

BYLAWS  
OF  
WEST MICHIGAN SUSTAINABLE BUSINESS FORUM

ARTICLE I. NAME, OFFICES AND PURPOSE

Section 1. Name. The Corporation shall be known as the West Michigan Sustainable Business Forum. The Corporation is formed under the Nonprofit Corporation Act of Michigan, Chapter 450.2101 *et seq.*, Michigan Compiled Laws, as amended, 2008 ("Act").

Section 2. Offices. The principal office of the Corporation shall be located at P. O. Box 68696, Grand Rapids, Michigan 49516. The Corporation may have such other offices as the Board of Directors of the Corporation ("Board") may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Act to be maintained in the State of Michigan may be, but need not be, identical with the principal office in the State of Michigan, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 3. Purpose and Mission. The Corporation is comprised of member businesses, organizations and units of government ("Members and as more fully described in Article II) that seek to promote triple bottom-line sustainable business practices ("Mission"). Through the activities and undertakings of the Corporation, the Corporation pledges to:

- \* Promote sustainable business practices that encompass the environment, economy and social responsibility.
- \* Establish and improve triple-bottom-line-based sustainable business education programs for forum-member companies.

- \* Strive to surpass conformance to environmental regulations using compliance as the minimum standard, with the goal of eliminating the need for environmental regulation in all business practices.
- \* Follow the waste hierarchy of eliminate, reduce, reuse, recycle, compost, incinerate, and landfill. Provide leadership, create networks and develop programs that will assist members in reducing waste, emissions, water consumption and other environmental impacts..
- \* Develop awareness programs and practices, and implement technologies that safeguard and preserve the environment. Promote the ‘triple bottom line’ of business which incorporates an expanded spectrum of values and criteria for measuring organizational (and societal) success: economic, ecological and social.
- \* Publish hard copy and web-available triple top-line sustainable educational materials
- \* Provide Members and Associate Members with tools to help them identify and implement triple top-line innovation opportunities.
- \* Encourage all for-profit businesses, non-profit organizations, environmental organizations, and governmental agencies, whether or not these entities are Members of the Corporation (as such terms are defined in Article II), to cooperate on common issues.
- \* Regularly engage and interact withwith other sustainable business forums within the State of Michigan and on a regional and national basis.

Section 4. Status of Corporation. The Corporation shall be organized and operated in accordance with the following:

(a) to receive and administer funds and to operate exclusively for charitable, scientific or educational purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the United States Internal Revenue Code of 1986, or comparable provisions of subsequent legislation or amendments thereto (“Code”), and in particular to promote the Mission of the Corporation as described in Section 3; and

(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 their proceeds thereof in furtherance of the purposes of the Corporation; and

(c) to undertake all such things and to perform all such acts to accomplish the purposes of the Corporation as its 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, right and privilege conferred on nonprofit corporations under the laws of the State of Michigan, including, without limitation, the Act..

The Corporation's Federal Group Tax Exemption number is \_\_\_\_\_.

## ARTICLE II. MEMBERS

Section 1. Membership. The Corporation is organized on a nonstock, membership basis. Any company conducting business in West Michigan that embraces the Mission of the Corporation is eligible to apply for membership in the Corporation, and may be admitted to the Corporation as a member upon payment of dues ("Member"). Each Member shall have one vote on matters before the Corporation as a whole. Members shall designate a representative and the representative may designate a proxy to vote in their absence.

Section 2. Dues and Term of Membership. Membership dues shall be payable on an annual basis. Dues are generally due and payable by January 1 of each year or at the time of application for a new prospective member. For those seeking membership after July 1 of a given year, will be prorated to complete the year. Policies regarding the time of collection and fee structure for dues for Members and Associate Members will be established from time to time by the Board.

Section 4. Termination of Membership. The Board may terminate membership of any Member or Associate Member for any reason upon an affirmative

vote of  $\frac{3}{4}$  of the Board. Members or Associate Members may terminate their membership by written notice to the Board.

### ARTICLE III. MEMBER MEETINGS

Section 1. Annual Meeting. An annual meeting will be held each April. All elections will be held at the Annual Meeting. The Board may elect to hold an annual conference at the same time.

Section 2. Special Member Meetings. Special meetings of the Corporation may be called at any time by the Board, the President or upon written request of 10 percent (10%) of Members. Only Members can attend Special Meetings unless otherwise determined by the Board.

Section 3 Board Meetings. The rules and regulations for meetings of the Board are more fully described in Article IV.

Section 4. Attendance. Non-members may be invited to attend the annual conference or other special events hosted by the Corporation. Fees to attend the annual conference or other special events may be determined from time to time by the Board.

