

Bylaws of the Great Lakes Observing System Regional Association

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this organization is the Great Lakes Observing System Regional Association, hereinafter referred to as “the GLOS-RA.”

Section 1.2 Location. The offices of the GLOS-RA shall be at a location or locations as designated by the Board of Directors. The principal office of the GLOS-RA shall be located within the State of Michigan.

Section 1.3 Registered Agent and Registered Office. The Resident Agent of the GLOS-RA shall be the Great Lakes Commission, a nonprofit corporation authorized to conduct business in the State of Michigan. The Registered Office of the GLOS-RA shall be located in the County of Washtenaw, State of Michigan at:

Great Lakes Commission
Eisenhower Corporate Park
2805 South Industrial Highway, Suite #100
Ann Arbor, MI 48104-6791

The Registered Agent and Registered Office may be changed from time to time by the Board of Directors of the GLOS-RA in compliance with provisions of applicable law.

ARTICLE 2

Purpose

Section 2.1 Purposes of the GLOS-RA. The GLOS-RA is a not-for-profit corporation committed to:

- Providing integrated, in-situ, and remotely-sensed information and numeric modeling about the Great Lakes, their interconnecting waterways, the St. Lawrence River and the hydrology, sediment, nutrient and pollutant contributions from their tributaries and airsheds for use by researchers, managers, industry, educators and others engaged in government, commerce, education, and science on or about the system;
- Providing regional information integration for the national coastal ocean observing system as part of the Integrated Ocean Observing System (IOOS);
- Developing and implementing new sensor technologies, data integration methods, and information products;

- Stimulating innovation by expanding business opportunities in freshwater observation technologies, information processing and delivery, and use of water resources including living aquatic resources;
- Promoting education and outreach to Great Lakes stakeholders about conditions and trends within the system; and
- Informing policy makers and legislators about emerging issues and critical data requirements.

Section 2.2 Non-Partisan Activities. The GLOS-RA is a non-partisan organization. No part of the activities of the GLOS-RA shall consist of the publication or distribution of materials or statements for the purposes of attempting to influence or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE 3 Finances and Assets

Section 3.1 Fiscal Year. The fiscal year of the GLOS-RA shall begin on July 1 and end on June 30.

Section 3.2 Books and Records. The following books and records of the GLOS-RA shall be maintained at its principal office and made available for inspection by any Director, Officer, Systems Oversight Panel representative, any Member Organization, or to the public pursuant to the Freedom of Information Act (FOIA):

- Correct and complete books and records of accounts prepared according to generally accepted accounting principles;
- Minutes of meetings of the Board of Directors and the Systems Oversight Panel;
- Current list of the Directors, Officers, committee members, and representatives on the Systems Oversight Panel of the GLOS-RA, including their current mailing and email addresses, telephone numbers, and other contact information;
- Current list of the GLOS-RA Member Organizations; and
- A copy of these Bylaws.

Section 3.3 Annual Report. The Board of Directors shall direct the President and the Treasurer to present at the Annual Meeting of the Membership an annual report, which includes a financial report for the GLOS-RA and an annual work plan. The Annual Report shall be filed with the minutes of the Annual Meeting of the Membership.

The annual financial report shall be certified by an independent public accounting firm, and it shall include the following:

- The assets and liabilities, including trust funds, of the GLOS-RA as of the end of the fiscal year immediately preceding the date of the report;

- The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report;
- The revenues or receipts of the GLOS-RA, both unrestricted and restricted to a particular purpose, for the fiscal year immediately preceding the date of the report;
- The expenses or disbursements of the GLOS-RA, both for general and restricted purposes, during the fiscal year immediately preceding the date of the report.

The Annual Work Plan shall include short-term and long-term goals and objectives for the GLOS-RA; priorities for capital expenditures and the development of information systems and products; an education and outreach plan; potential funding sources to support projects; proposed timelines; and staffing and budgetary requirements.

Section 3.4 Audit. The Board of Directors, or the Audit Committee if so designated, shall cause an audit of the books and records of account for the GLOS-RA to be conducted on an annual basis by an independent firm of certified public accountants. The audit report shall be retained for a minimum period of five (5) years after the date of the audit.

