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Overview

This manual is designed to familiarize directors with their responsibilities and duties to the Partnership for the Saginaw Bay Watershed (Partnership), and contractors and/or staff with the general activities of the organization. This document is an evolving tool and will be revised as necessary. Updates will be distributed accordingly.

The Partnership is a 501(c)(3) nonprofit corporation administered by a board of directors that also serves as the Public Advisory Council (PAC) for the Saginaw River and Bay Area of Concern (AOC). There is a distinction between responsibilities of the board and individual board members as a nonprofit corporation and as the PAC, which are summarized separately in sections that follow. While the responsibilities are distinct, many of the activities undertaken by the Partnership fulfill the responsibilities of the PAC as well as those of a nonprofit corporation.

DISCLAIMER

This document should be read in conjunction with the articles of incorporation and bylaws, which govern the establishment and responsibilities of the Partnership and are included in this manual (see Appendices A and B, respectively). While it is important to follow proper procedures in various organizational functions, formality of process should not be such that it hinders the organization’s ability to carry out its essential duties. The Partnership’s bylaws, articles of incorporation, policies (e.g., annual meeting voting procedures), and other documents will be useful for resolving matters that may arise over time and are not covered by existing documents. Additionally, the Partnership board may desire to develop additional policies that guide its decision making. Nonprofit organizations frequently develop policies regarding conflicts of interest, whistle-blower protection, personnel, and service procurement, among others. If the Partnership develops and adopts such policies, they should be incorporated into this operations manual as appropriate.

BACKGROUND

The Partnership was created in 1995 by a merger of the Saginaw Basin Alliance and the Saginaw Bay Watershed Council. The group was formed in response to the designation of the Saginaw River and Bay as a Great Lakes AOC by the International Joint Commission in 1987. An AOC is a specifically identified region along the Great Lakes with water quality problems and degraded environmental conditions “where significant impairment of beneficial uses has occurred as a result of human activities at the local level” (USEPA 2012). The AOC program developed a policy framework to identify, assess, and restore environmental problems in the Great Lakes. The Partnership is designated by the Michigan Department of Environmental Quality (MDEQ) as the PAC for the Saginaw River/Bay AOC. Additional information about the AOC designation and PAC duties is included in the Saginaw River and Bay Area of Concern section of this document.

ARTICLES OF INCORPORATION AND BYLAWS

On April 23, 2013, the Partnership adopted amended and revised articles of incorporation and bylaws as a domestic nonprofit corporation under Public Act 162 of 1982 of Michigan. The Partnership conforms to the provisions of the articles of incorporation and bylaws. The articles of incorporation and bylaws are found in Appendices A and B, respectively.
MISSION STATEMENT
The Partnership for the Saginaw Bay Watershed is a voluntary, membership-based coalition of public and non-governmental agencies, organizations, and individuals committed to sustaining or restoring the ecology of the Saginaw Bay watershed, while ensuring economic viability. Toward that end, the Partnership promotes comprehensive resource management and educational services by facilitating inter-governmental coordination and public involvement, conducting studies, formulating public policy recommendations, providing advice to public officials and citizens, and undertaking various programs and projects to restore, protect, and enhance Michigan’s largest watershed.

VISION STATEMENT
A Saginaw Bay watershed with a restored and sustained ecology that offers a healthy environment, strong economy, and high quality of life for current and future generations.

PURPOSE & OBJECTIVES
The purpose of the Partnership shall be exclusively for educational, scientific, and charitable purposes to achieve its objectives, which include providing comprehensive resource management and educational services to sustain or restore the ecological integrity of the Saginaw Bay and its watershed and to ensure the regional economic viability and high-quality use by future generations. This purpose includes but is not limited to restoration and removal of beneficial use impairments (BUIs) designated through the AOC program.

BOARD OF DIRECTORS
The Partnership is administered by a board of directors that shall contain at least five members, but no more than eleven. The Partnership operates on a nonstock directorship basis. Typically, under nonstock directorship corporations, the board of directors has the sole responsibility of administering the organization and selecting new board members. When the Partnership updated its bylaws in 2013, it decided that board members would be elected at an annual meeting by and from five membership regions (up to two board seats per region). One additional board position is elected at large. Standard board terms are two years, and directors may be reelected for an unlimited number of terms. Selection of regional board representatives are staggered such that each region may elect one board member each year. In the event of a vacancy, the board may appoint new directors to complete a term.

The Partnership seeks to recruit board members representative of the subwatershed regions of the Saginaw Basin who collectively provide the skills, abilities, and resources to successfully administer the organization and fulfill its mission.

Board Fiduciary Responsibilities
Appropriate orientation shall be given to each person who is elected to the Partnership board. This orientation shall stress, among other things, the fiduciary responsibilities of each board member and of the board collectively.

1. Each board member is expected to understand that the Partnership is a nonprofit organization organized under the statutes of the State of Michigan, and as a 501(c)(3) by the U.S. Internal Revenue Service (IRS).

2. The board shall exercise independent control over the Partnership’s financial operations and shall cause to be utilized generally accepted accounting and reporting procedures.
3. The board shall cause to be conducted periodic financial and performance audits and reviews as appropriate.

4. The board shall cause to be instituted appropriate internal controls.

5. Each board member shall be responsible for acting within the scope of his/her authority and within the total scope of the mission of the Partnership.

6. Each board member individually and all board members collectively shall adhere to all appropriate laws, regulations, and legal opinions that apply to the Partnership.

7. The board members collectively shall be responsible to see that appropriate financial management policies and practices are instituted and employed.

See Appendix D for general information on board responsibilities.

MEMBERS
Membership in the Partnership is open to any individual, group, organization, corporation, or public institution. In 2012, the Partnership hired the University of Michigan–Flint, University Outreach, to develop a communications strategy that identified three primary constituencies for membership and outreach. Those constituencies are (1) conservation and environmental organizations active within the watershed (such as Huron Pines); (2) subwatershed organizations (such as the Flint River Watershed Coalition); and (3) local government (such as Bay County). While the Partnership is particularly interested in recruiting representatives affiliated with these types of organizations, it also seeks members from business (recreation/tourism, industry, agribusiness, etc.), academia, and the public in general.

Organizations that join the Partnership are required to designate a representative to the Partnership for voting purposes. According to the bylaws, membership dues are determined by the board and reviewed annually. All dues are payable in advance, no later than the end of the first month of each fiscal year, or as determined by the board. Only members in good standing by the beginning of the annual meeting are eligible to vote in board elections. Partnership board members are elected by and from the membership classes.

Membership classes are defined geographically by the subwatersheds of the Saginaw basin. Membership classes are:

- Region 1: Coastal (including Au Gres–Rifle, Kawkawlin, Saginaw River and Pigeon-Wiscoggin subwatersheds);
- Region 2: Tittabawassee (includes Tittabawassee and Pine subwatersheds);
- Region 3: Shiawassee subwatershed;
- Region 4: Flint subwatershed;
- Region 5: Cass subwatershed; and
- Individual at-large member
Exhibit 1. Partnership for the Saginaw Bay Watershed Membership Regions

HIGHLIGHTED BOARD DUTIES AND RELATED MATTERS

Generally speaking, the board of directors determines strategic priorities for the organization; oversees staff/contractors; sets organizational policies; tracks finances; and sets the overall course of the organization. The primary duty of the board of directors is to ensure that the articles of incorporation and bylaws are carried out. It is expected that Partnership board members will dedicate at least eight hours per month to the organization to fulfill board duties. These activities include the following:

- Hold an annual meeting (at minimum)
- Employ and reasonably compensate fiduciary, investment, management, custodial, accounting, and other appropriate professionals for the services they provide
- Execute and deliver legal documents incident to any transaction in which they engage
- Vote, give proxies, participate in and delegate authorities to committees/directors
- Employ a bank or trust company as custodian of any funds
- Adhere to Generally Accepted Accounting Principles (GAAP) for financial record keeping
- Amend the articles of incorporation and bylaws as needed at any time by written instrument and approval of directors
- Keep records of the Partnership
- Coordinate fundraising through membership dues, individual, governmental and corporate donations, grants and other sources to ensure the organization is financially healthy to fulfill its mission
- Maintain and develop the operational capacity of the organization to fulfill its mission

FIDUCIARY DUTIES OF DIRECTORS

The Michigan Nonprofit Corporation Act, Public Act 162 of 1982 (MCL 450.2541), provides that:

(1) A director or an officer 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 or an officer, 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 or officer 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.

A director also has a duty of loyalty to the corporation. The interests of the corporation should not conflict with the interests of the director or the organization he or she represents. The director should disclose any such conflict to the board before any vote is taken.

More information about the responsibilities of nonprofit boards of directors can be found in Appendix D.
FEDERAL AND STATE TAX REGULATIONS

The Partnership has obtained federal tax-exempt status under Internal Revenue Code Section 501(a) as an organization described in Section 501(c)(3). The determination of tax-exempt status by the IRS is based on the fact that Partnership business is dedicated to the purposes listed in Section 501(c)(3) of the code, which includes among exempt organizations:

(3) Corporations, and any community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h)), and which does 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.

To maintain tax-exempt status, the law requires the organization claiming tax-exempt status to adhere to the purposes that qualified it for tax-exempt status initially. The intended purposes of, and adherence to, the articles of incorporation and bylaws will continue to meet the criteria for tax exemption. Those purposes must be strictly followed to assure retention of tax-exempt status, and any proposed amendments of those purposes should be scrutinized for their tax ramifications.

In addition to adhering to nonprofit purposes, the organization must meet certain operation tests set forth in code Section 501(c)(3). Key provisions relate to private benefit, prohibitions on political activity, and complying with limitations on lobbying.

Inurement to Private Individuals

The law prohibits the payment of excessive compensation, the disposition of property (other than to another nonprofit or governmental entity) at less than market value, and the provision of services to individuals or non-exempt organizations without fair return. However, some benefit to individuals may be acceptable where it is directly related to the organization’s purposes, such as food and refreshments in conjunction with meetings.

Political Activity

IRS Publication 557 (October 2011) provides:

If any of the activities (whether or not substantial) of the organization consist of participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for public office, your organization will not qualify for tax-exempt status under section 501(c)(3). Such participation or intervention includes the publishing or distributing of statements.

Whether your organization is participating or intervening, directly or indirectly, in any political campaign on behalf of (or in opposition to) any candidate for public office depends upon all of the facts and circumstances of each case. Certain voter education activities or public forums conducted in a nonpartisan manner may not be prohibited political activity under section 501(c)(3), while other so-called voter education activities may be prohibited.
**Lobbying**

IRS Publication 557 (October 2011) states:

The organization will not, as a substantial part of its activities, attempt to influence legislation (unless it elects to come under the provisions allowing certain lobbying expenditures) or participate to any extent in a political campaign for or against any candidate for public office.

**MEETING PROTOCOL**

**Voting Procedures and Meeting Attendance**

Generally speaking, Robert’s Rules of Order for meeting procedures are followed (see Appendix C for a summary of Robert’s Rules). However, the Partnership’s bylaws govern protocol and supersede Robert’s Rules. The bylaws outline operation procedures, which are summarized throughout this document, and call for an annual meeting (at minimum). The meeting must be announced in writing to board and general members at least 10 days but not more than 60 days before the meeting.

A majority of directors then in office constitutes a quorum. In other words, if vacancies exist on the board those seats are not counted for quorum requirements. If there is no quorum, the directors present may adjourn the meeting.

In the event that an organization representative cannot attend a meeting and wishes to designate an agent on his/her behalf, s/he may do so with written notice to the chair of the designation. A director may also “attend” a meeting by conference call or similar communication technology that allows all trustees to hear each other so long as the names of participants are divulged.

Votes may be conducted by phone, electronic mail, or by utilizing similar technology on any subject stated in the notice of the meeting. Each meeting conducted in this manner shall require each participant to hear all other participants.

Directors may submit opinions of dissent on authorized action if they did not vote in favor of an action.

**OFFICERS**

The officers shall be a chairperson, vice-chairperson, secretary, and treasurer. All officers are elected from and by the board immediately following the election of directors at each annual meeting. Officers are elected to one-year terms and are eligible for an unlimited number of reelections. In the event of a vacancy, the board may appoint a board member to fill the vacancy for the remainder of the term.

Each of the officers, and the board as a whole, are responsible for fulfilling various duties associated with the administration of the corporation. The Partnership can be considered a working board in which board members complete many of the tasks. While the responsibility ultimately lies with the board, many of these tasks can also be completed by hiring appropriate professional service providers (such as accountants and consultants), staff, or through partnerships with other organizations. The emphasis lies on ensuring that the tasks are completed more so than board members performing each of the tasks themselves. The blend of tasks completed by board members or staff and contractors will likely change over time given the interest and involvement of board members, available resources, and needs of the organization.
The **board chair** shall perform the following duties:
- Preside over meetings
- Perform duties assigned by the board
- Act as spokesperson for the board
- Guide and mediate board actions with respect to organizational priorities and governance concerns
- Exercise authority over the general control and management of the corporation
- Sign all official documents unless s/he instructs it be done by someone else (with appropriate authorization from the board)
- Act as chief operating officer of the corporation
- Serve as president of the corporation

The **vice-chair** shall perform the following duties:
- Preside over meetings in the absence of the chair
- Assume the duties of the chair in the absence of the chairperson and at other times authorized by the board
- Perform other duties as assigned by the chair or board

The **secretary** shall perform, or cause to be performed, the following duties:
- Schedule and provide notice of meetings
- Record the minutes of all board meetings
- Give trustees the bylaws and articles of incorporation
- Keep corporate records
- Preserve a register of the names and addresses of each officer and trustee
- Perform other duties as assigned by the chair or board

The **treasurer** shall perform, or cause to be performed, the following duties:
- Have charge and custody over corporate funds and securities
- Keep accurate books and records of receipts and disbursements
- Deposit all monies and securities received
- Complete all required corporate filings
- Perform other duties as assigned by the chair or board

**COMMITTEES**

According to the bylaws, the nominating committee is the only required committee. The bylaws also include provisions for the establishment of an executive committee and other committees as appropriate.

**Nominating committee**

According to the bylaws, the nominating committee should contain no fewer than six people who reasonably represent the membership regions. The nominating committee recommends a slate of candidates for election to the board.
**Executive committee**

An executive committee is not required by the bylaws; however, the bylaws establish the parameters by which an executive committee would operate. If formed, the executive committee shall consist of the officers and three additional members of the board, which are elected by and from the board.

**Special committees**

The board may form any additional committees it deems beneficial to the operations of the Partnership. These committees should be established through a resolution of the board. When establishing committees, the chair of the board will appoint a committee chair to serve as liaison to the board. The committee chair appoints a committee secretary to record the activities of the committee.

**FUNDRAISING**

A primary responsibility of the board is to ensure that the organization has adequate financial resources to fulfill the Partnership’s mission and implement its annual work plan. Fundraising activities include multiple sources such as membership dues, individual, governmental and corporate donations, grants, and earnings from the Partnership’s endowed fund administered through the Bay Area Community Foundation.

