

BELLE ISLE  
CONSERVANCY  
BY LAWS

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**AMENDED AND RESTATED BYLAWS**

**of**

**BELLE ISLE CONSERVANCY**

**Approved by the Board of the Friends of Belle Isle October 12, 2011  
Merger Effective January 5, 2012**

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**AMENDED AND RESTATED BYLAWS  
OF  
BELLE ISLE CONSERVANCY**

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(A Michigan Nonprofit Corporation)

**ARTICLE I - OFFICES**

**Section 1.01 Resident Agent and Registered Office.** The Resident Agent and Registered Office of the Corporation shall be a person and a location in the State of Michigan selected by the Corporation. The Corporation may change the Resident Agent and/or Registered Office at any time.

The Board of Directors may authorize the Corporation to qualify to do business in such foreign states as the Board determines are necessary for the Corporation to conduct its affairs.

The Board of Directors may designate the Corporation's resident agent and/or registered office in any State, and may change this at any time. Upon any change in the resident agent or registered office of the Corporation in any State, the President shall cause to be filed in such State an appropriate form containing the name of the new resident agent and/or new address of the registered office.

**Section 1.02 Business Offices.** The Corporation may have business offices at such places as the Board of Directors may determine.

**ARTICLE II - PURPOSE**

**Section 2.01 General.** The purposes of the Corporation are as set forth in Article II of the Articles of Incorporation of the Corporation.

**ARTICLE III - ORGANIZATION**

**Section 3.01 Organization.** The Corporation shall be a non-stock corporation, organized on a directorship basis pursuant to the Michigan Nonprofit Corporation Act, P.A. 162 of 1982, and any amendments thereto ("Act").

**ARTICLE IV - BOARD OF DIRECTORS**

**Section 4.01 Functions.** Except as specifically provided in the Corporation's Articles of Incorporation or these Amended and Restated Bylaws (the "Bylaws"), all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

**Section 4.02 Number, Selection and Term.** The number of Directors who shall constitute the Board of Directors shall be not fewer than fifteen (15) persons and not more than thirty-one (31) persons. Five seats will be ex-officio, with a vote (the "Ex-Officio Directors"), as follows:

- One seat appointed by the Mayor of the City of Detroit
- One seat appointed by the Detroit City Council
- The Director of the Detroit Recreation Department, or Deputy Director (City of Detroit)
- The Director of the General Services Department, or Deputy Director (City of Detroit)
- The Belle Isle Park Manager

If any of the positions or departments referenced above, as applicable, are abolished or materially restructured, the applicable Ex-Officio seat on the Board of Directors will cease to exist, unless otherwise decided by the Board of Directors.

The remaining seats will be filled with private sector individuals selected by the Governance and Nominating Committee and approved by the Board of Directors (the "Private Sector Directors" and together with the Ex-Officio Directors, referred to herein as the "Directors" or "Board" or "Board of Directors"). Except as otherwise provided in Addendum 1, each Director will serve for a three (3) year term, and until the Director's successor is elected at the annual meeting as of the expiration or following the term (except as may otherwise be provided herein). Directors are limited to two (2) consecutive terms.

The Board of Directors, as of the date of these Bylaws, shall be filled as provided in the attached Addendum 1.

**Section 4.03 Meetings.**

(a) The Board of Directors may set the time and place for regular meetings of the Board as is necessary to conduct the business of the Corporation. The Board shall use its best efforts to meet at least four (4) times per year, including the annual meeting. At each annual meeting, the Board of Directors shall elect the new Directors for those Directors whose terms expires at the time of the meeting.

(b) The annual meeting of the Board of Directors of the Corporation shall be held on the third Thursday of September, or a date, time and place determined by the Board of Directors; however, the Board shall use its best efforts to not schedule a meeting for a holiday.

(c) Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the President or one (1) of the Directors.

(d) Meetings of the Board of Directors may be held at any place or places that are convenient to the Directors.

**Section 4.04 Notice of Meetings.** Unless required by the Act or otherwise provided in these Bylaws, the annual, regular and special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof given to each Director in any of the following manners: (a) by notice given personally, either orally or in writing, at least twenty four (24) hours before the meeting; (b) by notice given by speaking directly to the Director orally by telephone at least twenty four (24) hours before the meeting; (c) by electronic transmission (as described in Section 11.05 below) given at least twenty four (24) hours before the meeting; or (d) by written notice sent by mail, which is mailed at least three (3) days before the date of the meeting.