Section 3.5 Contracts. The Board of Directors may authorize an Officer(s) or agent(s) (e.g., the Executive Director) to enter into any contract or execute and deliver any instrument in the name of, or on behalf of, the GLOS-RA. Such authority may be general or confined to specific instances as authorized by the Board of Directors.

Section 3.6 Checks, Drafts, or Other Similar Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the GLOS-RA shall be signed by such Officer(s) or agent(s) (e.g., the Executive Director) of the GLOS-RA as designated by the Board of Directors.

Section 3.7 Dedication of Assets. The properties and assets of the GLOS-RA are irrevocably dedicated to scientific and educational purposes. No part of the net earnings, properties, or assets of the GLOS-RA, on dissolution or otherwise, shall inure to the benefit of any private person or individual except that reasonable compensation may be paid for services rendered to or for the GLOS-RA in carrying out one or more of its purposes.

ARTICLE 4

Membership

Section 4.1 Eligibility for Membership. Legal entities (such as corporations, consortia, associations, partnerships, local, state or federal agencies, and institutions of higher learning) but not individuals, shall be eligible for Membership in the GLOS-RA upon such terms and conditions as may be determined from time to time by the Board of Directors.

Section 4.2 Classes of Membership. Member Organizations shall belong to one of the following classes, based upon legal status:

- Federal government
- State/local/regional government
- Academic institution
- Commerce/Industry
- Native American
- Non-Governmental Organization (NGO)
- Great Lakes organization
- Canadian government

Classes may be changed, added, or deleted from this list from time to time at the discretion of the Board of Directors. All Member Organizations, regardless of class, will benefit equally from the activities of the GLOS-RA, subject to the Roles, Responsibilities and Benefits of Membership.

Section 4.3 Application for Membership. Membership may be obtained on application and the payment of dues submitted to the principal office of the GLOS-RA, or to a member of the Board of Directors.

Section 4.4 Dues. Member Organizations shall pay dues as established by the Board of Directors, and such dues shall include the cost of membership in the National Federation of Regional Associations (NFRA). Dues may be assessed differently by class, but the amount of dues paid will not affect a member organization's rights and responsibilities to the GLOS-RA. Dues are payable to the GLOS-RA annually, and membership shall extend one (1) year from the end of the month in which an entity joins the GLOS-RA and annually from the anniversary thereof. Dues shall become delinquent thirty (30) days after the annual anniversary date. Dues may be waived in some cases as determined by the Board of Directors.

Section 4.5 Election of Directors. The Membership shall elect the Board of Directors and representatives on the Systems Oversight Panel annually as provided in Sections 6.2 and 10.2 of these Bylaws.

Section 4.6 Review of Board of Directors. Actions of the Board of Directors shall be subject to review by the Membership on request of the Member Organizations at a Special Meeting called for this purpose.

ARTICLE 5

Meetings of the Membership

Section 5.1 Annual Meeting. The Annual Meeting of the Membership shall be held in March of each year on a date determined by the Board of Directors, unless the Board determines that a date in a month other than March is more appropriate. The main

purposes of the Annual Meeting will be the election of Directors and representatives on the Systems Oversight Panel and presentation of the Annual Report to the Membership. The Board of Directors may transact any other business it deems necessary and appropriate at that time.

Section 5.2 Special Meetings. Special Meetings of the Membership may be called by the President of the Board or on application to the Secretary by three (3) or more members. The parties who call a Special Meeting of the Membership may determine the location and manner of the meeting. The Secretary shall mail notices to all Member Organizations stating the purpose of the Special Meeting. Only the business stated in the notice shall be conducted at the Special Meeting. A quorum for such a meeting shall be a majority of the member organizations in good standing. An action by the Board of Directors may be altered or rescinded by a vote of two-thirds ($\frac{2}{3}$) of the member organizations attending the Special Meeting, provided no rights of third parties are affected and a quorum is present at the Special Meeting.

Section 5.3 Notice of Meetings. Written notice shall be given at least thirty (30) days prior to an Annual Meeting, but not more than sixty (60) days prior to that meeting. Written notice shall be given at least ten (10) days prior to a Special Meeting, but not more than sixty (60) days prior to such meeting. Notice may be either personally delivered or mailed to each Member Organization at such member's address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid.

