

Keweenaw Green Burial Alliance, Inc.
Bylaws

Date Adopted: April 10, 2017

Revision Dates (see end of document for revision summaries):

Article I. Name of Organization

The name of this organization is the Keweenaw Green Burial Alliance, Incorporated, referred to herein as the “Corporation.” The Corporation is chartered as a non-profit corporation in the State of Michigan.

Article II: Purposes of Corporation

As stated in the MI Articles of Incorporation, the purposes of the corporation are as follows:

1. To advance the knowledge, awareness, and understanding of the general public about the full range of funeral, burial, and related end-of-life practices, including greener and more natural options.
2. To provide educational and charitable support for the introduction, development, and adoption of greener and more natural funeral/burial practices.
3. To conduct such other related activities as are permitted under the laws of the State of Michigan, particularly the Nonprofit Corporation Act, and the Internal Revenue Code as it pertains to organizations described in Section 501(c)3.

Article III: Board of Directors and Business Meeting Conduct

1. The Board of Directors shall consist of 5 to 9 members.
2. Board Directors shall serve terms of 3 years, staggered so that approximately one third of the board members will be elected each year.
3. Elections for open and/or expiring Director positions shall be conducted annually, either by vote of the Directors or as specified in any membership structures as formally established by the Board of Directors.
4. Director positions that remain open at the start of a new year or are vacated between annual board elections may be filled at any time by a majority vote of remaining Board members. Term of service for open or vacated Director position replacements shall be until the next annual election.
5. A Director may be removed from office at any time, with or without cause, by a majority vote of Directors currently serving in office.
6. A quorum shall consist of one half of Directors currently serving in office.
7. There shall be a minimum of two Board of Directors business meetings per year.
8. Board business meetings shall be conducted by Roberts Rules of Order.
9. Board meetings may be conducted in person or by remote communication, as permitted by law.
10. At the discretion of the Board and with the approval of the Secretary for purposes of recordkeeping, votes for official business may be conducted by whatever means permitted by Michigan law, including but not limited to any one or combination of the following: in person voice or paper vote, video/audio

conference, email, paper ballot by mail or at a polling location, text message, and proxy.

Article IV: Duties of the Board of Directors

1. It shall be the responsibility of the Board of Directors to oversee and legally conduct all affairs and activities of the Corporation, as necessary for the achievement of the purposes stated in Article II and the good standing of the Corporation.
2. The Board shall also develop and maintain a vision and mission statement for the corporation.
3. The Board shall also develop and adopt a conflict of interest policy.

Article V: Officers of the Board of Directors

1. Elections of Officers shall be conducted at the end of the same annual meeting in which expiring and open board positions are filled. Term of office for Officers begins at the conclusion of said meeting.
2. Officer positions that are vacated between annual elections may be filled by a majority vote of remaining Board members.
3. Board Officers shall consist of a President, Vice President, Secretary, and Treasurer.
4. When legally permitted, one person may hold up to two Officer positions, with the exception that one person may not serve as both President and Vice President.
5. Duties of the President shall be as prescribed by the Board of Directors and shall minimally include the following: all duties required by law, preparing agendas and presiding over Board business meetings, serving as the chief executive officer of the Corporation, and taking such executive actions in the name of the corporation as prescribed by the Board.
6. Duties of the Vice President shall be as prescribed by the Board of Directors and shall minimally include acting as President in his/her absence.
7. Duties of the Secretary shall be as prescribed by the Board of Directors and shall minimally include the following: all duties required by law and maintaining and providing all records and documents of the corporation as prescribed by the Board and required for the good standing of the corporation, including but not limited to these bylaws, all business meeting minutes, and all policies and procedures of the corporation.
8. Duties of the Treasurer shall be as prescribed by the Board of Directors and shall minimally include the following: all duties required by law, having charge and custody of all funds and securities of the corporation, transacting such financial activities as required for the successful operation and good standing of the corporation, and maintaining and providing all financial records as prescribed by the Board.

Article VI: Committees of the Board of Directors

1. The Board of Directors may, at their discretion, establish standing, ad hoc, and advisory committees.
2. All committees must include at least one Director of the Board.

3. If the Board establishes a membership structure, members in good standing may also serve on committees.
4. The Board shall direct ad hoc and standing committees as to what actions they may undertake independently, with all other actions requiring Board review and approval.
5. Advisory committees shall not have the authority to act and shall exist solely to advise the Board in regard to their respective subject area.
6. Non-members of the Corporation may serve only on advisory committees.

Article VII: Membership

The corporation is organized on a Directorship basis and as such all voting rights are held exclusively by the Board of Directors. However, at their discretion, the Board of Directors may formalize a membership structure for the organization and establish such criteria and privileges for membership as they deem appropriate. Membership criteria shall minimally address the following:

1. Membership qualifications, if any
2. Membership dues and responsibilities, if any
3. Membership privileges and benefits, if any
4. Membership voting privileges, if any

Article VIII: Indemnification: Volunteer Directors, Officers, and other Members of the Board or Board Committees

The corporation assumes all liability to any person other than the organization for all acts or omissions of a volunteer Director, Officer, or other Member of the Board or Board Committees, incurred in the good faith performance of his or her duties as a volunteer for the Board of Directors, provided that:

1. The Board volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. The Board volunteer was acting in good faith;
3. The Board volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The Board volunteer's conduct was not an intentional tort; and
5. The Board volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

Article IX: Indemnification: Volunteers other than Directors, Officers, or other Members of the Board or Board Committees

The corporation may assume liability, on a case-by-case basis, for acts or omissions of a Non-Board volunteer acting on behalf of the corporation provided that:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. The volunteer was acting in good faith;
3. The volunteer conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer conduct was not an intentional tort; and

5. The volunteer conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

Article X: Revision of Bylaws

These bylaws may be revised at any time by a majority vote of the Board of Directors, provided that each director has been provided a copy of the proposed revision no less than two weeks prior to the meeting at which the vote will take place.

Bylaws Revision History:

Adopted: April 10, 2017

First Revision Date:

First Revision Summary:

Second Revision Date:

Second Revision Summary: