

**BYLAWS  
FOR  
LIVINGSTON LAND CONSERVANCY, INC.**

**ARTICLE I  
OFFICES**

1.01 **Principle Office.** The principle office of the corporation shall be at such place within the State of Michigan and the County of Livingston as the board of directors may determine from time to time.

1.02 **Other Offices.** The board of directors may establish other offices in or outside the County of Livingston.

**ARTICLE II  
MEMBERS**

2.01 **Eligibility for Membership.** To be eligible for membership in the corporation, an individual or business entity must satisfy the following requirements:

- (a) Be eighteen (18) years of age or older if an individual.
- (b) Be a sole proprietorship, partnership, limited liability company, limited liability partnership, or a corporation, being authorized to do business in the State of Michigan and in good standing.
- (c) Be committed to the purposes for which the Conservancy is organized.
- (d) Pay the initial and annual dues for membership.

2.02 **Membership Dues.** The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the board of directors.

2.03 **Termination of Membership.** Membership may be terminated by the board of directors on the occurrence of any of the following events:

- (a) Failure to pay dues within 90 days after written notice of payment due.
- (b) Failure to maintain the eligibility requirements of section 2.01 of this article.

2.04 **Annual Membership Meetings.** The annual meeting of the members shall be held each year in the

month of June. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.

2.05 **Special Membership Meetings.** Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.

2.06 **Place of Meetings.** All membership meetings shall be held at any convenient place determined by the board of directors and stated in the notice of the meeting.

2.07 **Notice of Membership Meetings.** Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting<sup>g</sup>. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at the last address of the member as it appears on the books of the corporation. Alternatively, notice may be published in the Conservancy's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

2.08 **Record Dates.** The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

2.09 **List of Members.** The secretary of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

2.10 **Quorum** Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represent thirty (30%) percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

2.11 **Proxies.** A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize the President or Secretary to act for the member by proxy. A proxy shall be signed by the member and shall not be valid after the expiration of one year, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

2.12 **Vote.** Each member is entitled to one vote on each matter submitted to a vote. A business entity shall be entitled to only one vote, however, individual members who are also owners and/or employees of a member business entity are also entitled to vote. A vote *may* be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

2.13 **Meeting by Telephone or Equipment.** A member may participate in a membership meeting by conference telephone or any communications equipment through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

## **ARTICLE III**

### **BOARD**

3.01 **General Powers.** The business, property, and affairs of the corporation shall be managed by the board of directors.

3.02 **Number.** There shall be not less than five (5) nor more than fifteen (15) directors on the board which number of directors shall be fixed from time to time by the board of directors.

3.03 **Classes.** The directors shall be divided into two (2) classes, one consisting of not more than seven (7), the other consisting of not more than eight (8) individuals. In the event of a change in the number of members of the board, the change shall be apportioned among the classes so that each class shall have an equal number of directors, to the extent possible.

3.04 **Tenure.** Directors shall be elected at each annual membership meeting to hold office for a two year term and until the director's successor is elected and qualified, or until the director's death, resignation, or removal. Class I term will expire in the odd numbered years; Class 2 term will expire in the even numbered years. As the term of each class expires, the successors in that class shall be elected for the ensuing term.

3.05 **Resignation.** A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 3.07 of the bylaws.

3.06 **Removal.** Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.

3.07 **Board Vacancies.** A vacancy on the board may be filled with a person selected by the remaining directors of the board, unless filled by proper action of the members. Each person so elected shall be a director for a term of office of the replaced person continuing until the next election of directors by the members.

3.08 **Annual Directors Meeting.** An annual directors meeting shall be held each year on fourth Saturday in June immediately after the annual membership meeting. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

3.09 **Regular Directors Meetings.** Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.