The Board of Directors may, by resolution, set the date, time and place for regular meetings of the Board, or approve a method for determining when a regular meeting will be held (e.g. 5:30 pm on the first Monday of each month at a designated location). A Director shall have received notice of the regular

meeting dates if he or she is present at the meeting at which the resolution approving the meeting dates was adopted, or, if the Director was not present at the meeting and was given a notice pursuant to Section 11.05 informing him or her of the regular meeting dates; in such case, no further notice has to be given to the Director of the date, time and place of any regular meeting. In case the Board shall change the date, time or place of regular meetings, notice of this action shall be promptly given to each Director who shall not have been present at the meeting at which the action was taken, with the notice being given as required for annual meetings of the Board.

If the Board decides that a Director can participate in a meeting by conference call or other remote communication, pursuant to Section 4.15 below, this shall be stated in the notice of the meeting, together with instructions the Director can use to join the meeting by conference call or other remote communication.

Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting. Attendance of a Director at a meeting constitutes 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.

**Section 4.05 Resignation.** A Director may resign by giving written notice to the President of the Corporation which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

**Section 4.06 Removal.** Any Private Sector Director may be removed at any time, with or without cause, by vote of a majority of Directors entitled to vote at an election of Private Sector Directors. Ex-Officio Directors may only be removed by the applicable City of Detroit office or department which made the initial Ex-Officio Director appointment.

**Section 4.07 Vacancies.** An opening on the Board of Directors resulting from a vacancy or an increase in the number of Private Sector Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A person elected by the Directors to fill a vacancy in a Private Sector Director position shall serve for the unexpired portion of the term of the Private Sector Director who is being replaced. A Private Sector Director elected by the Directors because of an increase in the number of Directors shall serve for an initial term that is approved by the Directors, not to exceed three (3) years. An opening on the Board of Directors resulting from a vacancy in an Ex-Officio Director position shall be filled by the applicable City of Detroit office or department, unless the Ex-Officio Director position has been abolished or restructured as provided in Section 4.02.

If because of death, resignation or other cause, the Corporation has no Directors in office, an Officer, a Director, an executor, administrator, trustee or guardian of a Director, or other fiduciary entrusted with like responsibility for the person or estate of a Director, may call a special meeting of Directors in accordance with the Articles of Incorporation or these Bylaws.

**Section 4.08 Quorum.** So long as there are more than seven (7) Directors of the Corporation, the presence of forty percent (40%) of the total number of Directors then in office shall constitute a quorum for the transaction of business, except that sixty percent (60%) of the total number of Directors shall constitute a quorum for decisions relating to the following matters:

- (a) Amend the Articles of Incorporation.
- (b) Adopt an agreement of merger or consolidation.
- (c) Dissolution of the Corporation.
- (d) Amend the Bylaws of the Corporation.

- (e) Sale or disposition of substantially all of the assets of the Corporation.

In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

*If at any time the number of Directors of the Corporation decreases to seven or less members, a majority of the members of the board then in office, shall constitute a quorum for the transaction of business, subject to the greater requirement of 60% as stated above, provided, however, that the foregoing is not intended to affect the requirement of not less than fifteen (15) directors as provided in Section 4.02.*

**Section 4.09 Voting.** Unless otherwise provided herein or in the Act, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation, or by these Bylaws (including Section 4.08). Each Director present shall have one vote. Except for voting by unanimous written consent, pursuant to Section 4.10, Directors must be present in person to vote (including being present by remote communication). No proxy voting is allowed and Directors cannot send persons to act in their place.

In voting to elect Directors, Directors shall be elected by a plurality of the votes cast at an election, except in the case of the appointment of the Ex-Officio Directors who will be appointed as provided herein.

**Section 4.10 Action by Unanimous Consent.** 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, before or after the action, all members of the Board of Directors 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 of Directors or the committee. The consent has the same effect as a vote of the Board of Directors or the committee for all purposes.

**Section 4.11 Compensation of Directors.** A Director, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, receive reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the Director in his or her capacity as a Director.

**Section 4.12 Discharge of Duties.** A Director shall discharge the duties of that position in good faith and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances in a like position. In discharging the duties, a Director, when acting in good faith, may rely upon the opinion of counsel for the Corporation, upon the report of an independent appraiser selected with reasonable care by the Board, or upon financial statements of the Corporation represented to the Director as correct by the President or the officer of the Corporation having charge of its books or account, or as stated in a written report by an independent public or certified public accountant or firm of accountants fairly to reflect the financial condition of the Corporation.

If a Director is subject to the Uniform Prudent Management of Institutional Funds Act, MCLA 451.921 to 451.931, the Director, in discharging his/her duties under such act shall conform to the standards of this Act.

**Section 4.13 Directors' Liability for Corporate Actions.** In addition to any other liability imposed upon the Directors by the Act or other law, the Directors who vote for, or concur in making a loan to an officer, Director or employee of the Corporation or of a subsidiary thereof contrary to the Act are jointly and severally liable to the Corporation for the benefit of its creditors to the extent of any

legally recoverable injury suffered by such persons as a result of the action, but not to exceed the amount unlawfully paid or distributed.

**Section 4.14** **Presumption of Director's Concurrence in Absence of Dissent.** A Director who is present at a meeting of the Board of Directors, or a committee thereof of which he or she is a member, at which an action referred to in Section 4.13 of this Article is taken, is presumed to have concurred in that action unless a dissent is entered in the minutes or unless a written dissent to the action is filed with the person acting as secretary of the meeting before or promptly after the adjournment. The right to dissent does not apply to a Director who voted in favor of the action. A Director who is absent from a meeting of the Board of Directors, or a committee thereof of which he or she is a member, at which any such action is taken is presumed to have concurred in the action unless a written dissent is filed with the Secretary within a reasonable time after he/she had knowledge of the action.

**Section 4.15** **Participation in Meeting by Telephone or Remote Communication.** Any Director may participate in a meeting of directors by means of conference telephone or by other similar communication equipment, through which all persons participating in the meeting may hear each other. All persons shall be advised of the communications equipment, and the names of the persons in the conference shall be divulged to all persons. Participation in a meeting pursuant to this Section 4.15 constitutes presence in person at the meeting. Any action taken at a meeting under this Section 4.15 shall be ineffective to take such corporate action unless confirmed in a writing signed by all persons within sixty (60) days after the date of the meeting conducted under this Section 4.15.

Directors may adopt official action(s) by written consent which consent may be an actual writing or electronic transmission. Any such action by written consent shall be ineffective unless confirmed in writing signed by all persons within sixty (60) days after the date the action was taken under this Article Section 4.15.

**Section 4.16** **Minutes of Meetings.** Minutes shall be taken for all meetings of the Board of Directors and committees with authority to act on behalf of the Board. The minutes shall document the action taken at the meeting, when it was taken and who made the motions and the decisions that were made and any information required to show how decisions complied with any policies of the Corporation, including the conflict of interest and compensation policies. The person who records such minutes shall use his or her best efforts to prepare written minutes and circulate these to the Board by the later of the following dates: the next meeting of the Board or committee or sixty (60) days after the date of the meeting.

## **ARTICLE V - OFFICERS**

**Section 5.01** **Officers.** The Officers of the Corporation shall be a President (also known as Chair, Chairperson or Chairman), a Treasurer and a Secretary. The Officers shall be elected by the Board of Directors at its first meeting and at each annual meeting thereafter. The Board of Directors of the Corporation may from time to time elect or appoint other Officers including one or more Vice President(s) (also known as Vice-Chair, Vice-Chairperson, Vice-Chairman), Assistant Treasurers and Assistant Secretaries, as the Board may deem advisable, and such Officers shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board of Directors. Any two or more offices, except that of President and Secretary, may be held by the same person. In addition to the powers and duties of the Officers of the Corporation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two (2) or more Officers.

Each Officer shall be elected for a term extending until the next annual meeting of the Board of Directors and until a successor is elected or until his or her resignation or removal.

**Section 5.02 President.** The President shall be the chairman of the board and chief operating officer of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall perform such other duties and functions as shall be assigned to him or her from time to time by the Board of Directors. He or she shall be, ex officio, without a vote, a member of all standing committees. The President shall, unless otherwise provided by resolution of the Board of Directors, possess the power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Corporation.

**Section 5.03 Vice President.** The Vice President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated by the directors, or in the absence of any designation, then in the order of their election) shall have such powers and perform such duties as shall from time to time be assigned by these Bylaws or by the Board of Directors. In the event the President is absent, unavailable or no longer in office, then the Vice President shall perform the duties and exercise the powers of the President; however, the Vice President shall not terminate or change the duties of any employees, change any committee appointments, or undertake any other material action normally performed by the President unless the Board approves or unless the Board officially elects the Vice President as President.

**Section 5.04 Secretary.** The Secretary shall give, or cause to be given, notice of all meetings of the Board, and all other notices required by law and these Bylaws. The Secretary shall have the responsibility for maintaining the official minutes and records of the Corporation, except such financial records that are the responsibility of the Treasurer, which shall at all times remain the property of the Corporation and be open to inspection by any Officer. The Secretary shall perform such other duties as may be assigned by the President or the Board. Unless otherwise directed by the Board or by the President, the Secretary may utilize the services of the staff of the Corporation when performing these duties.