Section 5.4 Quorum. A quorum of the Member Organizations at the Annual Meeting of the Membership shall consist of 20%, and for a Special Meeting of the Membership shall be a majority of the members.

Section 5.5 Voting. Member Organizations may not vote by proxy, but may be allowed to participate via electronic or other means as approved by the Board of Directors. Each Member Organization is entitled to one (1) vote.

ARTICLE 6

Board of Directors

Section 6.1 Governance Responsibilities. The Board of Directors directs and controls the business and affairs of the GLOS-RA, and it is responsible for exercising the responsible stewardship on behalf of the GLOS-RA and its contributors. The specific responsibilities of the Board of Directors are as follows:

- Establishing the general governance model for the GLOS-RA through development and amendment of the GLOS-RA Bylaws;
- Hiring, firing, and conducting periodic performance reviews of the Executive Director of the GLOS-RA;
- Maintenance and audit of the books and financial activities of the GLOS-RA;
- Approval of the Annual Work Plan for the GLOS-RA;

- Directing GLOS-RA advocacy activities;
- Any other powers inherent in the governance of the GLOS-RA, except those expressly reserved to the Membership or the Systems Oversight Panel.

Section 6.2 Number and Term of Directors. The Board of Directors shall be composed of no less than five (5) and no more than twelve (12) Directors of the GLOS-RA, as determined by the Membership Organizations. The Directors shall be elected by the Membership at the Annual Meeting for a term of three (3) years, although the Board of Directors may stagger the terms of the inaugural Directors. A term shall begin on April 1 and end on March 30, and no Director shall serve more than two (2) consecutive three (3) year terms unless elected as an Officer, in which case the Director may serve no more than three (3) additional years. Not more than one third ($\frac{1}{3}$) of the Directors shall retire in any one (1) year. In the event that a Director resigns from the Board prior to the expiration of his or her term, the Board of Directors shall vote to accept the resignation at the next Board meeting. The Board of Directors may appoint interim Directors to fill any vacancies or other perceived needs on the Board of Directors, upon a majority vote of the Directors then in office, pending approval by the Membership at the subsequent Annual Meeting. Under no circumstances shall board-appointed Directors constitute 50% or more of the current Directors then sitting. Fulfilling a partial term as an interim member of the Board of Directors shall not be considered part of a Director's three (3) year term and will not count for purposes of term limitations.

Section 6.3 Qualifications of Directors. Directors shall be independent of the interests of the GLOS-RA, having no personal, professional, or organizational interest in the development of products or services of the GLOS-RA. Directors shall be chosen by virtue of their knowledge, skills or experience, as deemed necessary by the Board of Directors prior to nomination.

Section 6.4 Meetings. Following the Annual Meeting of the Membership, the Board of Directors shall meet for the purpose of electing Officers and transacting such other business as may be necessary as an outcome of the Annual Meeting. Regular meetings of the Board of Directors shall be held at least quarterly on such dates, at such times, and at such locations as the President shall determine. A Special Meeting of the Board of Directors may be called by the President or on application to the Secretary by three (3) or more Directors. Only the business stated in the notice shall be conducted at the Special Meeting.

Section 6.5 Notice of Meetings. Notice of any regular or special meeting of the Board of Directors shall be given at least ten (10) days prior to the meeting. Notice may be electronic via email, or written and delivered personally or mailed to each Director at such Director's address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid.

Section 6.6 Quorum. At any meeting of the Board of Directors, a majority of the entire number of the Directors then in office shall constitute a quorum for the transaction of business. Participation by means of teleconferencing or similar communication equipment whereby all persons participating in the meeting can hear each other shall constitute presence in person at such meeting.

Section 6.7 Voting. Directors may not vote by proxy, but they may participate and vote via electronic means. Each Director shall be entitled to one (1) vote upon any matter properly submitted to the Board of the Directors. Unless specifically identified in these Bylaws, any act or decision done or made by the Directors shall require a majority vote of those present and eligible to vote in order to be a binding act of the Board of Directors. Abstentions shall constitute presence of a Director in determination of a quorum.

Section 6.8 Action without a Meeting. Unless otherwise provided by these Bylaws, any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if, before or after the action, consent is given by all of the members of the Board of Directors – in writing, signed, and setting forth the action to be taken. Such written consent shall be filed with the minutes of the preceding meeting of the Board of Directors.