As the PAC for the Saginaw River and Bay AOC, the Partnership may seek funding through the Great Lakes Commission on an annual basis for PAC Support Grants. Proposals are typically due in May of each year and should be developed in coordination with the AOC coordinator. Proposals for PAC Support Grants and other grant funding may be prepared by a special committee of the board.
GREAT LAKES AREAS OF CONCERN

The 1987 amendments to the Great Lakes Water Quality Agreement (GLWQA) between the United States and Canada first established the AOC program. Annex 1 of the 2012 amendments to the GLWQA includes the current policy framework that establishes the AOC program (EPA 2012). These areas are specifically designated and geographically delineated regions throughout the Great Lakes that were identified as having significant environmental degradation. The AOC program is non-regulatory and creates a framework to assess and improve the environmental quality of these designated areas by identifying beneficial uses of Great Lakes resources. Specific impairments were identified as beneficial use impairments (BUIs). The AOC program is one of many policy and programmatic mechanisms used to address environmental concerns. The program has clearly defined goals and priorities and does not attempt to address every environmental issue. When first developed, 43 AOCs were designated, 14 of which were located in Michigan. As of 2014, seven AOCs (four American and three Canadian) have been delisted after restoration goals for the region were achieved.

SAGINAW RIVER AND BAY AREA OF CONCERN

The Saginaw River and Bay were identified as one of the AOCs in Michigan, and it has not yet achieved delisting. The physical boundary of the Saginaw River and Bay AOC is defined as extending from the head of the Saginaw River, at the confluence of the Shiawassee and Tittabawassee Rivers upstream of the city of Saginaw, to its mouth, including all of Saginaw Bay out to its interface with Lake Huron, at an imaginary line drawn between Au Sable Point and Pointe Aux Barques (see Exhibit 2).

Exhibit 2. Saginaw River and Bay Area of Concern Boundary

When the region was originally designated as an AOC, 12 of 14 possible BUIs were identified. Since that time, through collaborative efforts and targeted restorative action involving many stakeholder groups within the region, three BUIs have been removed. The BUI names were developed to be applicable to all AOCs within the Great Lakes. Specific impairments for each of the AOCs are documented in remedial action plans (RAPs) and other BUI-specific technical reports.

**COLLABORATIVE RESTORATION FRAMEWORK**

The GLWQA established a policy framework to advance restoration of BUIs through coordination of federal, state and local partners including governmental entities, universities, nonprofit organizations, and private citizens to “ensure the public is consulted in all actions undertaken pursuant to this [Agreement]” (International Joint Commission 2013). Over time, this framework evolved into the current PAC structure. In the early 1990s, the statewide public advisory council (SPAC) was established by the MDEQ as a coalition of Michigan PACs to enhance coordination among PACs and provide input to the state regarding public participation. Additionally, both the state of Michigan and the United States Environmental Protection Agency commit resources through dedicated staff and funding to advance AOC restoration activities.

In the spring of 2012 the Office of the Great Lakes, in coordination with SPAC members, developed a summary of the roles and responsibilities of the PACs and the MDEQ’s AOC coordinators. Although the document was not published, it illustrates the activities each partner organization should complete. The tasks identified below should be completed collaboratively and are not mutually exclusive. In other words, a task listed under AOC coordinator responsibilities could be completed by the PAC, and vice versa. Additionally, the summary can be considered guidelines not intended to limit the activities of any entity, as there is considerable flexibility among the roles and responsibilities. Furthermore, the roles and responsibilities of each entity may change based on unique circumstances of each region and as the AOC program continues to evolve. Finally, many of the tasks identified below are frequently completed with the assistance of professional service providers and organizational staff.

**Public Advisory Council**

The Partnership is designated as the PAC for the Saginaw River and Bay AOC by the MDEQ. Primarily, PACs are responsible for providing public involvement and input on AOC restoration activities. Each PAC operates based on community needs and factors unique to the AOC. Fulfilling this responsibility, especially for the Saginaw River and Bay, the largest and arguably most complex AOC, is a formidable task that involves both technical expertise and ongoing communications and outreach. The PACs were established to be flexible and adaptable to the regions they serve. Each PAC, however, is charged with providing local input to state and federal entities regarding AOC restoration. Similar to board functions, PAC functions can be delegated to staff and/or professional service providers.
Activities the PACs may become involved with include but are not limited to those identified below. These tasks can be completed by Partnership members, staff, or through contracts with professional service providers or partner organizations:

- Provide historic knowledge of local water quality issues and concerns
- Foster communication between governmental agencies at all levels, quasigovernmental agencies, educational institutions, and tribes
- Advocate for specific and general remedial activities
- Contribute to locally communicating AOC-related issues in a balanced, non-technical manner
- Identify and recruit key stakeholders and stakeholder groups as PAC participants
- Cultivate alliances with local leaders and elected officials in support of RAP goals
- Help celebrate environmental successes
- Offer a local forum for civil discussion among a variety of environmental interests
- Facilitate public involvement in cleanup efforts
- Coordinate or manage local projects focused on BUI restoration
- Provide logistical support for PAC operations
  - Distribute meeting agendas
  - Maintain PAC member lists
  - Arrange meeting logistics
  - Prepare and distribute meeting summaries
  - Recruit appropriate membership
  - Review, revise, or produce updated educational materials for PAC members
  - Retain records of PAC operations
- Designate a member to serve on the SPAC

Source: MDEQ 2012.

**Statewide Public Advisory Council**

The statewide public advisory council (SPAC) meets on a semiannual basis, providing a forum for PAC representatives from all of Michigan’s AOCs to meet, share their experiences, and coordinate with state and federal agencies as they work toward restoration of their respective AOCs. The role of the SPAC is to:

- Advise the MDEQ on AOC program priorities and policies
- Provide input to the DEQ on effective public participation strategies
- Serve as a forum for sharing information about the AOC program, funding opportunities and remediation and restoration techniques with PACs and other stakeholders
- Assist PACs in addressing administrative, operational and organizational issues
- Inform legislators, government officials and others of the AOC program needs and successes

Source: MDEQ 2012.
Michigan Department of Environmental Quality, Office of the Great Lakes

The United States and Canada are parties to the GLWQA, which established the Areas of Concern program. Annually, the United States federal government appropriates funds to support the program, which is administered through the Environmental Protection Agency. The EPA passes these funds through to other federal agencies and to each Great Lakes state based, in part, on the number of AOCs in the states’ respective jurisdictions. In coordination with other governmental agencies, each state then determines how to allocate resources to meet its unique needs. In Michigan, the state uses a significant portion of these funds to support AOC coordinators. In Michigan the role of the AOC coordinator is to:

- Establish strong working relationships with the PACs and develop an understanding of their needs, capabilities, and expectations
- Provide overall support to help PACs fulfill their roles and responsibilities as agreed upon
- Communicate effectively with PAC members generally on program policies and direction, agency activities, and funding opportunities and specifically on information relevant to their AOC
- Provide or secure sound technical advice and guidance when needed
- Routinely attend PAC meetings and events, either in person or via conference call
- Consult with PACs when preparing and revising AOC-specific documents including RAPs
- Serve as a liaison between PAC members and state and federal agency representatives
- Prepare summaries of PAC meetings with action items relevant to state agencies and distribute those summaries to affected staff
- Maintain official AOC files and ensure that the information is publicly available as appropriate
- Implement the Delisting Guidance and Strategy:
  - Track AOC actions needed for delisting
  - Coordination of BUI assessment
  - Track BUI removal
  - Prepare regular Stage 2 RAP updates
  - Prepare final RAPs
- Communicate and coordinate priorities and needs with other MDEQ staff and other agency programs including the Four Agency Management Committee, Four Agency Working Group, and Four Agency Ad-hoc Technical Teams
- Track remedial actions with other programs
- Coordinate site visits and field investigations as necessary to assess BUI removal feasibility
- Coordinate and communicate funding opportunities
- Provide updated information for the USEPA Great Lakes National Protection Office and/or MDEQ AOC websites
- Convene technical teams for assessing BUIs
- Prepare information and education materials on AOC program and specific local issues
- Coordinate and manage implementation projects for AOCs and administer grants
- Work closely with the SPAC and PACs to advance goals of the AOC program
- Communicate and coordinate AOC actions with the relevant MDEQ Lake Coordinator

Source: MDEQ 2012.
RESTORING ENVIRONMENTAL CONDITIONS TO REMOVE BENEFICIAL USE IMPAIRMENTS

One of the primary responsibilities of the PAC, in coordination with the MDEQ, is to advance restoration of BUIs leading to their removal and ultimately to the delisting of the AOC. When first listed, the Saginaw River and Bay AOC was identified as having 12 of the 14 possible BUI designations. Since that time conditions in the river and bay have improved, leading to the removal of three BUIs, and significant progress has been made on the BUIs that remain.

The remaining BUIs for the Saginaw River and Bay AOC are:

- **Restrictions on fish or wildlife consumption**: Chemicals harmful to humans are present in fish and wildlife tissue at levels preventing safe consumption at a rate higher than non-AOC areas. For example, consumption advisories are in place across Michigan due to mercury accumulation associated with atmospheric deposition. Such advisories are external to the AOC program.

- **Degradation of fish and wildlife populations**: Habitat loss including decreased quantity and quality, as well as chemical accumulation in the environment that has degraded fish and wildlife populations.

- **Bird or animal deformities or reproductive problems**: Chemical buildup in the environment can affect successful reproduction of many species, lowering population levels and leading to deformities.

- **Degradation of benthos**: Chemical accumulation in the environment can affect population levels of benthos (animals that live on or in sediments). Similarly, excessive sediment and nutrient loading can affect benthic communities.

- **Restrictions on dredging activities**: Chemicals released into the environment can build up in sediments at the bottom of harbors and shipping channels, which increases costs of dredging or prevents dredging for commercial and recreational purposes.

- **Eutrophication or undesirable algae**: Excessive nutrient loading can cause eutrophication or growth of undesirable algae, affecting the food web and water quality and causing ecological collapse at high enough levels.

- **Beach closings**: Excessive bacteria levels commonly caused by combined sewer overflows can be harmful to people and lead to beach closings. Many regions in the state and throughout the Great Lakes basin experience an occasional beach closure caused by high bacteria levels. The BUI focuses on beaches that are closed regularly and for long periods of time.

- **Degradation of aesthetics**: Occurs when substances such as oil slicks, chemicals, algal mats, scum, etc. in the water persistently impair the ability to enjoy or use the water resource.

- **Degradation to phytoplankton and zooplankton**: In aquatic ecosystems phytoplankton and zooplankton are at the base of the food web. Excessive nutrient levels can affect their growth, causing ripples of unintended consequences through the food web.

The BUIs that have been restored and removed for the Saginaw River and Bay AOC are:

- **Tainting of fish or wildlife flavor**: When chemicals build up in the environment they can affect the way fish and wildlife taste to people.

- **Loss of fish and wildlife habitat**: Fish and wildlife populations need sufficient habitat to maintain healthy population levels. Human alterations to the landscape including timbering, conversion to agriculture, filling/draining wetlands, and urbanization occurring since European settlement have impacted both the quantity and quality of habitat available to fish and wildlife. The Partnership worked with community stakeholders to permanently preserve and protect over 60 percent of the remaining coastal wetlands.
Restrictions on drinking water—taste/odor problems: Accumulation of chemicals, excessive nutrient loads causing algal blooms, and combined sewer overflows can affect the way drinking water tastes and smells.

**BUI RESTORATION PROCESS**

In 2006, the MDEQ developed the *Guidance for Delisting Michigan’s Areas of Concern* (MDEQ 2008), which was subsequently updated in 2008. The guidance document outlines the process to advance restoration of Michigan AOCs. The process to advance restoration of the remaining BUIs is ongoing and iterative, generally involving the following tasks and frequently led by a technical committee:

- **Identification of the problem:** Completed through the listing of the BUI; refined through remedial action plans and BUI technical reports.

- **Development of restoration criteria:** MDEQ Office of the Great Lakes staff, technical advisors, Partnership members, and other stakeholders work collaboratively to establish restoration criteria that are achievable and represent meaningful restoration. For many of the BUIs, the MDEQ has established statewide criteria; however, some BUIs are unique to their AOC and require development of local criteria. Additionally, the Partnership has the option of establishing local criteria for any of the BUIs. All local criteria are subject to approval from the MDEQ.

The goal of the AOC program is to restore conditions in the AOCs to levels comparable to non-AOC regions in the Great Lakes. While the Partnership and many other stakeholder groups support efforts that advance restoration to a level better than current conditions in non-AOC regions, these goals exceed the scope of the AOC program and the role of the PAC. The Partnership may, from time to time, support, advance, or implement projects that do not strictly fit within the AOC framework. These instances are examples of the Partnership operating as a watershed-oriented nonprofit in addition to its role as the PAC.

- **Development of remedial action plans:** Remedial action plans should sufficiently document the impairment within the context of the restoration criteria and identify specific on-the-ground or in-the-water projects supported by stakeholders that will advance the achievement of restoration. RAPs are frequently developed by the AOC coordinators in collaboration with PAC members; frequently RAPs rely on technical advisors from other government agencies, universities, and the private sector. In instances where there are gaps in information needed to identify restoration activities, the RAP should identify necessary steps to address knowledge gaps.

- **Implement remedial action plans:** Once the list of remedial actions has been established, the Partnership, in collaboration with state and federal agencies and local stakeholders, should seek funding to implement projects.

- **Monitor and track progress:** The Partnership, in collaboration with state and federal agencies as well as other stakeholders, tracks progress toward the achievement of restoration goals. Given the complexity of the Saginaw River and Bay and their impairments, the restoration goals need to be monitored and reevaluated as necessary. At times, remedial actions may not have the intended environmental outcome, resulting in the need to reevaluate remediation goals.

- **Recommend BUI removal:** Once the Partnership is confident that restoration has been achieved, it can make a recommendation to the MDEQ to remove a BUI. The Partnership should seek broad stakeholder input when determining whether to proceed with removal recommendations, including community outreach and technical forums. If the MDEQ agrees with the BUI removal recommendation, final concurrence is sought from the USEPA. Once the Partnership, MDEQ, and USEPA agree that the restoration goals have been met, and conditions are similar to non-AOC regions of the Great Lakes, the BUI will be removed.
Celebrate success: Removal of a BUI represents significant environmental restoration. The Partnership should continue to conduct public outreach to celebrate and recognize the progress made in the region.

TECHNICAL COMMITTEES
When working on BUI restoration activities described above, the Partnership, in coordination with the MDEQ, typically forms a technical committee comprising appropriate stakeholders with particular expertise to evaluate the scientific nature of the BUI and with a firm view of public perception on the topic. Technical committee members have included representatives of local, state, and federal governmental agencies, nonprofit organizations, universities, and citizen groups. Technical committees have often been facilitated by Public Sector Consultants, a Lansing-based firm.
Outreach and Communications

The Partnership engages in a number of outreach and communications activities that are necessary to fulfill its duties as the PAC, meet requirements of its corporate bylaws, and operate effectively as an organization. Currently, the Partnership maintains a website, issues newsletters, hosts speaker series and other public forums, holds public business meetings, and convenes technical advisory committees as needed. These activities are intended to complement each other as a strategic communications effort. The activities are intended to raise awareness of the Partnership within the Saginaw basin, provide updates on AOC and other watershed matters, provide a means for interested members of the public and stakeholder groups to engage with the Partnership, support recruitment of new general and board members, and support fundraising efforts. The activities in which the Partnership is engaged may change at any time.

NEWSLETTERS

The Partnership currently issues a semiannual newsletter electronically to Partnership members and other stakeholders within the Saginaw basin. Newsletters provide updates on AOC activities, changes to the composition of the board and relevant information about activities in which the Partnership is engaged. In the past, newsletters have been themed around topics to be discussed at the upcoming speaker series forum and issued approximately three to four weeks before the event to increase attendance and participation.