**Section 5.05 Treasurer.** The Treasurer shall have the responsibility for the financial records of the Corporation, which shall at all times remain the property of the Corporation and be open to inspection by any Officer. The Treasurer shall be responsible for the receipt, custody and disbursement of the Corporation's funds, under procedures, rules and orders established by the Board. The Treasurer shall report the financial condition of the Corporation at meetings of the Board and such other reports as may be directed by the Board or President. The report presented at the annual meeting shall set forth in appropriate detail: the assets and liabilities, including relevant trust funds, of the Corporation for the fiscal year ending prior to the annual meeting; the principal changes in assets and liabilities, including trust fund monies, incurred during that fiscal year; the revenues of the Corporation for that fiscal year, including receipts restricted to any particular purpose; the expenses and other disbursements for that fiscal year; and any other information which the Treasurer, or Board may so direct. A copy of the report, or an abstract, shall be included in the minutes of the meeting.

**Section 5.06 Giving of Bond by Officers.** All Officers of the Corporation, if required to do so by the Board of Directors, shall furnish bonds to the Corporation for the faithful performance of their duties, in such penalties and with such conditions and security, as the Board shall require. The Corporation shall assume the cost of providing any bond required hereunder.

**Section 5.07 Compensation of Officers.** No Officer of the Corporation shall be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for actual, reasonable and necessary expenses incurred in his or her capacity as an Officer.

**Section 5.08 Resignations.** Any Officer may resign at any time by giving written notice to the Board of Directors or to the President of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.09 Removal.** Any of the Officers designated in Section 5.01 of this Article V may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby, by the vote of a majority of the total number of Directors.

**Section 5.10 Vacancies.** If there is a vacancy in any Officer position, the vacancy may be filled by the Board of Directors. Any person elected to fill a vacancy shall serve until the next election of Officers by the Directors and shall exercise the full power and authority of the Officer position to which he/she is elected.

**Section 5.11 Discharge of Duties; Reliance on Reports.** An Officer shall discharge his or her duties as an officer, and shall be entitled to rely on reports, etc., in the same manner as specified for a Director in Section 4.12.

## **ARTICLE VI - MEMBERS**

**Section 6.01 Members.** All members of the Corporation shall meet such requirements for membership as are established by the Board of Directors, from time to time. A person shall be a member for such term as is established by the Board of Directors.

No member of the Corporation shall have any right to vote on any matter involving the Corporation, nor shall any member have any interest in any of the Corporation's assets. A member shall not have the right to file a claim against the Corporation seeking to compel the Corporation or the Board of Directors to take certain action, or refrain from taking certain action. A member shall also not have any right to file any suit in any court seeking to have the Corporation dissolved or requesting any other relief or remedies.

**Section 6.02 Member Dues.** The Board of Directors, from time to time, shall establish reasonable annual membership dues to be paid by all Members as a condition for becoming and remaining a member. For purposes of dues payment, members may be divided into classes, with members in different classes paying different dues.

As of the date of these Bylaws, the current membership and dues structure is as provided in the attached Addendum 2.

## **ARTICLE VII - COMMITTEES**

**Section 7.01 General.** The Corporation shall have seven (7) standing committees, comprising of three (3) governance committees (Finance and Administration; Governance and Nominating; and Fund Development) and four (4) program committees (Island Stewardship; Community Engagement; Education; and Recreation and Athletics), some of which may have sub-committees. A description of the responsibilities of the standing committees is attached hereto as Addendum 3. The Board of Directors may designate additional standing committees and sub-committees with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation. Standing committees must be chaired by a member of the Board of Directors. The President, with the consent of the Board of Directors, shall designate the person to serve as chairperson of a standing committee or a sub-committee, and the chairperson of such committee shall designate the persons to serve on the committee, with the consent of the Board of Directors. Each committee shall make such reports of its activities to the Board of Directors

as the Board may request. Any such committee and each member thereof, shall serve at the pleasure of the Board of Directors.

**Section 7.02 Powers.** Any committee shall exercise such powers and perform such duties as are stated in these Bylaws or as the Board of Directors may, from time to time authorize, including any or all powers and authority of the Board in the management and affairs of the Corporation; however, no committee shall have power or authority 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 in the Board.
- (e) Fix compensation of the Directors for serving on the Board or on a committee.
- (f) Take any other action prohibited by law, the Articles of Incorporation or these Bylaws.

**Section 7.03 Rules for Committees.** The Board of Directors may adopt rules regarding the conduct of committees and their meetings, including rules for the calling of meetings, quorum requirements and voting. To the extent it is not inconsistent with the rules adopted by the Board of Directors, each committee may establish its own rules to govern the conduct of its activities. The rules adopted by the Board of Directors shall be subject to any limitations under the Act.