Section 6.9 Attendance at Meetings. Consent to serve as a member of the Board of Directors includes the obligation of attendance at all regular and special meetings of the Board of Directors and any meetings of committees on which the Board member serves. An absence may be excused by prior notice to the President of the Board of Directors or the committee chair.

Section 6.10 Parliamentary Authority. Robert's Rules of Order, in its most recent edition at the date of its use, shall govern the conduct of business in all cases in which they are applicable and not in conflict with these Bylaws or other specific rules of procedure adopted by the Board of Directors of the GLOS-RA.

ARTICLE 7

Officers of the Board

Section 7.1 Officers. The Officers of the GLOS-RA shall be President, Vice President, Secretary, and Treasurer, elected from the Board of Directors. The Board of Directors may appoint other such Officers to perform designated duties and responsibilities as it may determine are necessary to the function of the Board of Directors of the GLOS-RA from time to time.

Section 7.2 Term of Office. Officers shall serve one (1) year terms, which may be renewed for five (5) additional one (1) year terms. The Board of Directors may appoint interim Officers to fill any vacancies of office. Fulfilling a partial term as an interim Officer shall not be considered part of an Officer's initial one (1) year term and will not count for purposes of term limitations.

Section 7.3 President. The President is accountable to the full Board of Directors and serves the Board in helping it achieve its purposes by adhering to its Bylaws and governing policies in an orderly and fair manner. In addition to any other duties as may be incident to the office or assigned by the Board of Directors from time to time, the President has the following specific responsibilities:

- Presiding at all meetings of the GLOS-RA and the Board of Directors, including preparation of meeting agendas;

- Serving as an ex officio member of all Board committees;
- Appointing committee chairs and committee members, except as otherwise specified in these Bylaws;
- Presenting the Annual Report at the Annual Meeting of the Membership;
- Serving as spokesperson for the Board of Directors;
- Complying with legal, regulatory and accrediting requirements of the NFRA, the State of Michigan and other member states, the U.S. Internal Revenue Service, and other bodies;
- Executing, on behalf of the GLOS-RA, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors authorizes, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to its agent(s) (e.g., the Executive Director), or shall be required by law to be otherwise signed or executed.

Section 7.4 Vice President. The Vice President shall perform the duties and exercise the powers of the President during any absence or disability of the President, and shall succeed the President in the event that the Office of the President becomes vacant for any reason. The Vice President shall serve as an ex officio member of all Board committees. The Vice President shall perform such other duties as may be specified from time to time by the Board of Directors.

Section 7.5 Secretary. The Secretary shall be responsible for the following duties:

- Maintaining a record of the proceedings of all meetings of the Membership and the Board of Directors;
- Distributing copies of the minutes of each meeting of the Board of Directors prior to the subsequent meeting;
- Providing all notices in accordance with the provisions of these Bylaws or as required by law;
- Acting as custodian of all records of the GLOS-RA, except for financial accounts;
- Filing with the NFRA copies of these Bylaws including all amendments;
- Maintaining a record of the mailing addresses of each Director and all representatives on the Systems Oversight Panel;
- Serving as the chairperson of the Personnel/Elections Committee;
- Performing all other duties as may be incident to the office or assigned by the President or the Board of Directors from time to time.

In the event the Secretary shall be absent from any meeting of the Board of Directors, the Board of Directors in attendance at the meeting shall select a Secretary pro tempore.

Section 7.6 Treasurer. The Treasurer shall be responsible for the following duties:

- Tracking all revenues of the GLOS-RA and maintaining complete and accurate accounts of all funds received and disbursed;
- Acting as custodian of accurate financial accounts for the GLOS-RA, holding them open for inspection and examination by any Member Organization or Director;
- Monitoring all funds and securities of the GLOS-RA;
- Assisting the Executive Director in the development of an annual budget for the GLOS-RA;
- Presenting a financial statement to the Board of Directors at every regular meeting;
- Presenting an annual financial report at the Annual Meeting of the Membership, listing all receipts and disbursements by budget categories;
- Serving as the chairperson of the Audit Committee to ensure that an annual audit is completed and certified; and
- Performing all other duties as may be incident to the office or assigned by the President or the Board of Directors.