For example, in September 2013 the Partnership issued a newsletter announcing its October 2013 speaker series and annual meeting. The newsletter and speaker series were themed around beach closings along the bay because the Partnership was interested in advancing restoration of the Beach Closing BUI. The newsletter included short articles written by presenters at the speaker series and attracted about 50 stakeholders from the basin to the annual meeting.

Newsletters provide a copy of the Partnership’s membership form and encourage people to join the organization and donate money. Newsletter and speaker series themes should be determined approximately three to six months in advance to ensure adequate time to coordinate efforts, recruit speakers, write articles, coordinate graphic design, and issue the newsletter. Examples of previous newsletters are included in Appendix E.

While the Partnership is currently issuing an electronic newsletter semiannually, some board members have expressed the desire to enhance the frequency of distribution. The semiannual schedule was selected as an initial approach while the Partnership built the operational systems necessary to consistently issue a quality newsletter on that schedule. Once the systems are fully functional, the Partnership should evaluate quarterly, and eventually monthly distribution.

Similarly, some board members have expressed the desire to disseminate the newsletters in print through the U.S. mail. The board should continue to evaluate this approach, weighing the cost of printing and mailing, which is higher than electronic distribution, versus the benefits of providing a tangible document that may garner greater interest in Partnership activities.
SPEAKER SERIES
The Partnership currently hosts a semiannual speaker series in which relevant AOC and watershed topics are discussed. These forums are a primary way of engaging the public and recruiting new members to the organization. Typically, the forums are held in conjunction with a business meeting of the board to encourage public participation and involvement in Partnership activities. Operationally, this approach is efficient because it decreases travel costs, time commitments, facility rental costs, and other associated expenses by coordinating the events.

In the past the speaker series forums have been themed around the same topic as the previous newsletter and related to work relevant to AOC or watershed restoration activities. It can be helpful to coordinate with external stakeholders to see if they are holding events around the same time period or using similar topics to identify opportunities for further collaboration. Once the theme has been selected, the date set, and speakers and venue secured, a “save the date” announcement email should be sent using the members and stakeholders distribution lists. Additionally, a press release should be generated and issued to the media distribution list. The announcement, which can be a simple email, will help generate attention to the event and increase attendance. The newsletters should be released three to four weeks prior to the speakers series, helping to announce the event. Finally, send an email reminder to contacts included on the email distribution list the week of the event to remind people of the event.

BUSINESS MEETINGS
The Partnership’s bylaws require at least one meeting annually. However, successful organizations generally meet on a more frequent basis. At this time, the Partnership is holding quarterly in-person business meetings of the board. Additionally, the Partnership is beginning to hold monthly conference calls in the months it does not meet in person. Furthermore, the Partnership can schedule additional business meetings as deemed necessary. In-person business meetings have been held in conjunction with the speaker series to increase efficiency for board members and other stakeholders.

At various times the board has used alternative approaches to holding business meetings, each of which has merit. One approach has been to hold the meetings in different subwatersheds to encourage participation of people and organizations within the subregion and help balance travel requirements of members. This approach necessitates some additional logistical work to secure venues in each region and communicate the location of the meeting to Partnership members and other stakeholders. An alternative approach is to hold the meetings in the same location each time. This approach increases the travel burden for some members disproportionately. However, it requires less communication and logistical effort, as the meeting location is constant. Each approach has benefits and disadvantages, which the Partnership should weigh from time to time based on organization capacity and the activities in which it is engaged.

WEBSITE
The Partnership maintains a website (www.psbw.org) originally developed by the University of Michigan–Flint, University Outreach, in collaboration with Partnership board members and Public Sector Consultants. The website was originally designed to be simple and easy to maintain and provides information about the Partnership’s structure, focus areas, the Saginaw River and Bay AOC, the Saginaw Bay watershed, organizations active in restoration, and technical resources regarding the AOC and BUIs. The website should be updated periodically to ensure that information is up to date and accurate.

The Partnership secretary maintains the log-in credentials for the website, which for security purposes are not included in this document.
CONTACT LISTS

The Partnership has developed three primary contact lists, which it uses for different purposes. These are the membership, Saginaw basin stakeholder, and media lists. The membership list identifies and tracks the Partnership’s dues-paying members including their membership region, contact information, and their membership type (board or general). The list needs to be updated as new members join the organization. The Saginaw basin stakeholder distribution list was originally developed by the Michigan State University Land Policy Institute in its Directory of Groups Serving the Saginaw Bay Watershed (MSU 2012). The University of Michigan–Flint, University Outreach, built off MSU’s work and compiled the information into a database to streamline distribution. Finally, a media distribution list provides contact information for print, radio, television, and web outlets.

Contact lists require constant maintenance, as announcements or information sent to an outdated address (email, fax, or physical) will likely be returned. This should prompt the record keeper to update the applicable contact information.

TEMPLATES AND RESOURCES

To enhance the operations of the Partnership, various templates and resources associated with outreach and communications have been prepared and are included as appendices. These documents are intended to serve as a useful reference and should be updated and revised as appropriate. The templates and resources included are:

- **New member confirmation letter**: This letter should be sent to new members upon receipt of a completed membership form with accompanying annual dues.
- **Membership renewal letter**: This letter should be sent to all existing dues-paying members approximately six to eight weeks before the end of the fiscal year (September 30). The letter should attach the annual meeting voting procedures, including the slate of candidates for board elections (see below).
- **Membership renewal confirmation letter**: This letter should be sent to all members upon receipt of a membership renewal to confirm receipt and thank them for their ongoing support.
- **Appeal letter**: Many nonprofit organizations send annual or semiannual appeal letters that provide a summary of recent activities, and encourage recipients to contribute.
- **Annual meeting voting procedures**: This document should be provided to general members at the annual meeting and also be included in the membership renewal letter. It outlines the voting procedures and provides a template for the slate of candidates for board elections.
- **Annual meeting agenda**: The Partnership’s bylaws require certain actions to occur during the annual meeting. This template agenda should be updated and modified, as agenda items may change from time to time.
- **Quarterly board meeting agenda**: This template agenda provides an example of the general format for board business meetings. At minimum, the items should include review of the previous meeting minutes, a SPAC representative update, a treasurer’s report, and public comment. Items covered under old and new business may vary drastically based on the Partnership’s priorities at any given time.
- **Speakers series “save the date” announcement**: An example “save the date” announcement is included to illustrate the information to convey when initially announcing an event.
- **Speakers series agenda example**: An example of a speaker series agenda is included to illustrate the general meeting format. Information will need to be updated based on the speaker series topic.
- **Press release example**: An example of a press release for a speaker series is included to illustrate the format and type of information to include when announcing an event to the media.
- **Semiannual newsletter**: An example of the Partnership’s newsletter is included for reference purposes to illustrate the type of information and layout that has been issued in the past. The layout and content may change over time.
# Important Dates and Tasks

<table>
<thead>
<tr>
<th>JANUARY</th>
<th>FEBRUARY</th>
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<tbody>
<tr>
<td>Quarterly in-person board meeting</td>
<td>Prepare semiannual newsletter</td>
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<tr>
<th>MARCH</th>
<th>APRIL</th>
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<tbody>
<tr>
<td>Release semiannual newsletter</td>
<td>Quarterly in-person board meeting</td>
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<td>Host speaker series</td>
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<tr>
<th>May</th>
<th>JUNE</th>
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<tr>
<td></td>
<td>PAC Support Grant Proposals Due</td>
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<tr>
<th>JULY</th>
<th>AUGUST</th>
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<tbody>
<tr>
<td></td>
<td>Quarterly in-person board meeting</td>
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<td></td>
<td>Prepare semiannual newsletter</td>
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<tr>
<th>JULY</th>
<th>AUGUST</th>
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<tbody>
<tr>
<td>Nominating committee develops slate of candidates</td>
<td>Send membership renewal letters &amp; annual meeting announcement</td>
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<tr>
<th>SEPTEMBER</th>
<th>OCTOBER</th>
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<tr>
<td>Release semiannual newsletter</td>
<td>1 – Begin fiscal year</td>
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<tr>
<td>Develop work plan for next fiscal year (schedule meetings, develop budget, etc.)</td>
<td>Hold annual meeting &amp; speaker series</td>
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<td>30 – End fiscal year</td>
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<th>NOVEMBER</th>
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The tasks identified above are based on the Partnership’s current activities and should be updated as appropriate. This task list by no means limits the activities of the Partnership.
References


Appendices

- Appendix A: Articles of Incorporation
- Appendix B: Bylaws
- Appendix C: Robert’s Rules of Order (summarized)
- Appendix D: Article on Board Responsibilities
- Appendix E: Templates and Resources
Appendix A:
Articles of Incorporation
RESTATED ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is:
   
   Partnership for the Saginaw Bay Watershed

2. The identification number assigned by the Bureau is: 737-365

3. All former names of the corporation are:

4. The date of filing the original Articles of Incorporation was: September 21, 1995

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is:

Partnership for the Saginaw Bay Watershed

ARTICLE II

The purpose or purposes for which the corporation is organized are:

The Partnership is organized exclusively for educational, scientific, and charitable purposes, including the making of distributions to organizations qualified under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any corresponding provision of any future United States Internal Revenue Law. The objectives of the Partnership include providing comprehensive resource management and educational services to sustain or restore the ecological integrity of the Saginaw Bay and its watershed and to ensure regional economic viability and high quality use by future generations. Furthering these objectives the Partnership serves, as recognized by the Michigan Department of Environmental Quality, and the Great Lakes Commission, as the Public Advisory Council for the Saginaw River/Bay Area of Concern as designated by the International Joint Commission under the Great Lakes Water Quality Agreement of 1972, as amended.
ARTICLE III

1. The corporation is organized on a nonstock basis.

2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is ______. If the shares are, or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none") none

and the description and value of its personal property assets are: (if none, insert "none") none

(The valuation of the above assets was as of ________________, ____________ )
The corporation is to be financed under the following general plan:

Through membership dues and grants from foundations and industry. Additional state and federal grants will also be pursued.

The corporation is organized on a directorship basis. (membership or directorship)

ARTICLE IV

1. The name of the resident agent is: Joseph S. Toth

2. The address of the registered office is:

   P.O. Box 2056
   Bay City, Michigan 48707
   (Street Address) (City) (State) (ZIP Code)

3. The mailing address of the registered office, if different than above:

   277 Harlan Drive
   Frankenmuth, Michigan 48734
   (Street Address or P.O. Box) (City) (State) (ZIP Code)
ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

Please see attached Exhibit A

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETED SECTION (b).

a. □ These Restated Articles of Incorporation were duly adopted on the _______ day of _________, 2013, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this ______________day of __________________, _________

By _____________________________
(Signature of Authorized Officer or Agent)

(Type or Print Name)

b. ✔ These Restated Articles of Incorporation were duly adopted on the 23 day of April, 2013, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation, and:

☐ were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

☐ were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

☐ were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.

☐ were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation).

Signed this ______________day of __________________, 2013

By _____________________________
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

(Type or Print Name) (Type or Print Title)
ARTICLE V

1. All of the income and earnings of the corporation will be used exclusively for charitable purposes, and no part of the net income or net earnings of the corporation will inure to the benefit or profit of, or be distributed or distributable to, any director, officer, member, trustee, individual, firm, corporation, partnership, association or other private person, except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of these Restated Articles.

2. The corporation will not confer any substantial part of its activities toward carrying on propaganda or otherwise attempting to influence legislation, and will not participate or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office.

3. The corporation will in no manner be controlled by, under the direction of, or act in the substantial interest of any private individual, firm, corporation, partnership or association which is seeking to derive profit or gain, or is seeking to eliminate or minimize losses, in any dealing or transactions with the corporation.

4. No individual member or director of the corporation, or other private person, will have any title or interest in the corporate property or earnings in his or her individual or private capacity.

ARTICLE VI

1. The Board of Directors of the corporation will maintain, charge, control and manage the business, property, affairs and funds of the corporation, and will have the power and authority to perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or comparable provisions of any subsequent federal tax code) and consistent with these Restated Articles or with the laws of the State of Michigan.

2. Except as otherwise provided by law, a volunteer director of the corporation will not be held personally liable to the corporation for monetary damages for a breach of the director’s fiduciary duty; provided, however, a volunteer director shall remain liable for the following:

(a) Any breach of the director’s duty of loyalty to the corporation;
(b) For any acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(c) For any violation of Section 551(1) of Act No. 162 of Public Acts of 1982, as amended;

(d) For any transaction which the director derived an improper personal benefit from;

(e) For any act or omission occurring before the effective date of the filing of these Restated Articles by the Michigan Department of Licensing and Regulatory Affairs for which the director was otherwise personally liable; and

(f) For any act or omission that is grossly negligent.

3. The corporation will assume the liability to any person other than the corporation for all acts or omissions of a volunteer director or volunteer officer, provided that:

(a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;

(b) The volunteer was acting in good faith;

(c) The volunteer’s conduct did not amount to gross negligence or willful or wanton misconduct;

(d) The volunteer’s conduct was not an intentional tort;

(e) The 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 Act; and

(f) Neither the assumption of the liability by the corporation, nor the volunteer’s actions, are inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or comparable provisions of any subsequent federal tax code).

4. Except that to the extent the limitation, elimination or assumption of liability is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or comparable provisions of any subsequent federal tax code), if, after the adoption of these Restated Articles, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a director or an officer, then the liability of any director or officer (in addition to which the circumstances in which a director or officer is not personally liable as set forth in this Article) will be limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

EXHIBIT A TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
[PARTNERSHIP FOR THE SAGINAW BAY WATERSHED]
5. Any repeal or modification of this Article will not adversely affect any right or protection afforded to a director or officer of the corporation existing at the time of such repeal or modification.

ARTICLE VII

Upon dissolution of the corporation, assets of the corporation shall be distributed as designated by the corporation’s Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or comparable provisions of any subsequent federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any of the assets not distributed by the Board of Directors of the corporation shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as the court shall determine, which are organized and operated exclusively for such purposes.
INFORMATION AND INSTRUCTIONS

1. The Articles of Incorporation cannot be restated until this form, or a comparable document, is submitted.

2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

   Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation. Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.

4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.

5. Item 5 - Restated Articles of Incorporation which do not amend the Articles of Incorporation may be adopted by the Board of Directors without a vote of the shareholders by completing Item 5(a). Restated Articles of Incorporation which amend the Articles of Incorporation required adoption by the shareholders, by the members, or by the Board of Directors if organized on a nonstock directorship basis by completing Item 5(b). A nonprofit corporation organized on a nonstock directorship basis as authorized by Section 302 of the Act may or may not have members, but if it does, the members are not entitled to vote.

6. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.

7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)
   Item 5(a): must be signed in ink by an authorized officer or agent.
   Item 5(b): must be signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.

8. NONREFUNDABLE FEE: Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.................................................................$10.00

Submit with check or money order by mail:

   Michigan Department of Licensing and Regulatory Affairs
   Bureau of Commercial Services
   Corporation Division
   P.O. Box 30054
   Lansing, MI 48909

To submit in person:

   2501 Woodlake Circle
   Okemos, MI
   Telephone: (517) 241-6470

   Fees may be paid by check, money order, VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

   First Time Users: Call (517) 241-6470, or visit our website at http://www.michigan.gov/corporations
   Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.
Optional expedited service.
Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The nonrefundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate BCS/CD-272 form for expedited service for each document submitted in person, by mail or MICH-ELF.

24-hour service - $50 for formation documents and applications for certificate of authority.

24-hour service - $100 for any document concerning an existing entity.