## **ARTICLE VIII - INDEMNIFICATION**

### **Section 8.01 Indemnification.**

(a) The Corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify a director or officer (the "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, nondirector volunteer or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

(b) The Corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify an Indemnitee who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a director, officer, employee, nondirector volunteer or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

(c) Notwithstanding the provisions of Sections 8.01(a) and 8.01(b) of this Article, the Corporation shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the Board, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

(d) An indemnification under Sections 8.01(a) or 8.01(b) of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in 8.01(a) and 8.01(b) of this Article. This determination shall be made promptly in any of the following ways:

(i) By a majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit, or proceeding.

(ii) If the quorum described in subdivision (i) is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested Directors.

(iii) By independent legal counsel in a written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 8.01(a) or 8.01(b) of this Article shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

(f) If an Indemnitee is entitled to indemnification under Sections 8.01(a) or 8.01(b) of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall

indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

(g) Any person who is not covered by the foregoing provisions of this Article and who is or was an employee, nondirector volunteer or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits the corporation to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the Board.

(h) The indemnification or advancement of expenses provided under Sections 8.01(a) to 8.01(g) of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, these bylaws, or a contractual agreement. 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. The indemnification provided for in Sections 8.01(a) to 8.01(g) of this Article continues as to a person who ceases to be a trustee, director, officer, employee, nondirector volunteer or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

(i) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee, nondirector volunteer or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Act.

(j) The right to indemnification conferred in this Article shall be deemed to be a contract between the Corporation and each Director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the Corporation shall give written notice thereof to the Directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.

(k) The definition for "corporation" found in Section 569 of the Act, as the same exists or may hereafter be amended, is and shall be, specifically excluded from application to this Article. The indemnification and other obligations of the Corporation set forth in this Article shall be binding upon any resulting or surviving corporation after any merger or consolidation of the corporation. Notwithstanding anything to the contrary contained herein or in Section 569 of the Act, unless determined otherwise by the Board, no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a director, officer,

partner, trustee, employee, nondirector volunteer or agent of another corporation prior to such other corporation entering into a merger or consolidation with the Corporation.

(l) Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

#### **Section 8.02 Right of Officer or Director to Bring Suit.**

If a claim for indemnification is not paid in full by the Corporation within forty-five (45) days after a written claim has been received by the Corporation, the Indemnitee who submitted the claim may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover advances, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such claim. In any action brought by the Indemnitee to enforce a right hereunder (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) it shall be a defense that, and in any action brought by the corporation to recover advances the Corporation shall be entitled to recover such advances if, the Indemnitee has not met the applicable standard of conduct set forth in Sections 8.01(a) or 8.01(b) of this Article. Neither the failure of the Corporation (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the Indemnitee is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein, nor an actual determination by the Corporation (including its Board or independent legal counsel) that the Indemnitee has not met such applicable standard of conduct, shall be a defense to an action brought by the Indemnitee or create a presumption that the indemnitee has not met the applicable standard of conduct. In any action brought by the Indemnitee to enforce a right hereunder or by the Corporation to recover payments by the Corporation of advances, the burden of proof shall be on the Corporation.

### **ARTICLE IX - CONFLICTS OF INTEREST**

#### **Section 9.01 Provisions Regarding Payment of Compensation and Property Transfers.**

Any contract or other transaction between the Corporation and one or more of its Directors or other person who is a Disqualified Person, as defined in Section 4958 of the Internal Revenue Code of 1986 (the "Code") and the Regulations promulgated thereunder (herein a "Disqualified Person"), or between the Corporation and a domestic or foreign corporation, domestic or foreign business corporation, firm or association of any type or kind, in which one or more Disqualified Persons are directors, or are otherwise interested, must not constitute an excess benefit transaction pursuant to Section 4958 of the Code and the Regulations promulgated thereunder, and any such contract or transaction shall comply with the requirements of Section 4958 and its Regulations. Any economic benefit that is provided to a Disqualified Person for the performance of services shall be documented with written substantiation that is contemporaneous with the transfer of the economic benefit.

To the extent feasible, the Corporation shall attempt to meet the requirements established in the Regulations for Section 4958 to qualify a payment or transfer of property involving a Disqualified Person for the rebuttable presumption that such payment or transfer is not an excess benefit transaction.

**Section 9.02 Conflict of Interest Policy.** The Board may approve a Conflicts of Interest Policy that establishes policies and procedures for determining when a Director, Officer or other person

involved with the Corporation has a conflict of interest and which specifies procedures for reviewing, voting upon and performing any contract or transaction with such an interested person or with an entity in which such person has an interest. The policies and procedures approved by the Board may be stricter than those set forth in the Act or in these Bylaws, including Section 9.01 above.

