration given to key economic sectors in the county and geographic representation.

Adopted by the Board of Directors at its meeting of November 20, 2007

\_\_\_\_\_Ayes \_\_\_\_\_Nays

\_\_\_\_\_, acting as secretary  
William Carpenter

date: November 29, 2007