Same day service

- **Same day - $100 for formation documents and applications for certificate of authority.**
- **Same day - $200 for any document concerning an existing entity.**
  Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST OR EDT.

- **Two hour - $500**
  Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST OR EDT.

- **One hour - $1000**
  Review completed within one hour on day of receipt. Document and request for 1 hour expedited service must be received by 4 p.m. EST OR EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. BCS/CD-901.

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. BCS/CD-901.

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporation Division for review. Day of receipt for mailed expedited service requests is the day the Corporation Division receives the request.
Partnership For The Saginaw Bay Watershed

Amended and Restated Bylaws

as adopted, April 23, 2013

Article 1  Name, Offices and Corporate Seal

Section A The name of this corporation shall be the "Partnership for the Saginaw Bay Watershed" hereinafter designated in these bylaws as "Partnership".

Section B The principal address of the Partnership shall be located at:

Partnership for the Saginaw Bay Watershed
P.O. Box 2056
Bay City, MI 48707

Section C These Amended and Restated Bylaws amend, restate and supersede, in its entirety, the Bylaws originally adopted on 26 January 1995, updated on October 24, 2002 and as may have been amended by this corporation.

Article 2  Purposes and Objectives

Section A The Partnership is organized exclusively for educational, scientific, and charitable purposes, including the making of distributions to organizations qualified under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any corresponding provision of any future United States Internal Revenue Law.

Section B The objectives of the Partnership include providing comprehensive resource management and educational services to sustain or restore the ecological integrity of the Saginaw Bay and its watershed and to ensure regional economic viability and high quality use by future generations. Furthering these objectives the Partnership serves, as recognized by the Michigan Department of Environmental Quality, and the Great Lakes Commission, as the Public Advisory Council for the Saginaw River/Bay Area of Concern as designated by the International Joint Commission under the Great Lakes Water Quality Agreement of 1972, as amended. Augmenting such objectives are tasks which include (but may not be limited to):

1. facilitating intergovernmental coordination and public involvement in the wise use of watershed resources by conducting information and education programs and supporting watershed enhancement efforts;

2. conducting, or causing to be conducted studies of water resources of the Saginaw Bay Watershed; including investigations of water use, water quality, and the reliability of the water resources;

3. preparing and distributing reports and educational material covering trends in water use and availability, emerging water problems and issues relating to opportunities for use of water resources;

4. preparing recommendations for appropriate public policies and programs necessary to maintain adequate water resources in the Saginaw Bay Watershed;

5. advising federal, state and local agencies, as well as the citizenry of the watershed as to the Partnership’s view of water resource problems and
needs in the Saginaw Bay Watershed, with emphasis on the viewpoints of local governments and watershed residents; and

6. cooperating with federal, state, and local agencies in providing, maintaining and reading stream gauges, water quality sampling stations, or other water resource data-gathering facilities or programs that aid the Partnership in its responsibility for studying and reporting on water conditions, and

7. administering funds, to further activities in support of the several purposes of the Partnership.

Article 3  Geographic Area

The geographic area served by the Partnership is defined by the Saginaw Bay Watershed boundaries. Activities outside this area may be undertaken from time to time as authorized by the Partnership’s Board of Directors, sometimes referred to as, the “Board,” if such activities have the potential to favorably affect conditions within the Saginaw Bay Watershed.

Article 4  Membership

Section A Membership in the Partnership shall be open in several categories of membership (as determined by the Board of Directors) to any individual, group, organization, corporation, or public institution interested in the pursuit of the purposes and objectives of the Partnership.

Section B The Partnership operates on a "nonstock directorship" basis.

Section C Annual membership dues shall be determined by the Board, which it will review annually. All dues are payable in advance, no later than the end of the first month of each fiscal year, or as determined by the Board. To receive any benefit(s) of membership, a member's dues must be current. Delinquent members are not precluded from rejoining and reestablishing membership in the Partnership, however during the delinquency period delinquent members shall forfeit all rights and privileges including the right to vote and to hold office. To reestablish membership, office or appointment lost due to delinquency, the delinquent member must start anew in accord with the Partnership’s Articles of Incorporation and these Amended and Restated Bylaws.

Section D A member may resign from the Partnership by delivering a written resignation to the Board of Directors, however such resignation shall not relieve the resigning member of the obligation to pay any outstanding dues, assessments, or other charges theretofore accrued or assessed and unpaid by a resigning member.

Section E Membership categories shall be defined geographically by the sub-watersheds of the Saginaw basin.
1) Region 1: Coastal (Au Gres-Rifle, Kawkawlin, Saginaw River and Pigeon-Wiscoggin Sub-watersheds);
2) Region 2: Tittabawassee (includes Tittabawassee and Chippewa-Pine Sub-watershed);
3) Region 3: Shiawassee Sub-watershed;
4) Region 4: Flint Sub-watershed;
5) Region 5: Cass Sub-watershed; and
6) Individual at Large Members
While membership is defined geographically, the Partnership seeks Board representation from individuals affiliated with local government; sub-watershed groups; conservation and environmental organizations; general business and agribusiness; academia and/or educational institutions; and watershed residents. Organizations representing these various groups may join the Partnership within the regional membership class to which their organization best corresponds.

When organizations or groups join the Partnership, each member organization or group shall designate a representative, and an alternate representative to represent its interests with the Partnership and shall notify the Secretary to this effect. The Partnership shall direct all communications to designated representatives for any group or organization which maintains a membership, until notice from the member organization or group to the contrary.

### Article 5  Board of Directors

#### Section A

Except as specifically provided here to the contrary, the control and management of the affairs of the Partnership shall be vested in and exercised by, or under the authority of the Board of Directors.

#### Section B

Decisions regarding the amendment of these Amended and Restated Bylaws, Election of Board members and officers, the overall mission, goals, and direction of the Partnership, and the approval of annual budget shall be vested in and exercised by, or under the authority of the Board.

#### Section C

The Board shall consist of at least five (5) persons, but no more than eleven (11) persons, elected by and from the various membership categories in the following members ratio:

<table>
<thead>
<tr>
<th>Membership Class</th>
<th>Max Board Seats</th>
</tr>
</thead>
<tbody>
<tr>
<td>Region 1: Coastal (Au Gres-Rifle, Kawkawlin, Saginaw River and Pigeon-Wiscoggin Sub-watersheds);</td>
<td>2</td>
</tr>
<tr>
<td>Region 2: Tittabawassee (includes Tittabawassee and Chippewa-Pine) Sub-watershed;</td>
<td>2</td>
</tr>
<tr>
<td>Region 3: Shiawassee Sub-watershed;</td>
<td>2</td>
</tr>
<tr>
<td>Region 4: Flint Sub-watershed;</td>
<td>2</td>
</tr>
<tr>
<td>Region 5: Cass Sub-watershed; and</td>
<td>2</td>
</tr>
<tr>
<td>Individual “At Large Members”</td>
<td>1</td>
</tr>
</tbody>
</table>

The Board at any annual or special meeting may amend the aforementioned categories and numbers to accommodate the addition of new membership categories and their representation on the Board.

#### Section D

Nothing contained in the Articles of Incorporation and Bylaws of the Partnership shall preclude any person's membership and/or resultant participation in more than one (1) membership category, however no person may hold more than one (1) seat on the Board.

#### Section E

No group or organization may be represented by more than one Director elected by and from that group or organization.

#### Section F

A Director may request an excused absence from any regular meeting of the Board, by notifying the Secretary or other Partnership officer-no less than one (1) day prior to the a meeting. Unexcused absence from three (3) consecutive meetings of the Board or Committee assignments shall be a basis for removal from the Board or Committee, by a majority vote of a quorum of the Board.
Section G  If the position of any Director should be vacated, for any reason, the remaining Directors shall, by a majority vote of a quorum of remaining Directors, appoint a successor, to serve for the remainder of that unexpired term.

Section H  The Board shall authorize by resolution the creation and structure of all Special and Standing Committees and may assign to any given Committee certain powers and/or responsibilities to act on behalf of the Board.

Section I  The Board may form an Executive Committee authorized to take applications for any employment positions with the Partnership and shall select and hire employees, fix salaries and benefits of all employees, enter into employment contracts where deemed necessary, and fix all reimbursement rates for costs and expenses incurred by employees, Directors, Officers and Committee Members.

Section J  If formed, the Executive Committee may by resolution retain the services of advisory personnel to provide technical counsel to the Board.

Section K  Each Director shall be elected for a (2) year term which shall commence immediately at the end of the annual meeting, at which the Director was elected. All Directors shall be eligible for re-election. Notwithstanding the preceding sentence to the contrary.

(1) The following six (6) Directors shall serve until December 31, 2013, at which time the Directors shall be subject to re-election or replacement vote of the applicable members; and

(2) The following five (5) Directors shall serve until December 31, 2014, at which time the directors shall be subject to re-election or replacement by vote of the applicable members.

<table>
<thead>
<tr>
<th>Membership Class</th>
<th>Max Board Seats</th>
<th>Term Ending Dec 31, 2013</th>
<th>Term Ending Dec, 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Region 1: Coastal (Au Gres-Rifle, Kawkawlin, Saginaw River and Pigeon-Wisconsin Sub-watersheds);</td>
<td>2</td>
<td>Vacant</td>
<td>Warren Smith</td>
</tr>
<tr>
<td>Region 2: Tittabawassee (includes Tittabawassee and Chippewa-Pine Sub-watershed);</td>
<td>2</td>
<td>Elan Lipschitz</td>
<td>Dennis Zimmerman</td>
</tr>
<tr>
<td>Region 3: Shiawassee Sub-watershed;</td>
<td>2</td>
<td>Vacant</td>
<td>Vacant</td>
</tr>
<tr>
<td>Region 4: Flint Sub-watershed;</td>
<td>2</td>
<td>Brad Hill</td>
<td>Vacant</td>
</tr>
<tr>
<td>Region 5: Cass Sub-watershed; and</td>
<td>2</td>
<td>Joe Toth</td>
<td>Vacant</td>
</tr>
<tr>
<td>Individual &quot;At Large Members&quot;</td>
<td>1</td>
<td>NA</td>
<td>Bill Wright</td>
</tr>
</tbody>
</table>

Section L  Elected terms of Directors have been staggered in order to assure smooth and consistent transition: Six Directors of the initial Board will be elected (or re-elected) to serve a two (2) year term commencing on January 1, 2014, and five (5) Directors of the initial Board will also be elected to serve a two (2) year terms, but such term shall not commence until January 1, 2015.

Directors from each category of membership shall be elected by and from that category.
Article 6  Officers

Section A  All officers of the Partnership shall be elected from and by the Board immediately after the election of Directors at each annual meeting and shall include a Chairperson, Vice-Chairperson, Secretary, and Treasurer. All officers shall be elected to a one (1) year term commencing immediately upon election and continuing thereafter or until such officer’s successor is duly elected and qualified. All officers of the Partnership are eligible for re-election. If any office is vacated during an elected term the Board shall elect a qualified person to fill the vacancy for the unexpired portion of the term of the vacated office.

Section B  The Chairperson shall preside at all meetings of the membership, Board and, if formed, Executive Committee, and shall have a vote at all such meetings and shall have the right to make motions, to support motions, and to participate in debate at such meetings. The Chairperson shall have general supervision of the Partnership and its employees and shall make recommendations of members to any Special or Standing Committee of the Board. The Chairperson shall coordinate agendas for all meetings from information supplied by Committees, Directors, employees, and advisory personnel. The Chairperson shall be the authorized signator of all contracts on behalf of the Partnership, except as otherwise provided herein, and shall be one of the signators for all checks, drafts, and other orders of the Partnership accounts as determined by the Board. In general, the Chairperson shall perform all duties as are normally considered incident to the office of Chairperson, and on any specific question of order these duties, powers, and authorities shall be broadly construed.

Section C  The Vice-Chairperson shall assume the duties of the Chairperson in the absence of the Chairperson and at any other times when authorized by the Board.

Section D  The Secretary shall issue or cause to be issued notices of all meetings held pursuant to these Amended and Restated Bylaws. The Secretary shall also have the authority to sign contracts on behalf of the Partnership if authorized by the Board. The Secretary shall have charge of all of the Partnership’s records and shall perform such other duties as are normally considered incident to the Office of Secretary.

Section E  The Treasurer shall have custody of all monies, securities, and assets of the Partnership, shall keep regular books, and shall submit them, together with all vouchers, receipts, records and other papers, to the Board for its examination and approval as often as the Board may require. The Treasurer, notwithstanding the provisions of Article 6, Section B, to the contrary, shall be the primary signator for all routine checks, drafts, and other orders on Partnership accounts. Unless otherwise specified by the Board, the Treasurer shall be named as the contact person of the Partnership for any grants, stipends, or loans. The treasurer shall be bonded to the extent determined by the Board and in general shall perform all duties as are normally considered incident to the Office of Treasurer.

Article 7  Committees

Section A  All Standing and Special Committees shall be authorized by a resolution of the Board. With the exception of the Nominating Committee, the Chairperson shall appoint the Chair of each Committee. The nominating committee members shall elect its own Chair. The Chair of each committee shall appoint a Secretary to record the activities of the committee. The Chair of each Committee shall also be the liaison between the Committee and the Board for purposes of reports, presentations, budget requests, and all other matters. It shall be the responsibility of each
Committee Chair to deliver, or cause to be delivered a timely written report to the Board regarding Committee activities.

Section B  The Board may from time to time redefine the scope of activities, and responsibilities of any Committee.

Section C  The Board may remove any Committee member or Committee Chair at any time.

Section D  Standing Committees, their respective authority, responsibility, and structure shall include (but may not be limited to):

The Nominating Committee - shall consist of no less than six (6) persons reasonably representing the different membership categories and shall present to the Board candidates for election to the Board and offices. Whenever possible, former Directors shall be considered for service on this Committee.

If, formed, The Executive Committee - shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, and three (3) members of the Board elected by and from the Board. This committee shall conduct the business of the Partnership, but may NOT amend these Amended and Restated Bylaws nor fill Board vacancies. Meetings of the Executive Committee shall be called by the Chairperson or by the Secretary (upon the request of no less than a majority of the members of the Executive Committee) upon no less than two (2) working days notice to all members of the Committee.

Section E  Other committee meetings shall be called by the Chair of the Committee, and notice shall be given to all members of the Committee no less than five (5) working days in advance of the meeting.

Article 8  Execution of Instruments

Section A  Except as specifically provided to the contrary elsewhere in these Amended and Restated Bylaws, contracts and other Instruments shall be signed by the Chairperson and/or Secretary or by such other person(s) authorized by the Board.

Section B  All checks, drafts, and orders for payment or transfer of funds shall be signed by the Treasurer or the Chairperson except as provided to the contrary in these Amended and Restated Bylaws.

Section C  The Treasurer is authorized to pay on behalf of the Partnership, by check or draft, all of its routine monthly bills and expenses and regular payroll of employees.

Section D  The Board shall annually define the maximum amounts which the Treasurer may pay for routine monthly bills and expenses and regular payroll of employees. The Board shall also determine any process for defining that amount which, when exceeded, shall require a competitive bid process for the retention or purchase of outside services or products.