3.10 **Special Directors Meetings.** Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

3.11 **Statement of Purpose.** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

3.12 **Waiver of Notice.** The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.13 **Meeting by Telephone or Equipment.** A director may participate in a meeting by conference telephone or any communications equipment through which all persons participating in the meeting can

communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.14 **Quorum.** A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

3.15 **Consent to Corporate Actions.** Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

## **ARTICLE IV** **COMMITTEES**

4.01 **General Powers.** The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board. A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by the resolution of the board. However, no committee shall have the power to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board;
- (e) fix compensation of the directors for serving on the board or on a committee;
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets, however, a committee may make recommendations for the purchase of land, acquisition of a conservation easement, termination of a conservation easement and conditions by which the Conservancy purchase land, acquire conservation easements and/or terminate existing conservation easements;
- (g) recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- (h) terminate memberships.

4.02 **Meetings.** Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

4.03 **Consent to Committee Actions.** Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

## **ARTICLE V** **OFFICERS**

5.01 **Number.** The officers of the corporation shall be appointed by the board. The officers shall be a

president, a secretary, and a treasurer. There may also be a vice president, and such other officers as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

5.02 **Terms of Office.** Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 **Removal.** An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04 **Vacancies.** A vacancy in any office for any reason may be filled by the board.

5.05 **President.** The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation.

5.06 **Vice President.** The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

5.07 **Secretary.** The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep the current register of the names and addresses of each member, officer and director; (e) maintain the list of all past members and the years of membership; and (f) perform all duties incident to the office and other duties assigned by the president or the board.

5.08 **Treasurer.** The treasurer shall (a) have charge and oversight over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) complete all required corporate filings including tax returns; (d) provide monthly financial statements to the board of directors; and (e) perform all duties incident to the office and other duties assigned by the president of the board.

## **ARTICLE VI**

### **CORPORATE DOCUMENT PROCEDURE**

All corporate documents (including deeds and conveyance documents, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any designated agent, or attorney-in-

fact unless authorized by the board.

## **ARTICLE VII**

### **INDEMNIFICATION**

7.01 ***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, 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 trustee, employee, or agent of another 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 actual reasonable 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. The termination of any action, suit, or proceeding by judgment, order, settlement, 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.

7.02 ***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 trustee, employee, or agent of another 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 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.

7.03 ***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 7.01 or 7.02 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 reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

7.04 ***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 of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 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.

7.05 **Determination That Indemnity Is Proper.** Any indemnification under sections 7.01 or 7.02 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 7.01 or 7.02, 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 the majority vote of the members.

7.06 **Proportionate Indemnity.** If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, 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, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 **Expense Advance.** Expenses incurred in defending a civil action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of and undertaken 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.

7.08 **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.

7.09 **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, and personal representative(s) of that person.

7.10 **Insurance.** The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director or officer or a member engaged in corporate activities authorized by the Board of Directors, or (b) was or is serving at the request of the corporation as a director, officer, or trustee 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.

7.11 **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 VIII** **COMPENSATION**

When authorized by the board, a person shall be reasonably compensated for services rendered to the

corporation as an employee, agent, or independent contractor, except as prohibited by these bylaws. All directors and officers shall serve as volunteers, except they may be reimbursed by the board for all authorized out of pocket expenses incurred in performing his or her duties as a director and/or officer.

## **ARTICLE IX** **FISCAL YEAR**

The fiscal year of the corporation shall end on September 30.

## **ARTICLE X** **AMENDMENTS**

The members at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the members, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the members.

## **ARTICLE XI** **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of director and committees. All books and records of the corporation may be inspected by the board of directors for any reasonable purpose at any reasonable time. The board of directors will distribute to the membership a year-end financial statement after the fiscal year closes in a timely manner.

The Bylaws of **LIVINGSTON LAND CONSERVANCY, INC.**, were duly adopted by the incorporators on the 4<sup>th</sup> day of May, 2001, and amended September 2003 and June 2009.

**LIVINGSTON LAND CONSERVANCY, INC.**  
a Michigan non-profit corporation

By: *Sara E. Thomas*  
Sara E. Thomas  
President

Dated: June 18, 2009