ARTICLE 8

Board Committees

Section 8.1 General Description. Board Committees exist to support the work of the Board of Directors with its governance tasks and to support the work of the Systems Oversight Panel and the GLOS-RA staff. The standing committees shall be the Audit Committee and the Personnel/Elections Committee. The standing committees shall be appointed by the President, and shall meet as often as necessary to complete their business. Terms of all committee members shall expire on March 30 of each year.

Section 8.2 Audit Committee. The Audit Committee shall assist the Executive Director in conducting and monitoring an annual audit. It shall periodically review income and expense accounts and it shall assist the GLOS-RA accountant or bookkeeper in the timely production of reports and presentation of financial records for meetings of the Board of Directors. The Treasurer shall serve as the chairperson of the Audit Committee.

Section 8.3 Personnel/Elections Committee. The Personnel/Elections Committee shall perform the functions of assuring that the Board of Directors and the Systems Oversight Panel are composed of professionals, community leaders, and other interested persons

representing diverse skills and interests who understand the work and support the objectives of the GLOS-RA. These functions shall include the preparation of the list of nominees for the Board of Directors and representatives on the System Oversight Panel. The Personnel/Elections Committee shall also be responsible for conducting the annual performance review of the Executive Director's, and it shall review all recommendations for salary adjustments of staff. The Secretary shall serve as the chairperson of the Personnel/Elections Committee.

Section 8.4 Additional Committees. The Board of Directors may designate one or more Directors and such other persons to form other committees as necessary. Each additional committee shall serve at the pleasure of the Board of Directors and shall have such duties and responsibilities as designated by the Board of Directors. Each committee shall be chaired by a Director of the GLOS-RA. Meetings of these committees shall be held at such time and place as shall be fixed by the chairperson of each respective committee. A majority of all the members of any committee shall constitute a quorum for the transaction of business, and the vote of a majority of all the members of the committee shall be considered an act of the committee.

ARTICLE 9

Executive Director

Section 9.1 Responsibilities. The Board of Directors shall hire an Executive Director who shall be the Chief Executive Officer of the GLOS-RA. The responsibilities of the Executive Director shall include the following tasks:

- Conducting the daily business activities of the GLOS-RA;
- Implementing the policies and programs of the Board of Directors;
- Coordinating and communicating with member institutions;
- Coordinating the scientific aspects of projects and programs and supervising the development of the GLOS-RA Annual Work Plan;
- Serving as a liaison with federal agencies and other regional observing systems, and acting as the standing representative for the GLOS-RA to the NFRA;
- Sending annual dues and membership lists to the NFRA;
- Assuring the financial viability of the organization with the appropriate support from the Board of Directors;
- Depositing and disbursing all such funds in the name of the GLOS-RA in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Bylaws;
- Hiring, firing, and supervising staff in accordance with salary and staff guidelines outlined by the Board of Directors; and

- Building public awareness of the GLOS-RA, its products and services.

Section 9.2 Expected Outcomes. The job products or desired outcomes that give evidence of the Executive Director's achievement of the assigned responsibilities are the following:

- Development of Annual Work Plan(s);
- Achievement of Annual Report objectives within available resources;
- Development of an annual budget;
- Maintenance of financial solvency and stability; and
- Maintenance of positive and open relationships with the Board of Directors, staff and national IOOS coordination bodies.

Section 9.3 Signatory for the GLOS-RA. The Board of Directors may authorize the Executive Director to sign on behalf of the GLOS-RA, and to enter in the name of the GLOS-RA contracts for professional services, promissory notes and other evidences of indebtedness, mortgage deeds for property owned by the GLOS-RA, options to purchase real estate, and such other instruments and papers as the Board of Directors may deem necessary and appropriate for the operations of the GLOS-RA.

ARTICLE 10 Systems Oversight Panel

Section 10.1 Responsibilities. The Systems Oversight Panel has the responsibility to review and endorse the Annual Work Plan for the GLOS-RA prepared by the Executive Director and GLOS-RA staff. Subsets of the Systems Oversight Panel may be established to provide consultation to the Executive Director and the GLOS-RA staff to define characteristics and requirements of any GLOS-RA sub-system. The Annual Work Plan will be presented at the Annual Meeting of the Membership and presented to the Board of Directors for approval.