Article 9  Power To Borrow Money

Section A  The Board shall have full authority to borrow money whenever, that is deemed in the general interest of the Partnership. In such case the Board shall designate and authorize certain officers of the Partnership to make, execute, and deliver on behalf of the Partnership such notes, bonds, and other evidences of indebtedness as the Board shall deem proper, and the Board shall have full authority to mortgage any property of the Partnership as security for such indebtedness.
**Article 10  Fiscal Year**

**Section A**  The fiscal year of the Partnership shall begin October 1 and end September 30.

**Article 11  Meetings**

**Section A**  An annual meeting of the Partnership shall be held each year, at a time, date and location determined by the Board. The annual meeting shall be a general meeting of the members of the Partnership and of the Board, the primary purposes of which shall include, (but may not be limited to) the following agenda items:

1. Approval of the Annual Budget by the Board;
2. Announcement of any change in the dues schedule:
3. Announcement of any change in the membership categories or maximum number of Directors from each, to be seated on the Board;
4. Review of Partnership activities of the previous year;
5. Review of anticipated Partnership activities for the following fiscal year; and
6. Election of Directors and Officers.

**Section B**  Regular meetings of the Board shall be held at a location, date and time to be determined by the Board, but not less than semi-annually.

**Section C**  Special meetings of the Board may be called by the Chairperson, or upon request of any three (3) members of the Board, at a time, date, and location, to be determined by the Chairperson, or by those board members requesting such a meeting.

**Section D**  Written notice of the annual corporate business meeting of the Board shall be sent to each Director and member no less than ten (10) calendar days, nor more than sixty (60) days, in advance of the meeting.

1. Since election of Directors and Officers shall occur at the annual meeting a ballot listing the nominees for such positions shall be included with the meeting notice to each person entitled to vote. Any member who cannot attend the meeting may return his or her completed ballot by mail, in person, or by facsimile to the Secretary and thereby exercise his or her right to vote on any question on the ballot. To be counted, a ballot must be received by the Secretary at least one working day prior to the date scheduled for the annual meeting.

**Section E**  Written notice of regular or special meetings of the Board of Directors, shall be sent to each Director no less than ten (10), nor more than sixty (60), working days in advance of each meeting.

**Section F**  The Secretary shall provide minutes of all annual, regular, and special meetings to all Directors, employees and staff, and to each member who requests such minutes.

**Article 12  Quorum, Voting, and Election**

**Section A**  A majority of the members of the Board of Directors then in office shall constitute a quorum, which shall be required to take any action except to adjourn to a later time. A consensus shall be sought prior to action by the Board, but action shall be taken by affirmative vote of a majority of those present in the quorum. If a vote is
conducted by phone, by mail, or by electronic mail on any subject stated in the notice of the meeting, the response of a majority of the members of the Board of Directors then in office shall constitute a quorum, and action may be taken by affirmative vote of a majority of those who respond within the time and in the manner described in the notice of the meeting. Each meeting conducted by phone shall require that each participant be able to hear all other participants. Each meeting other than those conducted by personal attendance shall be conducted in the manner stated in the notice of the meeting.

Section B

A simple majority of members of a Committee shall constitute a quorum in order to conduct business of the Committee. Decisions of a Committee shall be made by an affirmative vote of a majority of those present and voting in the quorum. If a vote is conducted by phone, by mail, or by electronic mail on any subject stated in the notice of the meeting, the response of a simple majority of members shall constitute a quorum, and action may be taken by affirmative vote of a majority of those who respond within the time and in the manner described in the notice of the meeting. Each meeting conducted by phone shall require that each participant be able to hear all other participants. Each meeting other than those conducted by personal attendance shall be conducted in the manner stated in the notice of the meeting.

Section C

Voting shall be conducted in one of the following ways; by voice, roll-call vote, phone, mail, or electronic mail, as decided by the Chair and stated in the notice of the meeting unless specified to the contrary elsewhere herein.

Section D

Candidates for office shall be elected by a simple majority.

Article 13 Compensation

Section A

No Director or Officer shall receive any salary or compensation for service to the Partnership except as otherwise provided herein.

Section B

Any Director or Officer may apply for and receive reimbursement for ordinary expenses incident to his/her office if approved by the Executive Committee. Reimbursement shall be on a "cost basis", and the applicant for reimbursement must provide to the Executive Committee all appropriate bills, receipts, and other verification of expenses prior to approval of reimbursement.

Section C

All requests for expense reimbursement shall be submitted to either the Chairperson or the Treasurer, no later than thirty (30) calendar days after the end of the activity, for which expenses were incurred.

Section D

Nothing contained herein shall be construed to prevent an Officer or Director from receiving compensation from the Partnership for services other than as an Officer or Director if approved by the Board.

Article 14 Budgets and Audits

Section A

An annual budget for the generation of revenues and expenditures of funds and assets of the Partnership shall be proposed and adopted by the Board following the fiscal year, at the annual meeting.

The annual budget may be amended or revised at any regular or special meeting of the Board.
Section B All accounts, assets, and physical properties of the Partnership shall be audited as appropriate, within 120 days of the end of each fiscal year by a certified public accountant, selected by the Board.

Article 15 Indemnification

Section A As all Directors and officers are unpaid volunteers, no Director or officer shall be personally liable to the Partnership for monetary damages for a breach of the Director's or officer's fiduciary duty arising under applicable law. However, this article shall not eliminate or limit the liability of a Director or officer who is found by a court of competent jurisdiction, or determined by the Board to have committed any of the following:

1. A breach of the Director's or officer's duty of loyalty to the Partnership;
2. An act or omission not in good faith or that involves intentional misconduct or knowing violation of law;
4. A transaction from which the Director or officer derived an improper personal benefit;
5. An act or omission occurring before the date on which these Amended and Restated Bylaws were adopted; or,
6. An act or omission that is grossly negligent.

Section B A Director or officer of the Partnership shall only be personally liable to the Partnership for monetary damages for a breach of fiduciary duty as a Director or officer to the extent set forth in this Article 15, and any repeal or modification of this Article shall not adversely affect any right or protection of any Director or officer existing at the time of, or for, or with respect to, any acts or omissions occurring before such repeal or modification.

Section C The Partnership assumes all liability to any person, other than to members of the Partnership, for all acts or omissions of a Director or officer occurring on or after the date of adoption of these Amended and Restated Bylaws which occurred in the good faith performance of the Director's or officer's duties. Notwithstanding the foregoing, a Director or officer shall be personally liable to the Partnership for monetary damages for a breach of fiduciary duty as a Director or officer to the extent set forth in the preceding Section A of this Article, and the Partnership shall not be precluded by this Section C from maintaining a claim against a Director or officer to an extent not inconsistent with these Amended and Restated Bylaws.

Article 16 Parliamentary Authority

Section A The Rules contained in the current edition of Robert's Rules of Order - newly revised, shall govern the Partnership in all cases to which they are applicable and in which they are not inconsistent with these Amended and Restated Bylaws, Federal or State statute, or any special rules or order that the Partnership may adopt or to which it may be subject.

Section B Any Director may be removed from office either with or without cause by the respective appointing member of such Director. Furthermore, any Director or officer may be removed from office, by a majority vote of the entire Board, for any reason including but not limited to the following:
1. A breach of the Director’s or officer’s duty of loyalty to the Partnership;

2. An act or omission deemed not in good faith, or that involves intentional misconduct or knowing violation of the law;


4. A transaction from which the Director or officer derived an improper personal benefit;

5. Any act or omission that is grossly negligent or constitutes willful or wanton misconduct;

6. Any act of malfeasance or nonfeasance of office;

7. Any repetitive act or behavior which is deemed to be disruptive, or counterproductive to the business of the Partnership; or,

8. Any intentional disregard for the Partnership’s established policies or procedures.

Article 17  Tense and Gender of Words

Words used in these Amended and Restated Bylaws referring to the tense of words or to gender may be interchanged with other tenses and gender to effect the tenor of these Amended and Restated Bylaws.

Article 18  Amendments

These Articles and bylaws may be amended by resolution adopted by a majority vote of the entire Board. Written notice of such proposed amendment shall be sent to each Director no less than (10) calendar days prior to any meeting of the Board at which such amendment is to be considered.

Article 19  Severability

Invalidation of any of the Articles, Sections, or Sentences contained herein, by judgement or court order, by a court of competent jurisdiction, shall in no way affect any of the other Articles, Sections, or Sentences, which shall remain in full force and effect.

Article 20  Dissolution

Section A The Board shall have power to dissolve the Partnership by two-thirds vote of the entire Board, provided that notice of intention to dissolve the Partnership has been sent to the Directors at least 30 days prior to a meeting called for such purpose.

Section B If the Partnership is dissolved by the Board or by action of law, in no event shall any of the assets of the Partnership be distributed to any member, officer or Director.

Section C Upon dissolution of the Partnership, the Board in its discretion shall, after paying or making provision for the payment of liabilities of the Partnership, dispose of all of the assets of the Partnership exclusively for educational, scientific, and charitable purposes to an organization or organizations which at the time qualifies as an exempt organization under Section [501(c)(3)] of the Internal Revenue Code of
Article 21  

Political Limitations

Section A  

No substantial part of the activities of the Partnership shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Partnership shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended and Restated Bylaws, the Partnership shall not carry on any other activities not permitted to be performed by:

1. an entity exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue Law; or,

2. an entity contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Section B  

Notwithstanding the foregoing Section A, nothing in this Article shall be construed to preclude the Partnership, its Directors, officer, members, or its employees from lawfully participating in any public hearing process, held for the purpose of fact-finding, which may eventually lead to a licensing or permitting process, or which may result in the enactment of legislation. However, such participation by Directors, officers, members, or employees on behalf of the Partnership, must be approved, in advance, by the Board in order to be deemed an action by or on behalf of the Partnership.

Section C  

Nothing in this Article shall be construed as precluding the right of any person to independently participate in any of the aforementioned activities on his/her own behalf, so long as such participation does not imply the support of or any concurrence by the Partnership.

Article 22  

Adoption

Section A  

These revised Articles of Incorporation and Bylaws have been adopted on April 23, 2013.
Appendix C: Robert’s Rules of Order (summarized)

Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership—the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate—to act according to its considered judgment AFTER a full and fair “working through” of the issues involved. Robert’s Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should “undue strictness” be allowed to intimidate members or limit full participation.

The fundamental right of deliberative assemblies requires all questions to be thoroughly discussed before taking action!

The assembly rules—they have the final say on everything!

Silence means consent!

- Obtain the floor (the right to speak) by being the first to stand when the person speaking has finished; state Mr./Madam Chairman. Raising your hand means nothing, and standing while another has the floor is out of order! Must be recognized by the Chair before speaking!

- Debate cannot begin until the Chair has stated the motion or resolution and asked “are you ready for the question?” If no one rises, the chair calls for the vote!

- Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the second; if mover modifies, the seconder can withdraw the second.

- The “immediately pending question” is the last question stated by the Chair! Motion/Resolution—Amendment—Motion to Postpone

- The member moving the “immediately pending question” is entitled to preference to the floor!

- No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!

- All remarks must be directed to the Chair. Remarks must be courteous in language and deportment—avoid all personalities, never allude to others by name or to motives!

- The agenda and all committee reports are merely recommendations! When presented to the assembly and the question is stated, debate begins and changes may occur!
THE RULES

- **Point of Privilege:** Pertains to noise, personal comfort, etc.—may interrupt only if necessary!
- **Parliamentary Inquiry:** Inquire as to the correct motion—to accomplish a desired result, or raise a point of order
- **Point of Information:** Generally applies to information desired from the speaker: “I should like to ask the (speaker) a question.”
- **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)
- **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made
- **Main Motion:** Brings new business (the next item on the agenda) before the assembly
- **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own)
- **Consider by Paragraph:** Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble cannot be considered until debate on the body of the paper has ceased.
- **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- **Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor
- **Commit/Refer/Recommit to Committee:** State the committee to receive the question or resolution; if no committee exists include size of committee desired and method of selecting the members (election or appointment).
- **Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time
- **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time
- **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed
- **Object to Consideration:** Objection must be stated before discussion or another motion is stated
- **Lay on the Table:** Temporarily suspends further consideration/action on pending motion; may be made after motion to close debate has carried or is pending
- **Take from the Table:** Resumes consideration of item previously “laid on the table”—state the motion to take from the table
- **Reconsider:** Can be made only by one on the prevailing side who has changed position or view
- **Postpone Indefinitely:** Kills the question/resolution for this session—exception: the motion to reconsider can be made this session
- **Previous Question:** Closes debate if successful—may be moved to “Close Debate” if preferred
- **Informal Consideration:** Move that the assembly go into “Committee of the Whole”—informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.
- **Appeal Decision of the Chair:** Appeal for the assembly to decide—must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business
- **Suspend the Rules:** Allows a violation of the assembly’s own rules (except Constitution); the object of the suspension must be specified

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1^ SOURCE: This summary of Robert’s Rules is excerpted from www.robertsrules.org.
Purpose of the Board

The overall purpose of the board of directors of a nonprofit organization is not to manage the day-to-day activities of the organization, but to monitor the results of day-to-day managers. Boards assume this responsibility by exercise of two general functions: taking action and gathering feedback. Taken together, these two functions create an ongoing cycle through which the board of directors is able to govern the nonprofit organization effectively. The board takes action through its decisions and the delegation of its duties and responsibilities. The board then receives feedback from the individuals and committees to whom duties and responsibilities have been delegated, as well as from outside experts, attorneys, accountants, and others, who either supply information or assess and analyze issues as requested.

The responsibilities of the board can be separated into three major areas:

- Defining the mission of the organization;
- Planning the budget and other financial aspects of the organization; and
- Selecting and overseeing the organization’s staff.

Mission

The extent of the board’s work—the cycle of action and feedback within certain parameters—is dictated by the purposes and goals of the organization. Boards should develop and maintain a meaningful statement of the organization’s mission to clearly define working parameters. A mission statement serves to focus the board, and the organization as a whole, on long-term objectives. The board is responsible for the initiation, periodic review, and refinement of the mission statement and developing related strategies to accomplish the organization’s goals.

Financial Planning

The board of directors is also responsible for financial planning. A principal function of many nonprofit organizations is raising funds. In most business organizations, capital is a resource necessary to create an end product or service. However, for many nonprofits, financial resources are the end product. For example, the objective of the Juvenile Diabetes Foundation (JDF) is to support diabetes research. While the JDF’s ultimate desire is that a cure or more effective treatment for the disease be discovered, the focus of the organization’s mission is procuring the financial resources necessary to continue research.

Fundraising not only requires detailed financial planning, but also attention to fiscal integrity. The success of a nonprofit’s fundraising strategy is often closely linked to the general public’s perception of the organization’s credibility and efficiency. Directors of nonprofit organizations must carefully supervise the solicitation of donations and contributions, establish and monitor ongoing financial plans, review and approve annual budgets, and oversee audits. Allegations of excessive administrative costs or misappropriation, even if unfounded, can cripple the fundraising ability of a nonprofit organization.
**Staffing**

The board of directors is responsible for the staffing of a nonprofit organization. In selecting staff leadership, the board must seek individuals who are able to execute approved policies and maintain the organization’s integrity. The board also must ensure that the administrative staff is capable of providing board members with the information necessary to monitor the organization’s activities. Although staff is responsible for implementing the board’s strategic plans through day-to-day operations, the board has a duty to supervise staff functioning. Ultimately, the board will be held accountable for the staff’s ability or inability to perform its functions.

**Individual Director Duties**

As individuals, directors of nonprofit corporations have several duties to the corporation. These duties are applicable to directors of both business corporations and nonprofit corporations. The duties of care, of loyalty, and other fiduciary duties generally constitute the scope of individual liability of a director.

