

**BY-LAWS OF THE POLICY AND MANAGEMENT COUNCIL  
OF THE ASYLUM LAKE PRESERVE  
(February 10, 2005)**

**Article I - Purpose**

The Policy and Management Council of the Asylum Lake Preserve (the Council) was created by the Declaration of Conservation Restrictions adopted by the Board of Trustees of Western Michigan University (the University) at its meeting on the 16<sup>th</sup> Day of April, 2004, Section 8. The Council's purpose is to ensure that the provisions of the Declaration of Conservation Restrictions are faithfully observed and that the Conservation Purposes and Management Goals are effectively pursued by developing a procedure for regular oversight of the Asylum Lake Property (the Preserve).

**Article II - Location**

The Policy and Management Council reports to the Vice President for Business and Finance of Western Michigan University, whose main administration building is located in the City of Kalamazoo, Michigan.

**Article III - Membership**

3.01 General Powers:

All powers of the Council shall be vested in a board of directors from member organizations/departments. The board shall manage and control the affairs of this Council.

3.02 Number:

The board shall consist of fourteen members. The board may from time to time increase or decrease the number of members. In no event, however, may the number of members be less than seven. Board members shall serve a two-year term and may serve up to three consecutive two-year terms.

3.03 Appointment:

1. For the 11 specified organizations/departments, the individual organizations/departments shall identify the member and alternate to represent said organizations/departments and inform the Chair of said appointments.

2. For the three University At-Large members, the VP for Business and Finance or designee shall inform the candidate pool of any opening, solicit nominations, and appoint qualifying candidates to fill any vacancy. The three At-Large Members are appointed by the VP for Business and Finance or designee and shall be current faculty or staff or have retired from the University.

3.04. The Council shall have members from the following organizations, the University departments, and University representatives at large:

1. University Members
  - a. Campus Planning
  - b. Environmental Institute

- c. Environmental Studies
- d. Physical Plant
- e. VP Business and Finance.
- f. 3 At-large members selected by the VP for Business and Finance

The following University members may have alternates:

Campus Planning, Environmental Institute, Environmental Studies, Physical Plant, and VP Business and Finance may appoint an alternate to attend and vote in the member's absence.

## 2. Community Members

- a. Asylum Lake Preservation Association (ALPA)
- b. Environmental Concerns Committee of the City of Kalamazoo (ECC)
- c. Kalamazoo Environmental Council (KEC)
- d. Oakland Drive/Winchell Neighborhood Association (ODWNA)
- e. Parkview Neighborhood Association
- f. Parkwyn Village Neighborhood Association

The Community Members may appoint an alternate to attend and vote in the member's absence.

### 3.05 Membership Year:

Terms of individual members shall be 2-year terms, renewable for up to 3 consecutive terms. The following members will have 1-year terms for the first year:

Campus Planning, Environmental Institute, VP Business and Finance, ALPA, KEC, Parkview Neighborhood Association, and one At-large member.

### 3.06 Voting Rights:

Each member shall have one (1) vote per issue. As specified in Section 3.04, certain members may appoint an alternate to attend and said alternate would vote in the member's absence.

### 3.07 Transfer of Membership

1. If any of the University or Community member organizations/departments cease to exist, prior to their dissolution or as soon thereafter as possible, the Council shall modify the membership composition pursuant to Section 10.02

2. If any one member representing a functioning University or Community member organizations/departments cannot meet attendance requirements or can no longer serve (is a non-active member), that organization or department represented by the non-active member shall appoint a new member as soon as possible. Said new appointment will be communicated to the Chair of the Council as soon as possible using standard methods of communication (e-mail, telephone, letter, etc.). The newly-appointed person shall be allowed to serve up to three full consecutive terms. Until the position of a non-active member is filled, the alternate shall assume the role of the non-active member.

### 3.08 Meetings:

The Council shall meet at least twice a year, but may do so more often upon call of the Chair and with a notice of at least two weeks.

### 3.09 Special Meetings:

1. The Chair may call a special meeting of the Council.
2. Any three members may call a special meeting, providing that there is at least a notice of two weeks.
3. If members of the Council petition the Chair to call a meeting, the Chair shall call a meeting within a reasonable time and as soon as practicable for the purpose for which the meeting was requested. If a meeting is not called, the Chair shall state in writing why the request was denied and provide said statement within a reasonable time of the request.

### 3.10 Notice of All Meetings:

1. The Chair shall be responsible for arranging the date, time, and location of all meetings.
2. Notice of each meeting shall be the responsibility of Chair who may delegate this task to a member.
3. Notice for any meeting shall be at least two weeks prior to said meeting.
4. Notice may be provided as deemed reasonable by the Chair. Notice is intended to give those most affected by upcoming actions/votes notice of the intended action and an opportunity to be heard. Notice may be satisfied by placing an announcement in the Kalamazoo Gazette or its successor.