#### **ARTICLE X - FISCAL YEAR**

**Section 10.01 Fiscal Year/Accounting Methods.** The fiscal year end of the Corporation shall be October 31, until further action by the Board of Directors.

#### **ARTICLE XI - MISCELLANEOUS PROVISIONS**

**Section 11.01 Contracts, Conveyances, Etc.** Unless otherwise directed by the Board of Directors, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by such Officers or agents as may be specifically authorized by the Board of Directors.

**Section 11.02 Execution of Instruments.** Unless otherwise designated by these Bylaws or the Board of Directors, all Corporation instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by such Officers of the Corporation as from time to time are designated by resolution of the Board of Directors. The Board of Directors may also require that checks or drafts be signed by two (2) or more persons.

**Section 11.03 Borrowing.** No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board of Directors of the Corporation. When authorized to do so, any Officer or agent of the Corporation may effect loans and advances for the Corporation from any bank, trust company or other institution or from any firm, Corporation or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness and liabilities of the Corporation. When authorized to do so, any Officer or agent of the Corporation may pledge, hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation any and all stocks, securities and other personal property at any time held by the Corporation and to that end may endorse, assign and deliver the same. The authority contained in this Section 11.03 shall be express and confined to specific instances.

**Section 11.04 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 of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

#### **Section 11.05 Voting Securities Held by the Corporation.**

Shares owned by the Corporation in another corporation may be voted by the President or by proxy appointed by him or her in their absence, by the Vice President or by proxy appointed by him or her in their absence, by the Secretary or by proxy appointed by him or her or in the absence of the aforementioned persons, by the Treasurer or by proxy appointed by him or her. The Board of Directors may appoint some other person to vote such shares.

**Section 11.06 Corporate Books and Records.**

The Corporation shall keep books and records of account and minutes of the proceedings of its Board and standing committees, if any. The books, records and minutes may be kept outside this state. Any of the books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The Corporation shall convert into written form without charge any record not in written form, unless otherwise requested by a person entitled to inspect the records.

**Section 11.07 Prohibited Actions.**

The Corporation shall not carry on activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or (c) by a nonprofit corporation organized under the law of the State of Michigan pursuant to the provisions of Act 162, public Acts of 1982, as amended.

No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except as otherwise set forth in these bylaws.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

The Corporation, (i) will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, as amended; (ii) will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, as amended; (iii) will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, as amended; and (iv) will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, as amended.

**Section 11.08 Method of Giving Notices.** Any notice required by statute or by these Bylaws to be given by the Corporation to the Directors, Officers or other person entitled to receive notice (a "Recipient"), unless otherwise provided herein or in any statute, shall be given by any of the following methods: personal delivery; telephone; mail; or electronic transmission. The Corporation may select the method(s) of notice that it wishes to use in any instance. Any notice given pursuant to Section 4.04 above, shall also comply with the terms of that Section.

The Corporation may send and receive notice using any of the methods permitted by these Bylaws. It is not required to use a specific type of notice, even if requested by the person who is sending or receiving the notice. The Corporation may use more than one method of notice in any instance.

When a notice or communication is required or permitted by these Bylaws to be given by mail, it shall be mailed, except as otherwise provided in these Bylaws or the Act, to the Recipient at his or her last known address. The notice or communication is given when deposited, with proper postage prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be by first class mail except where otherwise provided in the Act.

Notice by telephone shall be deemed given when it is told directly to the Recipient; it shall not be sufficient to leave notice on an answering machine or with a family member of the Recipient.

For purposes of these Bylaws, the term "electronic transmission" shall be defined to mean any

form of communication that meets all of the following:

- (a) It does not directly involve the physical transmission of paper;
- (b) It creates a record that may be retained, retrieved and reviewed by the Recipient; and
- (c) It may be directly reproduced in paper form by such recipient through an automated process.

This includes, without limitation, notice given by facsimile telecommunication and electronic mail and other methods approved for use by the Board of Directors.

When a notice or communication is permitted by the Act to be given by electronic transmission, the Corporation may send notice using such means of electronic transmission as it selects and may send it to any electronic address or telephone number that is registered to the Recipient, except as provided below. The notice or communication is given when electronically transmitted to the Recipient at an electronic address or telephone number registered to the Recipient. If a person notifies the Corporation in writing that he or she does not want to receive notice by electronic transmission, then the Corporation shall use another form of notice when sending notices to this person. If a person notifies the Corporation in writing that he or she wants to receive notice only pursuant to a certain type(s) of electronic transmission or only wants electronic transmissions sent to certain electronic addresses or telephone numbers, the Corporation shall comply with this request, provided that the Corporation is not required to use a method of electronic transmission that has not been approved for use by the Board of Directors.