**Duty of Care**

Michigan law provides that a director of a nonprofit corporation must discharge the duties of that position in good faith and with the same degree of diligence, care, and skill which an ordinarily prudent person would exercise under similar circumstances in a like position. This obligation, which is set forth in a state statute, is commonly known as the “duty of care.” The duty of care contains a number of elements. A director must act in good faith. In general, good faith can be defined as honesty of intention, openness, and fair dealing. Since this is a very subjective standard, courts must look for some objective evidence in assessing whether or not good faith was present in a director’s actions. A director must act with the same degree of diligence, care and skill which an ordinarily prudent person would exercise. In this circumstance, “ordinary” does not mean “mediocre.” It simply means that the director is not expected to possess any technical expertise or specialization. “Prudence” means that the director is expected to possess and exercise sound practical judgment and common sense, and reach informed conclusions.

Prudence, however, does not require excessive caution. A director must exercise care. The concept of “care” incorporates both diligence and attention. Diligence requires an active interest, such as attending meetings, reading materials, and otherwise making an effort to learn about the corporation and its activities. Diligence is often viewed as an objective standard based on the amount of time dedicated to a task. Attention requires alertness and suggests anticipation of potential problems and issues. A director’s satisfaction of the duty of care is measured in comparison to individuals in similar circumstances in like positions. Comparing the performance of a director to others in a like position allows for flexibility based upon the uniqueness of the specific nonprofit corporation for which the director serves. Circumstances surrounding a decision at the time it was made are also considered. By viewing a decision within the context of similar circumstances, the standard takes into account the specific factors that shape decisions.

The statutory duty of care in Michigan allows for the director’s reliance on experts both inside and outside of the nonprofit corporation, including accountants and attorneys. Although reliance on another party does not relieve a director of his or her individual duty of care, it does provide a measure of protection if the experts relied upon have been selected with reasonable care in accordance with the standards set forth above. For example, a director can rely on the financial reports of a reputable accounting firm, but not on reports prepared by an accountant whose competence or integrity is in question.
In business corporations, directors who have satisfied the duty of care are afforded the protection of the “business judgment rule.” This rule prevents courts from second-guessing the past business decisions of directors. The business judgment rule is intended to provide total protection from liability for decisions so long as the business decision had a reasonable basis of rationality, involved no conflict of interest, and was a reasonably informed one. The application of this rule in business corporations provides directors with a safe harbor in which to increase economic returns by taking calculated risks.

Directors of nonprofit corporations, however, are not measured by economic or market performance. Although the business judgment rule applies most directly to business corporations, it is easily analogized to nonprofit corporations. The business judgment rule protects directors of nonprofit corporations from liability in order to stimulate creativity and risk-taking as it relates to the accomplishment of the tax-exempt purposes of the corporation. Therefore, to the extent that nonprofit directors take rational actions in good faith, and without conflicts of interest, courts will be reluctant to question those decisions.

**Duty of Loyalty**

Directors of both business and nonprofit corporations are also subject to the duty of loyalty. The duty of loyalty requires the director’s undivided allegiance to the corporation. A director of a nonprofit corporation may possess a substantial amount of power and information with respect to the corporation and its property. The duty of loyalty prevents a director from using such power or information for personal gain.

Duty of loyalty violations often are the result of a subversion of the nonprofit nature of the organization. Directors are required to put the interests of the organization ahead of their personal interests. A director who derives a personal benefit from an opportunity deprives the organization of the benefits of that opportunity. The most basic violations of the duty of loyalty result from conflicts of interest related to the personal financial interests of a director.

Michigan law provides specific guidelines to prevent potential conflicts of interest from resulting in violations of the duty of loyalty. The Michigan Nonprofit Corporation Act states that a contract or transaction between a nonprofit corporation and one of its directors, or between a nonprofit corporation and another corporation in which one or more of the corporation’s directors has an interest, is not void (i.e., revoked) or voidable (i.e., revocable at the option of the organization) solely because of the common interest if one of the following conditions is satisfied: (1) the contract or transaction was fair or reasonable when it was authorized, approved or ratified by the nonprofit corporation; (2) the material facts of the director’s relationship or interest as to the contract or transaction were disclosed or known to the board and the transaction was approved by the board without counting the vote of the interested director or directors; or (3) the same material facts were known to, and the contract or transaction was approved by, the members of the nonprofit corporation. The Act further states that it is the interested director who has the burden of establishing the validity of such a contract or transaction.

The Michigan Nonprofit Corporation Act allows a nonprofit corporation to lend money to, or guarantee a financial obligation of, a director provided that the loan or guarantee is reasonably expected to benefit the corporation. The loan or guarantee may be with or without interest and may be unsecured or secured in a manner that the board approves. When approving such a transaction for an interested director, however, each non-interested director must be careful not to violate the duty of care. In addition both the interested director and the nonprofit charitable corporation must ensure that the transaction does not give rise to a personal benefit in violation of federal tax laws (i.e., “private inurement”).

As previously stated, most duty of loyalty violations will result in conflicts of interest. Conflicts of interest can be avoided by taking a number of precautionary measures: The first and most important relates to the composition of the governing board. Directors should be financially disinterested from the organization to the greatest possible extent. Small, weak boards which are dominated by one or a few
dominant directors are more likely to see conflicts of interest arising from the dominant director’s or dominant group’s ability to achieve personal gain. Second, all directors should have a working knowledge of applicable IRS rules in order to recognize situations which may endanger the tax-exempt status of the organization as a result of private benefit or self-dealing. Third, a formal policy should be established to address potential conflicts as they arise. The policy should include procedures for disclosing the material facts of proposed contracts and transactions with directors while still preserving the privacy of the individual director. The policy should also include procedures for determining whether a contract or transaction is fair and in the best interests of the organization. For example, before a nonprofit organization enters into a major contract for services with a company owned by one of the organization’s directors, the board should satisfy itself that a more favorable arrangement is not available on similar terms from a different company.

A conflict of interest policy should be in writing and encompass three key elements: awareness, disclosure, and disinterested review. First, the board must be aware of any personal interests a director or directors may have related to an upcoming transaction prior to the board meeting. To assist directors in recognizing possible conflicts, the organization should require each board member to complete an annual questionnaire disclosing relevant ownership interests and affiliations. Second, the director should disclose any such interest to the board before it takes action on a related transaction. Third, the interested director should excuse himself or herself from the meeting while the board reviews the matter.

Although conflict of interest policies often exist to protect directors from liability, such policies should not necessarily be limited to the minimum statutory requirements. Conflict of interest and fair dealing policies also benefit the nonprofit corporation by improving relationships between directors and the corporation, fostering trust and defusing tension among individual directors, and creating a favorable public image. Although the Michigan Nonprofit Corporation Act sets minimum standards of conduct, the board should use it as a framework on which to build thoughtful, sound policies to guide the board’s actions.

**Other Fiduciary Duties**

A director of a nonprofit organization has a duty to maintain the confidentiality of the organization. Unless information has been released to the general public, a director should treat the information as private and confidential. A breach of this duty could jeopardize corporate opportunities and foster an environment of mistrust among the directors.

Directors of a nonprofit corporation also have a duty to strictly adhere to the mission of the organization. This duty is not often articulated when discussing the duties of directors of business corporations, since business corporations can use economic results to monitor and assess the performance of directors. Nonprofit organizations, on the other hand, obviously cannot use profitability as a benchmark for performance. Therefore, in a nonprofit organization, it is vital that a director clearly recognize the duty to abide by the mission and purposes of the corporation. The purposes for which the organization was established are described in its articles of incorporation or bylaws. Other documents, such as Internal Revenue Service (IRS) forms, public communications, solicitation materials, and corporate policies - further define the parameters in which the nonprofit corporation is expected to operate.

Although directors are given a great deal of latitude in determining the manner in which the objectives of the nonprofit corporation are to be achieved, a director cannot deviate substantially from or engage in activities which are contrary to the mission of the organization. Where private funds are a substantial source of revenue for the organization, the individuals and organizations who donate those funds do so with the expectation that they will be used to achieve the stated goals. Therefore, private benefactors place a great deal of reliance on the premise that the directors will govern the nonprofit corporation in accordance with its published purposes and goals.
Liabilities of Directors
Generally, the board of directors of a corporation cannot be held liable for the actions of management and staff. The corporate entity is responsible for acts committed by employees, and corporate liability is usually limited to the assets of the corporation. However, in some situations, individual board members may be held personally liable for their actions as directors.

Breach of Duties
The largest source of personal liability for an individual director is a breach of the fiduciary duties discussed in Section 2. It is important to note that these duties are owed only to the corporation and, accordingly, may be enforced only by an individual with an interest in, and acting on behalf of, the corporation - such as another director, or an officer, shareholder, or member.

The Michigan Attorney General also is charged with representing the interest of the general public relative to charitable organizations. Thus, an action may be brought by the Attorney General against nonprofit directors on behalf of the public if the Attorney General feels it is necessary to protect the public interest.

Directors who use power or information obtained through their positions for their own benefit are vulnerable to personal liability. This behavior is often referred to as “self-dealing.” For example, a director who learns at a board meeting that a parcel of land adjoining the corporation’s property will soon be made available for sale and purchases the land for his own account before the organization can act would be liable for self-dealing.

By the same token, a director may be held liable for engaging in self-dealing for the benefit of family, friends, or other third parties. For instance, a director who causes the nonprofit organization to deposit large sums of corporate funds in a non-interest-bearing account at a financial institution controlled by his family may be liable for self-dealing.

Liability for Board Actions
Liability may be imposed upon individual directors who vote for or concur in actions taken by the board collectively, if the action is prohibited under state or federal law. For example, the director of a trade association whose board conspires to violate antitrust laws may be held individually liable for the organization’s illegal activities or policies.

As mentioned earlier, Michigan law provides that in some situations a director who was not present at a meeting is presumed to have concurred with board actions unless a written dissent is filed with the secretary of the corporation within a reasonable time after the director learns of the action. Similarly, a director who is present at a board meeting may be presumed to have concurred in certain actions taken at the meeting unless his or her dissent is recorded in the minutes or a written dissent is filed with the secretary of the meeting before or promptly after the meeting. Thus, a director who believes the board is taking action which is illegal or not permitted under law should ensure that his or her opposition is properly documented in the corporate records.

Directors Acting as Officers
In many nonprofit organizations, directors also serve as officers. A director acting as an officer may assume contractual liability if the director enters into an agreement and fails to expressly indicate that he or she is signing as an officer on behalf of the corporation. A director acting as an officer should be certain that his or her actions have been properly authorized or ratified by the corporation. To the extent that actions taken by an officer are not expressly authorized by the corporate bylaws or policies adopted by the board, the action must be approved or ratified by formal board action. In rare circumstances, officers may be subject to individual liability if their own negligent or intentional participation in
wrongful acts or omissions results in injury to a third party. For example, to the extent that an officer assumes responsibility for training or supervising an agent or employee, the officer may be personally liable if his or her failure to provide adequate training results in injury to a third party.

**Contractual Liability**

Individual liability may also result if a director personally guarantees the repayment of a debt by the nonprofit corporation. Additionally, personal liability may result if a third party relies on the misrepresentations or omissions of a director as an inducement to enter into a contract with the corporation and the third party is damaged as a result of the contractual relationship.

**Liability for Staff’s Activities**

Although a director may not be held personally liable for the negligent acts of employees of a nonprofit corporation, personal liability may result if the negligence of an employee can be attributed to a director’s negligent supervision of the corporation. For example, if the directors of a nonprofit day care center hire an executive director who has received numerous citations for failing to satisfy state child care regulations and requirements, the directors may be held personally liable if a child is injured because a safety requirement has not been met. The corporate entity can, of course, be held responsible for the negligent acts of employees performed as part of their duties. It is rare, however, for directors to be held individually liable for the negligence of employees.

**Lack of Corporate Identity**

Individual director liability may also result if it is determined that the nonprofit corporation does not exist as a separate entity, but merely as an alter ego of a dominant director. In such circumstances, individual liability may be imposed on the dominant director by “piercing the corporate veil.” The requirements for piercing the corporate veil are: (1) the corporation does not maintain an existence separate from the dominant director, and (2) fraud or injustice would occur if the corporate veil were not pierced. Courts consider several factors when determining whether the separate existence of a corporation is legitimate, including: Compliance with corporate formalities such as maintaining corporate records and holding regular meetings; The separation of corporate and personal assets; and The use of corporate assets by the individual as his or her own personal assets.

If a nonprofit corporation has been established for the sole purpose of benefitting and protecting a dominant director, that director will not be allowed to use the corporate structure as a defense to personal liability.

**Statutory Liability**

Personal liability of directors of nonprofit corporations may also result from violations of state or federal statutes. For example, Michigan law states that any officer or agent of a nonprofit corporation who knowingly falsifies or wrongfully alters books, records, or accounts of the corporation is guilty of a misdemeanor and subject to fines. Tax laws impose personal liability on officers who are responsible for paying withholding and employment taxes on behalf of a corporate employer and fail to do so. Officers and directors may also be held individually liable for gaining personal profit at the expense of a retirement plan under the provisions of the Employee Retirement Income Security Act (ERISA). In 1996, the Internal Revenue Code was amended to create “intermediate sanctions” designed to penalize officers and board members who receive overly generous financial benefits through their involvement with a nonprofit organization. The penalties are referred to as intermediate sanctions because they allow the IRS to impose punishment short of revoking the tax-exempt status of the organization. The law applies to Section 501(c)(3) public charity and Section 501(c)(4) social welfare organizations. It gives the IRS a powerful weapon to impose personal liability on individuals who use nonprofit organization assets for personal gain. The law targets abusive compensation arrangements and a broad range of transactions such
as purchases, sales, leases, or other transfers of value between an exempt organization and an insider, where the organization does not receive fair value in return.

Under the Internal Revenue Code, many grantmaking institutions are classified as “private foundations” for federal tax purposes. Special rules govern the relationship between directors and officers of a private foundation and the foundation itself. These prohibited transaction rules impose personal liability on directors or officers who engage in acts of self-dealing or violate other restrictions specified in the Internal Revenue Code. Because a technical violation of these rules gives rise to penalty tax liability even if the individual was acting in good faith, it is particularly important that directors and officers of private foundations and their professional advisors be familiar with these rules.

Protection from Liability

It is important for both nonprofit and business corporations to protect their directors from personal liability. Due to the increasingly litigious nature of our society and the rising costs of litigation, it would be difficult for corporations to attract and to retain competent directors if the directors were expected to individually bear the costs of defending their conduct with respect to the corporation each time it was challenged. This is particularly true for nonprofit directors who often serve without compensation. For this reason, three mechanisms for providing protection to directors have evolved: statutory limitations of liability, indemnification, and insurance.

Statutory Limitation of Liability

In 1987, the Michigan Legislature amended state law to permit nonprofit corporations to protect volunteer directors from personal liability resulting from actions taken within the scope of their role as directors. The law was later amended in 1993, and again in 1996, to extend the protections to volunteer directors from personal liability resulting from actions taken within the scope of their role as directors. Specifically, the Michigan Nonprofit Corporation Act allows a nonprofit corporation to limit the liability of its volunteers in three respects.

First, the Act provides that the nonprofit corporation may limit the liability of volunteer directors and officers to the corporation and its members for monetary damages for a breach of fiduciary duty. This limitation on liability is subject to certain exclusions, including a breach of the duty of loyalty, actions not in good faith or involving intentional misconduct, knowing violations of the law, other unlawful acts relating to loans or the distribution of corporate assets, transactions from which the director or officer derived an improper personal benefit, and actions that amount to gross negligence. Second, the Act provides that tax-exempt charitable corporations – those described in Section 501(c)(3) of Internal Revenue Code - may assume the liability of volunteer directors to third parties for acts or omissions if the liability was incurred in good faith performance of the director’s duties.

Finally, the Act provides that a nonprofit corporation may assume the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer provided that the volunteer was acting in good faith and within the scope of his or her authority. The volunteer will not, however, be protected if his or her conduct amounted to gross negligence or willful and wanton misconduct or was an intentional wrongful act. The provisions of the Act permitting limited liability for directors, applies only to “volunteer directors.” The term volunteer director is defined as a director who does not receive anything of more than nominal value from the corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred in his or her capacity as a director. Per diem means “per day” and is a reference to the practice of paying directors a specified amount for each meeting attended, as opposed to the policy of paying directors an annual salary or retainer. Thus, directors who receive only per diem fees for attending meetings would be eligible for the statutory protections, while directors who are paid an annual retainer would not.
Nonprofit volunteers should note, however, that the limitation of liability is not automatic. In order to protect volunteer directors or officers or other volunteers, the Act states that nonprofit corporations must amend their articles of incorporation. In addition, the corporation should be certain that all corporate formalities are observed when the amendment to the articles of incorporation is adopted (i.e., proper notice of meeting given at least 10 days in advance, a quorum is present at the meeting, etc.).

**Indemnification**

Indemnification is the practice of reimbursing directors and officers for expenses, settlements, and judgments they incur as a result of legal proceedings initiated against them for actions taken in their capacity as directors or officers. The Michigan Nonprofit Corporation Act allows nonprofit corporations to provide indemnification against expenses incurred by a director or officer, if the individual acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation.

It is vital that directors and officers understand that the extent of indemnification a corporation can provide without insurance is limited to the value of the assets of the corporation. This is especially important for nonprofit directors, since nonprofit corporations often do not possess significant assets. While Michigan law empowers nonprofit corporations to indemnify their boards and staff, it is the promise of mandatory indemnification that should concern directors and officers. Indemnification provisions typically appear in the bylaws. Therefore, it is important that directors read the bylaws in order to confirm that the corporation has committed in advance to provide indemnification, and to understand the scope of protection that has been afforded them by the corporation.

**Insurance**

The Michigan Nonprofit Corporation Act authorizes the purchase and maintenance of liability insurance on behalf of directors, officers, volunteers, employees, and agents. These director and officer liability policies - commonly referred to as “D&O policies” - generally have a two-part structure. The first part covers directors and officers individually, by making direct payments to them when they are not protected by the corporation’s indemnification. The second part reimburses the corporation for any indemnification payments made to the directors or officers. Many D&O policies for nonprofit organizations will also provide “entity coverage,” which broadens the scope of coverage to include the corporation as an insured party for any wrongful act committed by a director, officer, employee, or volunteer.

An organization considering a D&O policy or renewing its coverage should ensure that the policy is tailored to nonprofit organizations. D&O policies that are available to nonprofit corporations often will cover wrongful discharge claims brought by terminated employees. This coverage is not usually available in D&O policies issued to business corporations.
Appendix E:
Templates and Resources

- New Member Confirmation Letter
- Membership Renewal Letter
- Membership Renewal Confirmation Letter
- Appeal Letter
- Annual Meeting Voting Procedures
- Annual Meeting Agenda
- Quarterly Board Meeting Agenda
- Speakers Series “Save the Date” Announcement
- Speakers Series Agenda Example
- Press Release Example
- Semiannual Newsletter
Month XX, 201X

Dear ____________ ,

Welcome and thank you for becoming the newest member of the Partnership for the Saginaw Bay Watershed and for your membership contribution of $25!

By becoming active with the Partnership, we all expand our existing networks and knowledge to develop and complete projects that improve our watershed. While the Partnership currently focuses on the Saginaw River and Bay Area of Concern, we work within the entire Saginaw Bay watershed. Connecting with the Partnership promotes collaboration with regulatory agencies and other community partners to coordinate and promote projects that garner broad citizen support to protect natural resources and enhance the quality of life of our communities.

Thank you again for your membership and commitment to working with us on restoring water quality in the Saginaw Bay Watershed. As a member you are encouraged to attend our quarterly board meetings and semi-annual speaker series. You will also receive our biannual e-newsletter that shares the latest success stories in the Saginaw Bay Watershed. Our website is kept up to date on upcoming events so check it often at www.psbw.org.

Sincerely,

Brad Hill, Secretary  [Name], President

Partnership for the Saginaw Bay Watershed | P.O. Box 2056 Bay City, MI 48706
www.psbw.org
Month XX, 201X

Dear [First Name],

It’s that time of year again – time to renew your membership with the Partnership for the Saginaw Bay Watershed! Thank you for your past support and for renewing today so we can continue to restore, protect, and enhance, the Saginaw Bay and its watershed. Please consider renewing your membership with us by contributing $25.

This past year we supported projects that restored water quality and habitat, and worked towards the removal of Beneficial Use Impairments in the Saginaw Bay Area of Concern. [insert relevant updates/accomplishments of past year]

The Partnership will host its annual meeting on [date] at [location] during which time eligible members will elect representatives to the board of directors. The Partnership's voting procedures and a slate of candidates from the nominating committee are attached.

Thank you again for your membership and commitment to working with us to restore water quality in the Saginaw Bay watershed. As a member you are encouraged to attend our quarterly board meetings and semi-annual speaker series. You will also continue to receive our semiannual e-newsletter that shares the latest success stories in the Saginaw Bay Watershed. Our website is kept up to date on upcoming events so check it often at www.psbw.org.

Sincerely,

Brad Hill, Secretary  [Name], President
Month XX, 201X

Dear [First Name],

Thank you for renewing your membership with the Partnership for the Saginaw Bay Watershed! The contributions of individual donors like you are essential to helping us carry out our mission to restore, protect, and enhance the Saginaw Bay and its watershed.

Partnership members receive a copy of our semi-annual newsletter and are eligible to vote for representatives to the board of directors at our annual meeting. We also host activities throughout the year including our quarterly meetings and speaker series forums. Be sure to check the www.psbw.org website for information about upcoming activities.

Sincerely,

Brad Hill, Secretary  [Name], President
[Date]

Dear [Name],

In [year (e.g. 2014)] the Partnership for the Saginaw Bay Watershed (Partnership) continued to advance the restoration and protection of the Saginaw Bay and its watershed through the support and contributions of individuals like yourself. In [next year (e.g. 2015)] we plan to continue our efforts to sustain and restore the ecology of the Saginaw Bay watershed, while ensuring economic viability of the region. We rely on the generosity of supporters like you to help us achieve our mission and we ask for your help as we work toward our fundraising goal of [SSSS].

In 2014, the Partnership [placeholder for summary of activities…].

Example:
This year, the Partnership worked with stakeholders throughout the watershed to enhance collaboration and coordination of watershed activities. To that end we would like to welcome our newest board members who bring their unique skills and perspectives from different regions of the watershed. Are newest board members are:

- Kyle Bostwick, Chief of Staff, Representative Charles Brunner
- Brad Jensen, Executive Director, Huron Pines
- Laura Ogar, Director of Environmental Affairs and Community Development, Bay County
- Greg Renn, District Technician, Huron County Conservation District

We also launched our speaker series program in which we host the foremost experts to discuss pressing topics regarding environmental quality in the bay and watershed. This year’s forums were focused on beach closings and muck deposits along the shoreline. While significant progress has been made to reduce the number of beach closings along the bay, some beaches are still closed from time to time and will require additional restoration.

In 2015, the Partnership [placeholder for summary of planned activities…] .

Example:
Next year, the Partnership will continue these efforts as we seek to enhance the coordination of watershed restoration activities and continue our public outreach to share the latest news and information regarding restoration of the bay and the challenges that remain.

Your contributions and ongoing support make these efforts possible. I hope that you consider the Partnership during your yearend giving.

Sincerely,

[Board chair]
PSBW Annual Meeting Voting Procedures

A member of the Partnership for the Saginaw Bay Watershed (Partnership) is a person or organization that has completed and returned a membership form to the Treasurer and paid the annual dues.

An organization that has joined the Partnership must appoint a designee to vote on its behalf, as documented through an authorizing resolution from the member organization’s governing body. A copy of the authorizing resolution must be provided to the Partnership.

All members in good standing of the Partnership are eligible to vote for directors at the annual meeting. To be a member in good standing, annual dues must be paid in full by the beginning of the annual meeting. The board of directors will register members for the vote at the beginning of the meeting.

The nominating committee presents the slate of directors below.

Members of the Partnership may vote for the board of directors seat corresponding to their respective membership region and for the at-large board of directors seat. In other words, a member associated with Region 1 (Coastal) would vote for the Region 1 board of directors seat; a member associated with Region 2 (Tittabawassee) would vote for the Region 2 board of directors seat; each member may also vote for the at-large seat.

If you are unsure which membership region you are affiliated with, you may ask a board member.

<table>
<thead>
<tr>
<th>Membership Region</th>
<th>Director Term Ending December 31, [Year]</th>
<th>Cast a vote for the membership region with which you are affiliated and for the “at-large” seat</th>
</tr>
</thead>
<tbody>
<tr>
<td>Region 1: Coastal (Au Gres-Rifle, Kawkawlin, Saginaw River and Pigeon-Wiscoggin Sub-watersheds)</td>
<td>[Candidate]</td>
<td></td>
</tr>
<tr>
<td>Region 2: Tittabawassee (includes Tittabawassee and Chippewa-Pine) Sub-watershed</td>
<td>[Candidate]</td>
<td></td>
</tr>
<tr>
<td>Region 3: Shiawassee Sub-watershed</td>
<td>[Candidate]</td>
<td></td>
</tr>
<tr>
<td>Region 4: Flint Sub-watershed</td>
<td>[Candidate]</td>
<td></td>
</tr>
<tr>
<td>Region 5: Cass Sub-watershed</td>
<td>[Candidate]</td>
<td></td>
</tr>
<tr>
<td>“At Large Members”</td>
<td>[Candidate]</td>
<td></td>
</tr>
</tbody>
</table>

A member of the Partnership may present him/herself as a write-in candidate provided one other member of the Partnership present supports the nomination. If a member of the Partnership presents him/herself and is duly supported votes may be cast for them by writing their name on a ballot distributed at the annual meeting.
Partnership for Saginaw Bay Watershed

[Year] Annual Meeting

[Date]
[Time]
[Location]

[Year] Annual Meeting Agenda

I. Welcome and Introduction (5 min.) [Agenda Item Leader], President

II. [Date of previous meeting] Board Meeting Minutes (5 min.) Agenda Item Leader

III. Year in Review (15 min.) Agenda Item Leader

IV. Membership Dues Review (15 min) Agenda Item Leader

V. Board Elections (15 min.) Agenda Item Leader

VI. Treasurer’s Report (15 min.) Agenda Item Leader, Treasurer

VII. Election of Officers (10 min.) Agenda Item Leader

VIII. The Year Ahead (15 min.) Agenda Item Leader

IX. Public Comment (20 min) Agenda Item Leader

X. Adjourn Agenda Item Leader
# Partnership for Saginaw Bay Watershed
## Board of Directors Meeting

### Agenda

<table>
<thead>
<tr>
<th>Agenda Item Lead</th>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>1 Administrative Matters</strong></td>
<td></td>
</tr>
<tr>
<td>1.A [Date – Previous Meeting] Meeting Minutes (5 min)</td>
<td>Chair X</td>
</tr>
<tr>
<td>1.B SPAC Update (10 min)</td>
<td>Zimmerman</td>
</tr>
<tr>
<td>1.C AOC Coordinator Update (10 min)</td>
<td>Riley</td>
</tr>
<tr>
<td>1.D Treasurer’s Report (10 min)</td>
<td>Toth</td>
</tr>
<tr>
<td><strong>2 Old Business</strong></td>
<td></td>
</tr>
<tr>
<td>2.A Relevant old business topic (e.g. current PAC Grant Update) (## min)</td>
<td>Leader</td>
</tr>
<tr>
<td>2.B Relevant old business topic (e.g. Speaker Series Planning) (## min)</td>
<td>Leader</td>
</tr>
<tr>
<td>2.C Relevant old business topic (e.g. Membership recruitment) (## min)</td>
<td>Leader</td>
</tr>
<tr>
<td>2.D. Relevant old business topic (e.g. Fundraising) (## min)</td>
<td>Leader</td>
</tr>
<tr>
<td><strong>3 New Business</strong></td>
<td></td>
</tr>
<tr>
<td>3.A Relevant New Business Topic (e.g. grant funding for restoration) (## min)</td>
<td>Leader</td>
</tr>
<tr>
<td>3.B Relevant New Business Topic (e.g. BUI criteria update)</td>
<td>Leader X</td>
</tr>
<tr>
<td><strong>4 Public Comment</strong></td>
<td>Leader</td>
</tr>
<tr>
<td><strong>Adjourn</strong></td>
<td>Chair X</td>
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Email Subject Line: Save the Date! Speaker Series & Board Mtg- April 24th

The Partnership for the Saginaw Bay Watershed will host a speaker series and quarterly board meeting on April 24, 2014, at the Wirt Library in Bay City. The event is free and open to the public. The speakers will focus on Saginaw Bay nutrient levels and nuisance algae.

Speaker Series: Saginaw Bay nutrient levels and nuisance algae (1:00-3:00 PM)

Dr. Craig Stow, of the National Oceanic and Atmospheric Administration’s Great Lakes Environmental Research Laboratory, will provide an overview on the water quality status of the Saginaw Bay.

Dr. Peter Esselman and Dr. Mary Anne Evans, of the United States Geological Survey, will discuss a new project to synthesize existing knowledge to determine likely outcomes associated with different nutrient levels in the Saginaw Bay. The synthesis will focus on the possible impact of different nutrient levels on productive fisheries, algae production, and beach quality.

Dr. Donna Kashian, of Wayne State University, will discuss a project that will commence later this year to assess professional and public perception of beach muck and aesthetics, public health, economics, and recreational impacts.

Quarterly Board Meeting (10:00 AM–Noon)

The Partnership will hold its quarterly board meeting at the Wirt Library from 10:00 AM to noon on April 24th. Members of the Partnership and the public are welcome to attend.

If you would like to unsubscribe from this mailing list please respond to psbwinfo@gmail.com with unsubscribe in the subject line.
The Partnership for the Saginaw Bay Watershed will host a speaker series and quarterly board meeting on [Date], at [Location]. The event is free and open to the public. The speakers will focus on [Topic].

**Quarterly Board Meeting (Time)**

The Partnership will hold its quarterly board meeting at the Wirt Library from 10:00 AM to noon on April 24th. Members of the Partnership and the public are welcome to attend.

**Speaker Series: Topic/Title (Time)**

- **Speaker**, Organization, one or two sentence summary of talk.
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Partnership for Saginaw Bay Watershed
Speaker Series

[Date]
[Time]
[Location]
[Address]

Speaker Series Agenda

I. Welcome and Introduction (10 min.)  Emcee, Partnership

II. Speaker 1 Topic/presentation title (## min.)  Speaker 1 Name, Organization

III. Speaker 1 Topic/presentation title (## min.)  Speaker 2 Name, Organization

IV. Speaker 1 Topic/presentation title (## min.)  Speaker 3 Name, Organization

V. Question & Answer (## min.)  Emcee
Oct. 23 Event Focuses On Saginaw Bay Beach Closings

Contact: Warren Smith
wfesmith@sbcglobal.net
517-892-5649

The Partnership for the Saginaw Bay Watershed is hosting a speaker series forum at its annual meeting the afternoon of October 23, 2013. The speakers will focus on beach closings along the Saginaw Bay and include presentations from the Department of Environmental Quality and researchers at Saginaw Valley State University. The meeting will be held on the campus of Saginaw Valley State University in Curtis Hall, 2nd Floor, Seminar Room D. The event is free and open to the public.

The forum will take place from 1:00 pm to 2:30 pm and will feature Dr. Shannon Briggs, from the Michigan Department of Environmental Quality. Briggs will discuss past and current beach monitoring and closures along the Saginaw Bay. Dr. Tami Sivy, from Saginaw Valley State University, will discuss a joint project of the university and the Bay County Environmental Health Department that uses an emerging technology to achieve faster beach monitoring results. Dr. David Karpovich, from Saginaw Valley State University, will discuss the SVSU Saginaw Bay Environmental Science Institute that was founded earlier this year. The Institute will help coordinate SVSU’s research and activities in the Saginaw Basin and enhance opportunities for further study of the natural resources within the basin.

The forum will be followed by the annual meeting of the Partnership for the Saginaw Bay Watershed from 3:00 pm to 5:00 pm; new members of the Partnership and the public are encouraged to attend.

The Partnership works to involve residents, local government, subwatershed groups, and conservation and environmental organizations in the collective work to restore water quality, recreational uses (e.g., fishing, swimming), and commercial uses (e.g., shipping, fishing) in the Saginaw Bay Watershed. The Partnership does this by connecting people from business, government, and non-profits to support and implement projects to achieve restoration goals and remove beneficial use impairments. More information is available at http://www.psbw.org.

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News from the Board of Directors: Partnership Reorganization

We recently reviewed and updated our organizational structure, which included adopting revised corporate bylaws. We hope that some of the changes will foster opportunities for broader participation in Partnership activities. A few key changes include:

- Revising the structure of our membership classes to focus on the subwatershed regions of the Saginaw Basin. Each of the five major subwatershed regions can have two board representatives. There is also one “at-large” seat on the board that represents the entire basin.
- Reducing the maximum size of our board of directors to 11 members. While we seek representation from a broad range of interests, a smaller more deeply engaged board of directors will help us conduct business more effectively.

We are actively looking for new members to help us enhance restoration activities in the Saginaw Bay Watershed. There are open seats on our board that we are currently working to fill. If you are interested in joining the Partnership please contact us at psbwinfo@gmail.com or return the membership form at the end of the newsletter.

Area of Concern Update

The Partnership serves as the Public Advisory Council (PAC) for the Saginaw River and Bay Area of Concern (AOC). The AOC program is non-regulatory and creates a framework to improve the environmental quality of designated areas throughout the Great Lakes. It focuses on regions with legacy environmental problems and works to restore conditions to a level similar to non-AOC regions in the Great Lakes. The program has a defined scope and is one of many programs working to improve environmental quality.

When it was first listed in 1987, the Saginaw River and Bay AOC was described as having 12 of 14 possible beneficial use impairments (BUIs). Since that time, many groups throughout the watershed have been working to restore environmental conditions in the region. These collaborative efforts have had tangible results throughout the region. For example:

- More than 19,000 acres, or about 63 percent of remaining coastal wetlands, have been permanently preserved. More than 15,000 acres of upland buffer areas have also been protected.
- More than $830 million has been invested since 1972 to upgrade and enhance wastewater treatment systems in the Saginaw basin. These investments have controlled the majority of untreated sewer overflows and have reduced nutrient and bacteria loading to our waterways—leading to fewer beach closings and a healthier ecosystem for aquatic species.

As environmental conditions continue to improve in the basin we have been able to remove the impaired designation for two BUIs for the AOC. To date, the Tainting of Fish and Wildlife Flavor and Restrictions on Drinking Water—Taste or Odor Problems BUIs have been officially removed. The region continues to make significant progress to restore environmental conditions that will lead to removal of the remaining BUIs.
Loss of Fish and Wildlife Habitat BUI Update

The Partnership has recommended removal of the Loss of Fish and Wildlife Habitat BUI to the Michigan Department of Environmental Quality (MDEQ), which administers the AOC program. This recommendation comes as a result of reaching established restoration targets that were set through a collaborative planning effort in the early 2000s. At that time it was estimated that 20–30 percent of remaining coastal wetlands were permanently protected.

The restoration target for the Loss of Fish and Wildlife Habitat BUI was established at permanently preserving at least 60 percent of the remaining coastal wetlands and identifying and prioritizing the remaining wetlands for continued preservation. Since the target was set, many groups focused efforts on wetland preservation and over time more wetlands have been preserved.

A 2012 study prepared by Ducks Unlimited, in coordination with Public Sector Consultants Inc. and a technical committee, showed that over 19,000 acres or approximately 63 percent of the remaining coastal wetlands have been preserved.

Following this study, the Partnership held two public forums to discuss the analysis and the prospect of seeking formal removal of the Loss of Fish and Wildlife BUI. After considering input provided at those meetings the Partnership board voted to recommend removal of the BUI. The Partnership’s recommendation is under review by the MDEQ.

In mid-September, the MDEQ released a draft removal recommendation for the Loss of Fish and Wildlife Habitat BUI, which is available online at: http://michigan.gov/documents/deq/Saginaw_Bay_River_Loss_of_Fish_and_Wildlife_Habitat_BUI_Removal_9-9-13_433616_7.pdf.

The MDEQ will host a public meeting to discuss the removal recommendation on October 8, 2013, from 6:30 to 7:30 PM at the Bay County Public Library located at 500 Center Ave., Bay City, MI 48708. Members of the public are encouraged to attend. The MDEQ will accept written comments on the removal recommendation until October 14, 2013. Comments may be submitted to the Michigan Department of Environmental Quality, Office of the Great Lakes, P.O. Box 30273, Lansing, MI 48909-7773, or to joldersmab@michigan.gov.

Saginaw Bay Environmental Institute Opens at SVSU

The Saginaw Bay Environmental Science Institute (SBESI) was established at Saginaw Valley State University (SVSU) in January of 2013 to facilitate research, education, and outreach by SVSU faculty and students on Saginaw Bay Watershed issues. The institute aims to strengthen existing watershed research and encourage further work. As an SVSU Distinctive Program, the SBESI received startup funds (supporting, for example, the research vessel Cardinal II), as well as annual operational funds, faculty seed grants, and student internships. Since SVSU is primarily an undergraduate institution, the SBESI is in a unique position to provide research opportunities appropriate for their involvement. Other important strengths of the SBESI are its proximity to Saginaw Bay and the collaborative nature of its projects.

The SBESI is the only scientific research entity focused on Saginaw Bay Watershed issues that is also located within the region. This can be a benefit not only to research projects but also to SVSU and the community. A good example is the SVSU collaboration with the Bay County Health Department (BCHD) for rapid bacteria testing for beach monitoring. The BCHD had obtained Great Lakes Restoration Initiative funds to implement a new U. S. Environmental Protection Agency rapid bacteria testing method but didn’t have the necessary facilities or personnel to do so. However, SVSU biochemistry professor Dr. Tami Sivy and the Department of Chemistry research labs were able to accommodate the project. The BCHD benefited from SVSU’s capabilities as well as its proximity to sampling sites, while SVSU faculty and students gained access to specialized instrumentation.
The SBESI recognizes the contributions and continued work of the many organizations and scientists who work on the Saginaw Bay Watershed. SBESI members seek to collaborate not only locally but at the state and national levels as well. For example, SBESI director Dr. David Karpovich recently received a grant from the University of Michigan Water Center for a collaborative project co-directed by Dr. Joseph DePinto of LimnoTech and Dr. Scott Sowa of The Nature Conservancy. Additional project team members include scientists from a broad range of entities such as several State of Michigan departments (Environmental Quality, Natural Resources, and Agriculture and Rural Development), federal offices (U.S. Geological Survey and Natural Resources Conservation Service), as well as Michigan State University’s Institute for Water Research. This project establishes a broad network that will benefit the SBESI’s work for years to come.

While the Saginaw Bay Environmental Science Institute at SVSU is still in the exciting introductory phase of its existence, we anticipate consistent and measured growth as we continue to expand on work in the watershed and serve as a resource for our students and the region. Ultimately the SBESI members aim to serve as strong contributors in the study and restoration of Saginaw Bay and its watershed.

Emerging Rapid Beach Monitoring Technology Helps Protect Public Health in Bay County

Because the waters of the Saginaw Bay Watershed are used for recreation, irrigation, and drinking, it is necessary to determine possible microbial contamination that would make this water unsafe for human contact. While most of the microbes in these waters are harmless to human health, some disease-causing pathogens could be present. When they evaluate water safety, scientists measure levels of certain common, benign bacteria as indicators of contamination rather than attempting to quantify the levels of all microbes. These bacteria, including *E. coli* and *Enterococcus*, have been strongly correlated with the presence of pathogens and are predictive of contact-associated illness.

A majority of state health departments use a method called Colilert (produced by Idexx Laboratories) for monitoring recreational waters such as beaches. This method, which is approved by the U.S. Environmental Protection Agency (EPA), determines the level of the indicator bacteria *E. coli* present in collected water samples. Colilert is a relatively simple test to perform, but has the disadvantage of requiring an 18–24 hour incubation period during which potentially contaminated waterways are left open for human contact.

To avoid this delay, the EPA has been exploring rapid testing methods. One of these is EPA Method A: *Enterococci* in Water by TaqMan Quantitative Polymerase Chain Reaction (qPCR) Assay (now referred to as Method 1611), which requires about four hours from sample collection until the results are available. The new process requires specialized equipment and expertise that are not commonly available at county health departments. To implement the method here, the Bay County Health Department (BCHD) collaborated with Saginaw Valley State University (SVSU) scientists who are experienced in the use of the specialized equipment and have adequate Biosafety Level II lab space. The result was a successful implementation of the new EPA method, which is still in a testing phase. Much of the substantial startup funds required were provided by a grant from the EPA Great Lakes Restoration Initiative (GLRI) to the Michigan Department of Environmental Quality and the BCHD; support continues from the Saginaw Bay Environmental Science Institute at SVSU.

For the summers of 2012 and 2013, water samples from Bay City State Park and Wenona Beach were split, with the BCHD running Colilert testing and SVSU using the rapid testing method. The data have been promising: there is a good correlation between the results from the two methods, suggesting the validity of rapid testing. This collaboration has been beneficial to both SVSU, as our students get the opportunity to be involved with the use of a cutting-edge method and instrumentation, and to the BCHD, which has been able to expand its technical capabilities through access to SVSU’s labs and faculty.

The Bay County Health Department will continue to conduct standard Colilert testing, but SVSU will further refine rapid testing in anticipation of EPA approval and possible requirement of the method. The overall goal is to protect public health by minimizing human contact with contaminated water.
Saginaw Bay Beach Closings Decline

The Saginaw River and Bay have 54 public beaches and access points:
- Arenac County has 18 public beaches and 3 additional monitoring points
- Huron County has 14 public beaches
- Iosco County has 10 public beaches
- Bay County has 5 beaches and 4 public access points
- Tuscola County has 0 public beaches along the Saginaw Bay

Most of these sites have been monitored over the past 10 years, and all of the beaches have experienced at least one advisory or closure since 2003. During the summer of 2013, however, 38 of these beaches (75%) were open for swimming without experiencing any closures or advisories.

This improvement over time is due to collaborative efforts among non-profit groups, academic entities, and local, state, and federal agencies which have identified and eliminated many sources of contamination. In addition to these cooperative efforts, the Great Lakes Restoration Initiative provided funding in 2010 to identify sources of contamination at all of the beaches on Saginaw Bay.

In spite of this improvement, there is still work to be done. One access area on the Saginaw River (Veterans Park North in Bay County) and two beaches on Saginaw Bay (Singing Bridge Beach and Twining Road Beach in Arenac County) have been placed on the Integrated Report, or 303d Non-Attainment List. The Integrated Report is prepared by the MDEQ every two years to meet requirements of the federal Clean Water Act. The list compares the status of all waterbodies in the state to water quality standards for specific federally protected uses such as total and partial body contact (for activities like swimming and boating). These beaches and access areas are expected to be the focus of continued monitoring and restoration efforts until they have lower bacteria levels.

Visit Us on the Web

Earlier this year the Partnership launched a new website available at www.psbw.org. The site provides more information about our organization and the watershed.
SAVE the DATE!
Annual Meeting & Speaker Series—October 23rd

We will host a speaker series and our annual meeting the afternoon of October 23 on the campus of Saginaw Valley State University in Curtis Hall, 2nd Floor, Seminar Room D. The event is free and open to the public. The speaker series will focus on beach closings along the Bay and will include the following presentations:

**SPEAKER SERIES: Saginaw Bay Beach Closings (1:00–2:30pm)**
- Dr. Shannon Briggs, Michigan Department of Environmental Quality, will discuss beach monitoring and closures along the Saginaw Bay.
- Dr. Tami Sivy, Saginaw Valley State University, will discuss a joint project between the university and the Bay County Environmental Health Department to utilize an emerging technology that allows for faster beach monitoring results.
- Dr. David Karpovich, Saginaw Valley State University, will discuss the SVSU Saginaw Bay Environmental Science Institute that was founded earlier this year. The Institute will help coordinate SVSU’s research and activities in the Saginaw Basin and enhance opportunities for further study of the natural resources within the basin.

**Partnership for the Saginaw Bay Watershed Annual Meeting (3:00–5:00pm)**
Following the speaker series the Partnership will hold its annual meeting; members of the Partnership and the public are encouraged to attend.

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**WHAT YOU CAN DO!**
- Join the Partnership for the Saginaw Bay Watershed to learn more and participate in restoration activities
- Support community and municipal efforts to develop watershed-based plans to address storm water runoff
- Join and support local land conservancy efforts
- Support state and federal programs that target cleanup efforts in the watershed
- Attend educational events focused on environmental and watershed priorities

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**BECOME A MEMBER OF THE PARTNERSHIP**

The Partnership relies upon individual members for its financial support. We invite individuals, organizations, educational institutions, local governments, and businesses to become Partnership members. To become a member of the Partnership, complete the form below and mail it along with your payment.

**Yes,** I would like to support the Partnership’s effort to restore and protect the Saginaw Bay and its watershed. Please accept my membership in the following category of support and membership area:

- **Category of support**
  - [ ] $25 Subscriber
  - [ ] $50 Supporting
  - [ ] $100 Friend
  - [ ] $300 Key Sponsor
  - [ ] $500 Guardian
  - [ ] $1,000 Benefactor
  - [ ] Other $ __________

- **Membership area**
  - [ ] Region 1: Coastal (Au Gres-Rifle, Saginaw River and Kawkawlin Sub-watersheds)
  - [ ] Region 2: Tittabawassee Sub-watershed (includes Tittabawassee and Pine)
  - [ ] Region 3: Shiawassee Sub-watershed
  - [ ] Region 4: Flint Sub-watershed
  - [ ] Region 5: Cass Sub-watershed
  - [ ] At Large Members
  - [ ] I’m not sure

All contributions are tax deductible

NAME: _______________________________________________
ADDRESS: __________________________________________
_____________________________________________________
CITY: ____________________________ STATE: _____ ZIP: _______
E-MAIL: __________________________ PHONE: ______________

Please make check payable to: The Partnership for the Saginaw Bay Watershed

Return to: The Partnership for the Saginaw Bay Watershed
P.O. Box 2056
Bay City, MI 48707

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www.psbw.org