

**NON-PROFIT BYLAWS**  
**of the**  
**Keweenaw Bird Research Group**

The Keweenaw Bird Research Group is a non-profit corporation in the State of Michigan, ID# 71816H, set up on a non-stock and directorship basis.

**Article I - Name**

The legal name of the Non-Profit Corporation shall be known as the Keweenaw Bird Research Group, and shall herein be referred to as the KBRG.

**Article II - Purpose**

The KBRG has been formed exclusively for charitable, research and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. At no time and in no event shall the KBRG participate in any activities which have not been permitted to be carried on by a corporation exempt under Section 501(c) of the Internal Revenue Code of 1986.

The mission of the Keweenaw Bird Research Group is to observe, research and conduct surveys of the birds that live in and migrate through the Keweenaw Peninsula and the Lake Superior region in order to collect and share important data as well as employ it for education and conservation.

**Article III - Board of Directors**

The KBRG shall be managed by a Board of Directors, which shall have all the rights, powers, privileges and limitations of liability of directors, under the State of Michigan, Non-profit Corporation Act 162 of 1982. The Board shall establish policies and procedures administering business and programs of the corporation.

1. The Board of Directors will consist of 5 directors; 3 officers and 2 trustees.
2. Potential board members will read and complete the official KBRG application, which will be reviewed by the board.
3. New directors shall be appointed by the board and elected at the succeeding annual meeting.
4. Directors shall be elected at the annual meeting by a majority vote and serve a term of 2 years or until a successor has been elected and qualified.
5. Directors may renew terms at the annual meeting by a majority vote.
6. There shall be no limitation on the number of terms that may be served.

#### **Article IV - Officers**

The officers shall be directors of the KBRG. The offices consist of President, Secretary and Treasurer. Two or more offices may be held by the same person.

1. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors.
2. The Secretary shall give notice of meetings, maintain the minutes of the board meetings, and serve as records keeper of corporation documents.
3. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed by the board of directors and shall make reports of corporate finances as required but no less than at each regular meeting of the Board of Directors.

#### **Article V - Accounting and Budgeting**

1. The corporate accounting will be conducted on a cash basis.
2. A budget shall be generated by the President, reviewed by the board and approved by a majority vote at the first meeting of the calendar year.

#### **Article VI - Meetings**

1. An annual meeting will be held each calendar year for the purpose of electing directors and conducting such other business including but not limited to reviewing Articles of Incorporation and bylaws. The meeting will be held in the second quarter at a time and place designated by the board.
2. Regular meetings shall be held quarterly at the organization's principal place of business unless otherwise stated. Directors shall be notified of the details by electronic means.
3. Special meetings may be required from time to time and may be requested by the President. Directors shall be notified of the details by electronic means.
4. Action may be taken without a meeting if, before or after the action, all members of the board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.
5. A majority of the directors shall constitute a quorum at a meeting.

#### **Article VII - Committees**

The Board of Directors may appoint 1 or more committees that are not executive committees. These committees shall facilitate specific projects of the KBRG. A resolution that establishes the committee and is approved by the board, shall state the purposes of the committees appointed, the terms and qualifications of committee members, and the ways in which members of the committees are selected and removed.

### **Article VIII - Grant Monies**

Any and all grant monies received by the KBRG shall be applied entirely to the intended project.

### **Article IX - Amendment to Bylaws**

The bylaws shall be reviewed at the annual meeting and throughout the year by the directors. When necessary, the bylaws may be amended, altered or repealed by the Board of Directors by a majority of a quorum vote at a regular or special meeting.

### **Certification**

The Board certifies that these Bylaws were adopted as and for the Bylaws of a Michigan corporation in the organizational meeting, by the KBRG Board on the 10<sup>th</sup> day of February, 2016.

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Debra Mues - Secretary