An affidavit of the Secretary or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the giving of such notice by the form stated in the affidavit.

The Corporation may select those forms of electronic transmission that it wishes to utilize for sending and receiving notices and other communications. The Corporation may also rescind, modify or limit the use of any method of electronic transmission for sending and receiving notices. A Director and any other person entitled to send or receive a notice or communication is limited to sending and receiving notice and other communications to and from the Corporation only through those forms of electronic transmission approved by the Board of Directors. A Director or other person may not require that the Corporation use a form of electronic transmission that the Board of Directors has not elected to use.

**Section 11.09 Corporate Seal.** The Corporation shall have the right to adopt a corporate seal.

**Section 11.10 Headings and Parenthetical Insertions.** The Article and Section headings included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of these Bylaws.

**Section 11.11 Conflict With Statute.** In the event any Article or Section of these Bylaws shall conflict with the Michigan Non-Profit Corporation Act, the Act shall control.

## ARTICLE XII - AMENDMENTS AND ADDITIONS

**Section 12.01 Amendments.** These Bylaws may be altered or amended by the affirmative vote of 60% of all Directors then in office, provided that if the proposed amendment will be presented for a vote at a meeting of the Board, then written notice containing a copy of the proposed amendment or describing the substance of the proposed amendment shall be sent to each Director of the Corporation at least ten (10) days in advance of the date of meeting, unless such notice is waived by all the Directors. Any amendment shall be effective when approved by the Directors.

**Section 12.02 Rules, Regulations and Policies.** The Directors may adopt additional rules, regulations and policies, general or specific, for the conduct of meetings, and additional rules, regulations and policies, general or specific, for the conduct of the affairs of the Corporation provided, however, no such additional rule, regulation or policy shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

## ARTICLE XIII - DISSOLUTION

Upon the termination, dissolution or winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all assets of the corporation to an organization or organizations as are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any such assets not so disposed of shall be disposed of by the circuit court in the county in which the principal office of the corporation is then located, exclusively for such purposes.

I certify that the foregoing Amended and Restated Bylaws were adopted by the Corporation on the \_\_\_\_ day of September, 2011.

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Joyce Hayes-Giles, Secretary

## ADDENDUM 1

### Initial Board of Directors as of Merger:

As of the date of these Bylaws, the Belle Isle Botanical Society (BIBS), a Michigan nonprofit corporation ("BIBS"), Friends of Belle Isle Aquarium, a Michigan nonprofit corporation ("FBIA") and Belle Isle Women's Committee, a Michigan nonprofit corporation ("BIWC"), merged with and into Friends of Belle Isle, Inc., a Michigan nonprofit corporation ("FOBI") (the "Merger"). As part of the Merger, FOBI has changed its name to "Belle Isle Conservancy" (the "Corporation").

Immediately following the Merger, the make-up of the initial Board of Directors of the Corporation shall be as provided below, i.e., four (4) seats will be filled with persons designated by each of the constituent organizations, i.e., BIBS, FBIA, BIWC and FOBI, each of whom will serve a full three-year term. Other members of the initial Board of Directors will be assigned one, two or three year terms in order to establish a balanced rotation of members of the Board of Directors, after which all board members will be elected or renewed for a full three-year term, pursuant to Section 4.02 of these Bylaws.

### 2011-2014 3 Year Term – 5 board members

Sarah Earley	Belle Isle Women's Committee
Jan Ellison	Belle Isle Botanical Society (BIBS)
Vance Patrick	Belle Isle Aquarium
Ethan Vinson	Friends of Belle Isle, Inc.
Marilyn Tuchow	

### 2011 – 2013 2 Year Term – 4 board members

Cynthia Ford  
Joyce Hayes-Giles  
Paul Huxley  
Ray Johnson

### 2011-2012 1 Year Term – 3 board members

Ed Deeb  
Alicia Masse  
Kate Beebe

### Ex Officio : Terms not limited

TBD	Mayor's Appointment
TBD	City Council's Appointment
Alicia Minter	Director, Detroit Recreation Department
Brad Dick	Director, General Services Department
Keith Flournoy	Belle Isle Park Manager

## ADDENDUM 2

### Conversion of Membership Status

Pursuant to the Merger, all memberships in FOBI, BIWC, FBIA and BIBS (each a "Constituent Corporation" and collectively, the "Constituent Corporations") will be converted to memberships (whether existing or converted as of the date of the Merger) in FOBI (to be renamed "Belle Isle Conservancy"). Memberships will be converted to a calendar year, such that any existing memberships immediately following the Merger shall expire as of December 31, 2011 unless renewed for the following year. Members will be converted to the new dues schedule of FOBI based upon the last dues the member paid to its Constituent Corporation in the Merger.