Section 10.2 Number and Term of Panel Members. The Systems Oversight Panel shall be composed of representatives from the different classes of the Membership, as follows:

- Six (6) representatives from federal government agencies;
- Twelve (12) representatives from state, regional, tribal, and local governments, with at least one (1) from each Great Lakes state, and four (4) from local municipalities, Native American tribes, or other regional units of government. Under no circumstance shall there be more than two (2) representatives from the same state, regional, tribal, or local government;
- Eight (8) representatives from academic institutions, with no more than two (2) representatives being from the same university/college;

- Eight (8) representatives from commerce/industry and NGO interests; and
- Seven (7) representatives (one (1) each) from the International Joint Commission, the Great Lakes Commission, the Council of Great Lakes Governors, the Great Lakes Fishery Commission, Environment Canada, the Province of Ontario, and the Canadian Department of Fisheries and Oceans.

The representatives on the Systems Oversight Panel shall be elected by the Membership at the Annual Meeting for a term of two (2) years. A term shall begin on April 1st and end on March 30th, and no Panel representative shall serve more than three (3) consecutive two (2) year terms. Not more than one fourth (¼) of the Systems Oversight Panel shall retire in any one (1) year. In the even that a Panel representative resigns prior to the expiration of his or her term, the Systems Oversight Panel may appoint an interim Panel representative to fill the vacancy resulting from the resigning representative.

Section 10.3 Qualifications of Representatives on the Systems Oversight Panel. Representatives on the Systems Oversight Panel shall be chosen from the Membership, making every attempt to ensure diversity of the interests served by the GLOS-RA.

Section 10.4 Meetings. The Systems Oversight Panel shall meet at least once a year at the Annual Meeting of the Membership for the purpose of reviewing and endorsing the Annual Work Plan, providing comments about desired modifications, and transacting such other business as may be necessary.

Section 10.5 Notice of Meetings. Notice of any meeting of the Systems Oversight Panel shall be given at least ten (10) days prior to the meeting. Notice may be electronic via email, or written and delivered personally or mailed to each Panel representative at such member's address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid.

Section 10.6 Attendance at Meetings. Consent to serve as a representative of the Systems Oversight Panel includes the obligation of attendance at all meetings, including the meetings of any subset on which the representative serves. Participation by means of teleconferencing or similar communication equipment whereby all persons participating in the meeting can hear each other shall constitute presence in person at such meeting.

ARTICLE 11 Elections, Resignations and Removal

Section 11.1 Election of the Board of Directors and Representatives on the Systems Oversight Panel. The Personnel/Elections Committee shall prepare a slate of candidates for election of Directors and representatives on the Systems Oversight Panel, pursuant to nominations from the Membership. It shall secure consent of all nominees to serve if elected in accordance with the provisions of these Bylaws, and present the nominations to the Board of Directors and the Membership at least thirty (30) days prior to the Annual Meeting. Additional nominations shall be permitted from the floor. The Membership shall elect Directors and representatives on the Systems Oversight Panel at the Annual

Meeting to succeed those whose terms of office are expiring. Each nominee will be considered individually for election rather than as part of the slate of nominees.

Section 11.2 Resignations. Any Director, Officer, or representative on the Systems Oversight Panel, or any other committee member may resign at any time by giving written notice to the President of the Board of Directors. The resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified in such notice, the acceptance of the resignation by the Board of Directors shall not be necessary for it to become effective.

Section 11.3 Removal. Any Director or representative on the Systems Oversight Panel may be removed at a Special Meeting of the Membership called expressly for such purpose. A majority of the Membership must be engaged in this meeting to constitute the quorum required for the purpose of this section. A two-thirds ($\frac{2}{3}$) majority of the Member Organizations present and voting shall be sufficient to remove any or all Directors or representatives on the Systems Oversight Panel, with or without cause. Any Officer or agent may be removed by two-thirds ($\frac{2}{3}$) vote of the full number of Directors then serving in office. Election or appointment of any Director, Officer, or representative on the Systems Oversight Panel shall not of itself create contract rights. In the event that all members of the Board of Directors are removed by a majority vote at a Special Meeting of the Membership, a special election shall be conducted at the Special Meeting where the vote for removal was taken, or under no circumstances no later than thirty (30) days after the Special Meeting.

