

# BYLAWS

OF

MITREE

(Michigan Institute of Timber Resource and Educational Excellence)

---

PURSUANT TO THE PROVISIONS OF ACT 162, PUBLIC ACTS OF 1982, THE UNDERSIGNED CORPORATION EXECUTES THE FOLLOWING:

## ARTICLE I

---

### PURPOSE

MITREE, hereinafter referred to as the “Corporation”, is created and shall be operated to provide information, training, and education to all those involved with the management/use of Michigan’s forests, the transportation of forest products, and the manufacturing of wood products. This training and education will include, but will not be limited to:

- Sustainable Forestry Practices
- Safety
- Business Practices
- Best Management Practices

## ARTICLE II

---

### BOARD OF DIRECTORS

#### 2.1 General Powers

The management, control, and operation of the affairs and properties of this Corporation are vested in the board of directors of the Corporation (the “Board”).

#### 2.2 Composition of the Board

- a. The Board shall consist of no fewer than four (4) and no more than seven (7) persons (the “Directors”). The exact number of Directors shall be set from time to time by resolution of the Board. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.
- b. The Directors must be board members for the Michigan Association of Timbermen and shall consist of persons who support the purpose of the Corporation. The Board shall use their best efforts to select Directors who reflect the diversity of the community. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

### 2.3 Election of Directors

The Directors shall be elected by the Board at its annual meeting. Each year, the Board shall elect the number of Directors necessary to maintain staggered terms pursuant to Section 2.4, and such additional persons as may be necessary to fill unexpired terms.

### 2.4 Term

Each Director shall serve a term of two (2) years and until such Director's successor is appointed and qualified. However, at least one-half (1/2) of the initial Directors shall serve an initial term of one year (1), and one-half (1/2) shall serve a term of two (2) years, such that only half of the Directors will have terms that expire in a given year. No Director may serve for more than three (3) consecutive full terms. After an absence of one (1) year from the Board, an individual shall become eligible again for election to the Board. Partial terms do not count as a full term.

### 2.5 Resignation and Removal

A resignation by a Director must be in writing and is effective when received by the Secretary. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of all of the other Directors.

### 2.6 Annual Meeting

The annual meeting of the Board shall be held in the fourth quarter of each year on such a day and at such a place a place and time as determined by the President of the Corporation. The purpose of the annual meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

### 2.7 Regular and Special Meetings

Regular meetings of members shall be held at a time and place prescribed herein, but not less than annually. A special meeting may be called by the board of directors or by written petition. A petition shall state the purpose or purposes for which the meeting is to be called. Unless the bylaws provide for a smaller percent or number, the number of member signatures required for such a petition shall be 10% of the members.

### 2.8 Quorum

A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

### 2.9 Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present is the duly authorized act of the Board, except where otherwise provided by law or these Bylaws.

#### 2.10 Compensation

Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation's business.

#### 2.11 Meetings by Electronic Means of Communication

Members of the Board or any committee of the Board may conduct any regular or special meetings by using any electronic means of communication, provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meetings for the purposes of these Bylaws.

#### 2.12 Notice

Notice of meetings may be given by electronic mail ("e-mail"), provided, however, those Directors who cannot receive notices electronically shall receive notice via mail, fax or personal delivery. Special meetings must be preceded by at least forth-eight (48) hours notice to each Director if notice is given by e-mail, or seventy-two (72) hours notice if notice is given by mail or private carrier. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier.

#### 2.13 Director Conflict of Interest

The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

#### 2.14 Proxies

Proxies shall be authorized, although an individual may not vote more than 5 proxies at any meeting.

## ARTICLE III

---

### OFFICERS

#### 3.1 Management

The Board shall manage the business and affairs of this Corporation and make all necessary rules and regulations not inconsistent with law or with these Bylaws for the management of the business and the guidance of the officers, employees and agents of this Corporation.

### 3.2 Employment of a Manager

The Board may select, employ, and fix the compensation of the General Manager or Chief Executive Officer or (hereinafter “Manager”) of this Corporation, who shall not be a member of the Board. The Board may terminate the employment of the Manager with or without cause at any time, subject to the terms of any written employment contract, if any, between this cooperative and the Manager. The Board may also contract for independent management services from a management company or an individual on an independent contractor basis.

### 3.3 Annual Audit or Review

Beginning with the third full year of the Corporation’s operation and each year thereafter the Board shall secure the services of a competent and disinterested certified public accountant who shall conduct, at the discretion of the Board, either a review, a review with additional agreed upon procedures to provide assurance of certain account balances or accounting system matters as specified by the Board or an audit of the Corporation’s books, records and year-end financial statements following applicable professional standards. The Corporation’s reviewed or audited financial statements and/or summarized information from them shall be presented to the members at their annual meeting and/or through other forms of communication at the discretion of the Board.

### 3.4 Officers

The officers of the Corporation will be a Chair, Vice Chair, Secretary, and a Treasurer. The Board may elect such other officers as it deems desirable. Officers of the Corporation shall be Directors. An individual may fill more than one position, except that the President may not be the same person as the Secretary.

### 3.5 Election, Term of Office and Removal

(a) At each Annual Organizational Meeting, the Board shall elect the officers of the Corporation for one (1) year terms, or until the Board again elects new officers, whichever occurs first. No officer may serve for more than three (3) consecutive full terms in any one officer position. After an absence of one (1) year, an individual shall become eligible again for election to that officer position. Partial terms do not count as a full term.

(b) Any officer of the Corporation may be removed from office at any time for any reason by a two-thirds (2/3) vote of all of the Directors, provided that if the officer to be removed is then a Director, he or she shall not vote on his or her removal from office.

### 3.6 Duties of the Chairman

The Chairman of the Board shall (1) preside over all meetings of the Corporation and of the Board of Directors; (2) Call regular and special meetings of the Board of Directors; and (3) perform all acts and duties usually performed by the presiding officer. If a Vice Chairman is appointed he or she shall carry out the duties of the Chairman in the absence or disability of the Chairman.

### 3.7 Duties of the Vice Chairman

In the absence or disability of the Chairman, the Vice Chairman shall perform the duties of the Chairman; provided, however, in the case the absence or disability of the Chairman shall result in permanent vacancy in the office of Chairman, the Board shall elect a successor. The Vice Chairman shall have such other powers and shall perform such other duties as may be assigned by the Board.

### 3.8 Duties of the Secretary

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and keep minutes of all proceedings. The Secretary shall keep a complete record of all meetings of this Corporation and of the Board and shall have general charge and supervision of the books and records of this Corporation. The Secretary shall serve all notices required by law and by these Bylaws including notices of meeting and shall make a full report of all matters and business pertaining to the office to the members at the annual meeting. The Secretary shall keep complete membership records, make all reports required by law, and perform such other duties as may be required by the Corporation or the Board. An Assistant Secretary, if any, shall perform the duties of the Secretary during any absence or disability.

### 3.9 Duties of the Treasurer

The Treasurer shall perform such duties with respect to the finances of this Corporation as may be prescribed by the Board. An Assistant Treasurer, if any, shall perform the duties of the Treasurer during any absence or disability. Accounting, financial reporting and asset control and management may be carried out under the review and supervision of the Board and management by employees or independent contractors of the Corporation. Unless otherwise determined by the Board, the Treasurer shall serve as the Chair of the Corporation's Finance and Audit Committee, if such committee exists.

### 3.10 Duties of the Manager

If the Board employs a General Manager or CEO, or enters into a contract with a management service company or independent contractor manager, the manager shall have general charge and responsibility for all administrative and operational aspects of this Corporation, and shall perform any other duties that may be assigned by the Board.

## ARTICLE IV

---

### COMMITTEES OF THE BOARD OF DIRECTORS

The Board may, by resolution, designate one (1) or more standing committees of the Board. Each committee shall consist of one (1) or more Directors. The Board may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority will not operate to relieve the Board, or any member thereof, of any responsibility imposed upon him or her by law. The Board by resolution may designate one or more advisory or ad hoc committees that do not have the powers of the Board to manage the affairs of the Corporation. Any such committee shall include at least one (1) Director and as many non-Directors as the Board desires. The advisory committees

shall have the duties set forth in the resolution of the Board designating the committee. Any such committee, if comprised only of currently serving directors and to the extent provided in the resolution of the Board, shall have and may exercise the powers of the Board in the management of the business affairs of the Corporation; provided, however, such a committee shall not have the power or authority to:

- a) Amend the Articles of Incorporation.
- b) Adopt an agreement of merger or consolidation.
- c) Amend 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.

## ARTICLE V

---

### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

#### 5.1 Contracts

The Manager may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Board may authorize any other officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

#### 5.2 Checks, Drafts, Etc.

All checks, drafts, or 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 and such officer(s) or agent(s) of the Corporation as set forth in Board policies. The other officers of the Corporation shall have authority under this § 6.2 as is from time to time to be determined by the Board and set forth in Board policies.

#### 5.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board designates.

#### 5.4 Books and Accounts

The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns, or other documents as may be required by law on its own behalf.

## ARTICLE VI

---

### INDEMNIFICATION

To the full extent permitted by Section 561 of 450.2561 of Michigan Act 162 of 1982, a corporation has the power to indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, 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 the person is or was a director, officer, employee, non-director volunteer, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, non-director 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 person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that 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 shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

## ARTICLE VII

---

### FISCAL YEAR AND TERM YEAR

The fiscal year of the Corporation is January 1<sup>st</sup> through December 31<sup>st</sup>. The terms of the officers and Directors shall be the calendar year, unless otherwise determined by the Board.

## ARTICLE VIII

---

### PARLIMENTARY AUTHORITY AND AMENDMENTS TO THE BYLAWS

The current edition of Scott, Foresman "Robert's Rules of Order, New Revised" shall be the parliamentary authority on all matters not addressed in these bylaws.

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of all of the Directors, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

These bylaws may not be suspended.

# ARTICLE IX

---

## DISSOLUTION

9.1 The Corporation shall be dissolved upon the affirmative vote of two-thirds (2/3) of all Directors of the Corporation. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation.

9.2 Should the Corporation dissolve, all assets, and real and personal property will revert to the Michigan Forest Foundation, a 501(c)3.

Executed this \_\_\_ day of \_\_\_\_\_, 2012.

By: \_\_\_\_\_

MI TREE BOARD MEMBER