Section 5. Notice. Notice of the Annual Meeting and any Special Meeting shall be given not less than five (5) nor more than forty (40) days before the date of said meeting. Notice may be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received;

- (2) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (4) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board. Its functions shall include, although not be limited to, activities including: organization, structure, planning, policy, finances, fund raising, program planning and public education, consistent with the purposes and Mission of the Corporation.

Section 2. Number, Term and Qualifications. The number of directors of the Corporation shall be not less than three (3) and not more than fifteen (15), and shall be elected by the Members at the Annual Meeting. Three of the Directors shall be derived from representing (i) a unit of government; (ii) an academic institution; and (iii) a not for profit corporation, respectively. Each such Director representing any of these entities shall have the same duties and responsibilities including, without limitation, full voting rights. Each director shall hold office for a term of two (2) years. .

Section 3. Election of Directors; Annual Meeting. The Board shall be self-perpetuating. In recognition of the transition of the Corporation from a constituent member of a not for profit corporation to the establishment of the Corporation as a separate and distinct not for profit corporation formed in accordance with the Act, those fourteen (14) Board members shall continue to serve in such capacity until the Annual Meeting set for April 1, 2010; provided, however, that during such time period any Board

Member may resign from said position, to be replaced by a candidate elected by a majority vote of the Board. Thereafter, the Directors shall be elected by the Members at the Annual Meeting. The Board shall also hold its Annual Board Meeting in May of each calendar year or such other time as the Board may establish. At said Annual Board Meeting, the Board shall: (a) elect the Officers of the Corporation; (b) organize the affairs of the Corporation and identify an agenda for the coming year; and (c) undertake any other lawful purpose.

Section 4.      Notice. Notice of any meeting of the Board shall be given not less than five (5) nor more than forty (40) days before the date of said meeting. Notice may be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1)      When received;
  
- (2)      Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
  
- (3)      On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
  
- (4)      Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Section 5.      Waiver of Notice. A Board member may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by said member entitled to the notice, and filed with the minutes or the corporate records of the Corporation. A Board member's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to

the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the objected-to action.

Section 6.     Quorum; Participation by Telephone. Each Board member shall have one (1) vote. A majority of the Directors in office immediately preceding a meeting shall constitute a quorum for the transaction of business. Board members may participate in and act at any meeting of the Board, whether regular or special, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling the requirements of Sections 8 and 9 hereof.

Section 7.     Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum of directors is present shall be the act of the Board, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

Section 8.     Resignations. Any director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board, President or Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 9.     Removal of Directors. Any director elected by the Board may be removed without cause by the vote of two-thirds (2/3) of the Directors then in office. Notice of the proposed removal shall be given to all directors of the Corporation prior to action thereon. A director may also be removed, at the discretion of the Board, if said director has unexcused absences for more than three (3) consecutive meetings; provided, however, that the director may be removed only if a majority of the directors then in office vote for the removal.

Section 10.    Vacancies. In case of the death, removal, incapacity or resignation of one or more of the directors, a majority of the directors remaining in office, although

less than a quorum, may designate a person or persons from the membership who shall fill such vacancy or vacancies, to serve the remaining term of such director.

Section 11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Committees. The Board, by resolution approved by a majority of all the directors then in office, may designate two (2) or more directors to constitute: (a) an executive committee, which committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, or (b) any other committee which shall have the name, purpose, power and authority delegated to it by such resolution. A committee of the Board may not:

(1) Authorize distributions to directors, officers, agents or employees except in exchange for value received;

(2) Approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;

(3) Unless otherwise provided in these Bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or

(4) Adopt, amend or repeal the Articles or Bylaws.

Section 13. Action Without a Meeting. Any action that may be taken at a meeting of the Board or of a committee of directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the Board or of the committee, as the case may be. Such written consent shall be filed by the Secretary with the minutes of the proceedings of the Board or of the committee, as the case may be, and shall have the same force and effect as a unanimous vote at a meeting duly held.

Section 14. Electronic Voting.

From time to time, the Board may require an electronic voting system to address organizational business. Each voting member will have the opportunity to review detailed information prior to voting. The voting procedures are as follows:

- (1) Electronic voting shall be deemed urgent as stipulated by an officer of the Board.
- (2) Complete detailed information will be provided no later than eight (8) hours in advance of the motion requiring the attention of the Board.
- (3) The Board will be provided with a voting period of not less than six (6) hours and not more than eight (8) hours.
- (4) The vote must be approved by at least three quarters (3/4) of the Board of Directors.

Section 15. Compensation. No member of the Board shall receive compensation from the Corporation except as a duly authorized reimbursement for out-of-pocket expenses on behalf of the Corporation.

Section 16. Annual Audit. The Board shall annually arrange for an audit of the Corporation. The audit shall be prepared for and reported directly to the Board.

## ARTICLE V. OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. All said officers shall be directors presently serving on the Board. The Board, in its discretion, may also select an individual to serve as Executive Director of the Corporation. Said individual may but need not be a director serving on the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the Board shall be elected annually by the Board at its Annual Board Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be arranged. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer may be removed by a vote of a majority of the Board whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board, the President or the Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled by a vote of a majority of the Board for the unexpired portion of the term.

Section 6.     Executive Director. The Executive Director shall report to the Board and be subject to performance evaluations and directions and guidance from the Board. The Executive Director shall have the responsibility of providing for the execution of the Board's objectives and evaluating the adequacy of overall results of the Corporation. The Executive Director shall see that all orders and resolutions of the Board are carried into effect and shall from time to time report to the Board on matters which, in the judgment of the Executive Director, may require to be brought to the attention of the Board. The Executive Director shall act as scribe for all Board meetings.

Section 7.     President. The President shall preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 8.     The Vice President. In the absence of the President, whether due to resignation, incapacity or any other cause, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall exercise such powers only so long as the President remains absent or incapacitated, or until the Board elects a new President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section 9.     The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the meetings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Act or any other applicable law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each director and officer which shall be furnished to the Secretary by such director or officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

Section 10. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board.

Section 11. Bond Requirement. If required by the Board, the Treasurer or any officer or agent of the Corporation shall give a bond to the Corporation in such sum and with such surety or sureties as the Board shall determine.

Section 12. Compensation. The officers shall serve without compensation; excepting, however, as a duly authorized reimbursement for out-of-pocket expenses incurred on behalf of the Corporation. The Board may , at its discretion, choose to pay compensation to the Executive Director.

## ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans and Indebtedness. No loans or indebtedness shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. In no event shall any loans be made by this Corporation to its officers or directors.

Section 3.      Checks, Drafts or Other Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President or Treasurer or such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4.      Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 5.      Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or special purposes of the Corporation.

#### ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall be from the first day of January to the last day of December, or as fixed from time to time by the Board by resolution.

#### ARTICLE VIII. LIABILITY OF DIRECTORS AND OFFICERS

Section 1.      As permitted by MCL 450.2209, the personal liability of a volunteer director or volunteer officer to the Corporation or its directors of monetary damage for breach of the director's or officer's fiduciary duty is eliminated. This provision does not eliminate or limit the liability of a director or officer for any of the following:

- (a) A breach of the director's or officer's duty of loyalty to the Corporation;

- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of MCL 450.2551(1);
- (d) A transaction from which the director or officer derived an improper personal benefit;
- (e) An act or omission occurring before the effective date of this provision granting limited liability; or
- (f) An act or omission that is grossly negligent.

Section 2. Pursuant to MCL 450.2209(d), the Corporation assumes the liability of any person other than the Corporation for all acts or omissions of a volunteer director occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer director's duties.

Section 3. Pursuant to MCL 450.2209(e), the Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the effective date of the provision granting limited liability if all of the following are met:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (b) The volunteer was acting in good faith.

- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
  
- (d) The volunteer's conduct was not an intentional tort.
  
- (e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956 (MCL 500.3135).

Section 4. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation.

#### ARTICLE IX. CORPORATE SEAL

The Board shall provide a corporate seal in the form of a circle and inscribed with the organization and the words "Corporate Seal." Such seal shall be in the charge of the Secretary.

#### ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or of the Articles of Incorporation or of the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XII. RECORDS

Section 1. Retention of Records. The Corporation shall keep as permanent records current and complete books and records of accounts and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board.

Section 2. Records to be kept at Principal Office. The Corporation shall keep a copy of the following records at its principal office:

- (1) Its Articles (or Restated) Articles of Incorporation and all amendments thereto currently in effect;
- (2) Its Bylaws (or Restated) Bylaws and all amendments to them currently in effect;
- (3) Any resolutions adopted by the Board;
- (4) A list of the names and business or home addresses of its current directors and officers;
- (5) Its most recent annual report delivered to the Michigan Secretary of State;  
and
- (6) Appropriate financial statements of all income and expenses.

Section 3. Inspection of Records. The Corporation shall make such records as are required under the Act or any other applicable law available for inspection and copying to those persons and to the extent required under the Act or any other applicable law. Such inspection and copying shall be accomplished at a reasonable time and location specified by the Corporation. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided.

## ARTICLE XII. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by action approved by a majority of the directors in office at the time the amendment is adopted. The Corporation shall provide notice of any meeting of directors at which an amendment is to be approved. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

## ARTICLE XIII. DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved in accordance with the procedure prescribed in the Act. At any time when the dissolution of the Corporation is authorized, the Board then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefor, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation or to organizations which are then qualified as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Service Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located.

## ARTICLE XIV. ADOPTION

These Bylaws shall become effective immediately upon their adoption by a vote of a majority of the Board.

Effective as of June 8, 2009.