ARTICLE 12

Compensation

Directors, Officers, or representatives on the Systems Oversight Panel, or any other committee member shall receive no compensation, either directly or indirectly, for performance of their duties to the GLOS-RA. Directors, Officers, or representatives on the Systems Oversight Panel, or any other committee member may receive reimbursement for expenses as may be necessary from time to time, including travel expenses incurred for attendance at meetings of the Board of Directors, the Systems Oversight Panel or any other committee, and directly associated business expenses.

ARTICLE 13

Conflicts of Interest

Section 9.1 In General. The Directors, Officers, and employees of the GLOS-RA have fiduciary duties to the GLOS-RA, to its customers and consumers of its products, and to the community at large. In keeping with these responsibilities, each Director, Officer, or employee of the GLOS-RA has a duty to act in all matters in a manner that merits public trust and confidence. The Directors and Officers of the GLOS-RA are expected at all times to place the interests of the GLOS-RA ahead of his or her own private interests, and to fully disclose any situation involving actual or potential conflicts of interest. Any committee member or employee shall fully disclose any situation involving actual or potential conflicts of interest.

Section 9.2 Loans to Directors and Officers. No loans shall be made by the GLOS-RA to its Directors, Officers, or its employees. No loans shall be made by the GLOS-RA to any other corporation, firm, association, or other entity in which one or more of its Directors, Officers, or its employees are Directors, Officers, or employees, or otherwise hold a substantial financial interest.

ARTICLE 14

Indemnification

The GLOS-RA will indemnify any Director, Officer, employee, or agent of the organization against expenses actually and reasonably incurred by such person in connection with any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a Director, Officer, employee, or agent of the organization, or is or was serving at the request of the GLOS-RA in another capacity, to the fullest extent permitted by Michigan law. Expenses may include attorney fees, judgments, fines, and any amounts paid in settlement of a civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action against them by the GLOS-RA. The GLOS-RA may further indemnify Directors, Officers, or employees to the extent authorized by the Board of Directors. A change in Michigan law, the Articles of Incorporation, or these Bylaws that reduces the scope of indemnification will not apply to any act or omission that occurs before the change.

The GLOS-RA assumes the liability for all acts or omissions of a Director, Officer, employee, or agent of the organization, provided that:

- They acted or reasonably believed they acted within the scope of his or her authority and in the best interests of the GLOS-RA;
- They acted in good faith;
- Their conduct did not amount to gross negligence or willful and wanton misconduct;
- Their conduct was not an intentional tort;
- Their conduct did not constitute a criminal act.

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 is not entitled to indemnification under these Bylaws.

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute or regulation of the State of Michigan or the United States.

As used in this provision, the terms "Director," "Officer," "employee", or "agent" include the respective heirs, executors, and administrators of persons holding such offices in the GLOS-RA.

ARTICLE 15

Relationship with other Regional and National Associations

The GLOS-RA agrees to maintain membership in the NFRA and will abide by the affiliation agreements signed with the NFRA. The GLOS-RA agrees to send its financial reports, including a list of all income and disbursements to the NFRA within 60 days after the close of its fiscal year and to support financially the activities of the NFRA in accordance with their stated policies.

ARTICLE 16

Amendments

These Bylaws may be amended by two-thirds vote of the full number of the Directors then serving in office at any meeting of the Board of Directors, provided that the text of any such proposed amendment shall have been forwarded to each Director thirty (30) days prior to the meeting at which such proposed amendment may be submitted to vote. The provisions for notice to Directors of any proposed amendment may not be waived. All amendments shall be consistent with the statutes of Michigan and Section 501(c)(3) of the Internal Revenue Code and related regulations.

ARTICLE 17

Dissolution

A dissolution of the GLOS-RA shall be authorized by a three-fourths ($\frac{3}{4}$) vote of the Directors then serving in office. Notice of the meeting to authorize dissolution shall be given to each Director not less than thirty (30) days prior to the meeting at which such proposed dissolution shall be submitted to vote.

If the dissolution of the GLOS-RA is approved, the Board of Directors shall pay, or make provision for the payment of, all of the liabilities of the GLOS-RA and dispose of all of the GLOS-RA's assets. Any such assets shall be transferred and conveyed to an organization or organizations established and operated exclusively for charitable, educational, or scientific purposes, and that qualifies as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.