

# Roots and Rivers Collaborative Bylaws

*Adopted [Insert Date]*

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## Article I. Name and Purpose

### Section 1. Name

The name of this organization shall be **Roots and Rivers Collaborative** (“the Collaborative”).

### Section 2. Purpose

This Corporation is organized exclusively for charitable, scientific, and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Its specific purposes include:

- a. to protect and enhance the environment of the Western Upper Peninsula of Michigan and Northeastern Wisconsin through habitat conservation via invasive species management, restoration, education, and outreach; and
- b. to raise awareness of invasive species and educate the public about invasive species management and habitat conservation.

### Section 3. Mission Statement

The Roots and Rivers Collaborative is dedicated to ~~the management of invasive species~~ **habitat conservation** on our **local** lands and waters through cooperation, education, ~~prevention,~~ and ~~control~~ **management**.

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## Article II. Membership and Partners

### Section 1. Members at-large

Membership shall be open to all interested parties: agencies, governmental or non-governmental organizations, businesses, and individuals who support the mission of the Collaborative in accordance with the Memorandum of Understanding (MOU). The Collaborative does not intend to implement a paid membership structure.

### Section 2. Partner Organizations

Partner status is granted to those who sign a Memorandum of Understanding (MOU) with the Collaborative. Each Partner may designate one official representative and one alternate at the time of signing. This may be updated annually.

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## **Article III. Board of Directors**

### **Section 1. Authority and Duties**

The Board of Directors shall have general oversight of the Collaborative's affairs, funds, policies, and programs.

### **Section 2. Composition**

The Board shall consist of no fewer than seven (7) and no more than nine (9) Directors, each representing a Partner organization. Any Partner (MOU signatory representative or their designee) will be qualified to serve on the Board of Directors.

Each participating county shall endeavor to have at least one (1) representative on the Board.

Each Board Member may designate an alternate from their Partner organization/agency. In the Board Member's absence, the alternate fills their Board seat and is given voting authority.

### **Section 3. Term of Office**

Directors shall serve staggered two-year terms, from June to May. Directors may serve consecutive terms.

### **Section 4. Election of Directors**

Directors shall be elected at the Annual Meeting. Nominees must either attend or submit a written statement of intent to the Chairperson prior to the meeting.

### **Section 5. Vacancies and Removal**

Vacancies may be filled at any time by a majority vote of the Board. A Director may be removed by a 2/3 vote of the Board for cause, including absence from three consecutive meetings.

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## **Article IV. Officers**

**Section 1. Titles and Duties - Chairperson:** Presides over meetings and serves as the primary spokesperson. - **Vice-Chairperson:** Assists the Chair and assumes their duties in their absence. - **Treasurer:** Reviews financial reports and records. - **Secretary:** Keeps minutes and manages official records.

### **Section 2. Election and Term**

Officers shall be elected annually by the Board immediately following Director elections and serve one-year terms. Officers may be re-elected.

### **Section 3. Officer Vacancies**

Vacancies shall be filled by Board appointment until the next Annual Meeting.

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## **Article V. Meetings**

### **Section 1. Regular Meetings**

The Board shall meet bi-monthly, generally on the first Wednesday of even-numbered months. Meetings may be held in-person and/or virtually.

### **Section 2. Annual Meeting**

An Annual Meeting shall be held each year, typically in June, open to all Members and Partners, and shall include Board elections and program highlights.

### **Section 3. Special Meetings**

May be called with at least fourteen (14) day notice. Electronic notification is acceptable.

### **Section 4. Quorum and Voting**

A simple majority of the Board constitutes a quorum. Each Director has one vote. Proxy voting is not permitted, but alternates may vote when serving in place of the Director.

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## **Article VI. Committees and Action Teams**

The Board may establish committees or Action Teams composed of Members and Partners to address specific issues. These teams may meet as needed, including via teleconference.

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## **Article VII. Conflict of Interest**

Directors and Officers shall disclose any potential conflicts of interest and refrain from voting on related matters. The Collaborative shall adopt a Conflict of Interest Policy consistent with IRS requirements.

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## **Article VII. Compensation**

Directors, Officers, and Partners shall not receive compensation for their service. Reasonable reimbursement for approved expenses is permitted.

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## **Article IX. Financial Administration**

The Executive Director shall maintain accurate financial records, to be reviewed by the Treasurer, and shall present a financial report at each Board meeting.

The Collaborative's fiscal year shall be October 1 through September 30 unless changed by resolution.

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## **Article X. Amendments**

These Bylaws may be amended by a 2/3 vote of the Board of Directors. Proposed amendments must be distributed at least 30 days in advance, and electronic delivery is acceptable.

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## **Article XI. Dissolution**

Upon dissolution of the Collaborative, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to a government entity for a public purpose. No part of the net earnings shall inure to the benefit of any private individual.

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*Bylaw adopted on DATE: \_\_\_\_\_*

*Board of Directors Signatures:*

*Executive Director Signature:*