Membership levels of the Belle Isle Conservancy are as follows:

\$ 10 for Seniors (65+) and Students  
\$ 25  
\$ 50  
\$ 100  
\$ 250  
\$ 500  
\$ 1,000  
\$ 2,500  
\$ 5,000  
\$10,000 and above

The names of each membership level/category will be further developed by the Annual Fund and Membership Subcommittee of the Development Committee, and will be submitted to the Belle Isle Conservancy Board of Directors for approval. It is not anticipated that members will receive any specific benefits unless otherwise decided by the Board of Directors.

### Conversion of Life Members in Constituent Corporation to Founding Friend Status in Surviving Corporation

There are currently 193 Life Members of the Constituent Corporations, as follows: BIBS - 9; FOBI - 34; BIWC - 150. There are no Life Members of FBIA.

Life Members of the Constituent Corporations will be given the unique and special status of "Founding Friend," to honor their commitment to the prior Constituent Corporation. To qualify as a Founding Friend, individuals must be a Life Member of a Constituent Corporation immediately prior to the merger. A Founding Friend will never be solicited for a membership renewal, but may receive requests for the Annual Fund and other fund raising programs. As a Founding Friend, these individuals will be listed as members as long as they live. Belle Isle Conservancy will not offer a Life Membership category.

## ADDENDUM 3

### Description of Committee Responsibilities

#### *Finance and Administration Committee, responsible for:*

- Financial Management - including oversight of the accounting system, financial policies, internal controls and annual budget preparation.
- Human Resources - including the review of staff structure and position descriptions; search for the Executive Director and other staff; review of key contractors which provide staffing services.
- Office, Systems and Equipment – oversight of major purchases and organizational infrastructure.

#### *Governance and Nominating Committee, responsible for:*

- Evaluating the performance and contributions of existing board members
- Nominating new board members each year.
- Establishment of necessary policies and procedures needed for legal and ethical reasons

#### *Fund Development Committee, responsible for:*

- Raising the funds that enable the organization to accomplish its work
- Cultivating and maintaining relationships with members and donors

The Fund Development Committee may have subcommittees, such as the following:

- *Annual Fund and Membership* –planning and executing these functions
- *Capital Campaign* – oversight of major fund raising campaigns
- *The Women's Committee* – oversight of all fund raising events
- *Tributes, Memorials and Planned Giving* – to establish appropriate policies and programs

#### *Island Stewardship Committee, responsible for:*

- Protecting Belle Isle and its many historic and environmental assets
- Planning improvements to Belle Isle that the Belle Isle Conservancy will implement, beginning with assessments to determine need and priorities
- Working with the City of Detroit to coordinate work in all of these areas and for development of future master plans for Belle Isle
- Development of strategic partnerships with other organizations that either offer services on Belle Isle, offer services/programs that could be brought to Belle Isle, or have a strong interest in the Park

The Island Stewardship Committee will have four subcommittees, as follows:

- *Aquarium* – to explore options and develop strategy to re-open the Aquarium as a public aquarium
- *Conservatory* – oversight of improvements to the Anna Scripps Whitcomb Conservatory
- *Environment* – oversight of environmental concerns and programs, such as forest restoration, removal of invasive species,
- *Historic Preservation* – protection of the historic assets of Belle Isle, including all buildings, fountains, sculpture, and the landscape design; work to achieve official designation as a city historic district

Island Stewardship and its sub-committees will provide oversight of major capital projects and improvements in each area.

***Community Engagement Committee***, responsible for:

- Developing and maintaining relationships with important constituencies and organizational partners, to solicit their input on plans for Belle Isle and their support for project implementation
- Engaging the general public in the work of the Belle Isle Conservancy

The Community Engagement Committee may have subcommittees, such as the following:

- *Community Committee* – a balanced group of nearby residents, Detroit residents, and regional residents to represent Belle Isle supporters and key constituencies
- *Island Affiliates* – organizations that operate a facility or program on Belle Isle, or which have a continuing stake in issues affecting Belle Isle
- *Marketing Committee* – promotion of Belle Isle assets and programs, providing information to the public about Belle Isle through website, print, and public relations
- *Volunteers* – planning volunteer engagement, recruiting and recognition

***Education Committee***, responsible for:

- Educating the public about Belle Isle Park
- Educational programs that use Belle Isle to teach environmental, scientific or historical topics
- Oversight of educational program partnerships

***Recreation and Athletics***, responsible for:

- Planning improvements to facilities for organized sports, individual exercise, and other active recreational activities
- Working closely with the Detroit Recreation Department and other recreation organizations