### 3.11 Conduct of All Meetings:

1. All meetings shall be open to the public. Citizens shall be permitted to speak at the meeting during a designated comment period and prior to all formal votes, not including procedural decisions for conducting the meeting. Public comments shall be limited to (5) five minutes unless extended by the Chairperson.

### 3.12 Order of Business at All Meetings:

1. Call to order
2. Role call
3. Adoption of agenda
4. Approval of minutes
5. Communications and announcements
6. Old business
7. New business
8. Project or special committee reports
9. Miscellaneous public comments
10. Miscellaneous board / staff comments
11. Adjournment

### 3.14 Quorum:

A quorum for the Council or any of its committees shall be a majority of the Council membership or committee membership.

### 3.15 Manner of Acting:

A quorum is needed to conduct the business of the Council and its committees.

### 3.16 Manner of Voting

Unless otherwise specified, a majority of a quorum is necessary for a motion to pass.

## **Article IV - Committees**


### 4.01 Standing Committees:

#### 1. The Research and Education Committee.

- a. Powers:
  - i. Solicit and/or receive proposals for research, educational, and/or
  - ii. Restore uses of the Preserve;
  - iii. Establish a Review Panel to approve or reject research, educational and restoration proposals;
  - iv. Develop annual and longer-term research, education, and restoration plans and/or guidelines; and
  - v. For these purposes, receive and disburse funds from the Council, WMU, or other grants or donations.
- b. Duties:
  - i. Review all past, current, and proposed university and community educational, research, and restoration activities and grants involving the Preserve for consistency with Sections II, III, and IV of the Asylum Lake Preserve Management Framework, and existing management plans and/or policies.
  - ii. Oversee the work of the Review Panel in implementing the Protocol .
  - iii. Coordinate and balance existing and proposed research, educational, restoration, and recreational uses within the Preserve.
  - iv. Make policy recommendations to the Council, including periodic updates of the Protocol .
  - v. Prepare an annual report for the Council.
- c. Meets as needed.
- d. Members
  - i. Three voting Committee members, including one from the Environmental Institute, one from the Campus Planning and Finance Council, and one selected by the Council.
  - ii. Non-voting advisers may be invited to attend meetings as needed or appropriate.
- e. Term:
 

The members shall serve a one-year term and may be reappointed indefinitely.

#### 2. **The Operations Committee.**

- a. Powers and Duties:
  - i. Develop operational procedures and rules to carry out any management and/or use plans/policies adopted by the Council;
  - ii. Work with the Research and Education Committee to ensure operational coordination between those carrying out approved projects, the  MU Physical Plant, and any other relevant WMU units; and
  - iii. Oversee operations and enforcement; prepare an annual report for the Council on needs and problems.
- c. Meets as needed.
- d. Members:
  - i. Three voting Committee members, including one from the WMU Physical Plant, one from the Environmental Institute and one selected by the Council.
  - ii. Non-voting advisers can be invited to attend meetings as needed or appropriate.
- e. Term:
 

The members shall serve a one-year term and may be reappointed indefinitely.

## **Article V - Officers**

### 5.01 Titles:

The officers of the Council shall be a Chair, a Vice Chair, a Secretary, and any other officers as may from time to time be prescribed by the Council.

### 5.02 Resignation, Removal, and Vacancy:

Any officer may resign at any time from office by giving written notice thereof to the Chair or the Secretary. Any officer may be removed for good cause shown by a majority vote of the Members. Any vacancy occurring in an office whether occasioned by the death, resignation, or removal of any officer or the creation of a new office may be filled according to Section 3.03.

### 5.03 Chair:

Subject only to the Members, the Chair shall supervise and control the management of the Council. The Chair shall preside at all meetings when possible. The Chair or designee shall communicate to the VP for Business and Finance all proposed projects.

### 5.04 Vice Chair:

The Vice Chair shall exercise the powers of the Chair in the event of the Chair's absence or inability to perform. The Vice Chair shall also have such powers and duties as may be prescribed by the Council.

### 5.05 Secretary:

The Secretary shall keep accurate records of all meetings of the Council. The Secretary shall keep a record of the names and addresses of all members of the Council. The Secretary shall perform all other duties incident to the office of Secretary.

### 5.06 Term:

Each Officer shall serve a one-year term and may be reappointed indefinitely as long as the Officer is a member.

## **Article VI – Duties**

### 6.01 Accountability:

The Council is not accountable for any money, so no Treasurer is appointed. Any money available to the Council is held at the Kalamazoo Foundation. Requests to use this money are made to the VP for Business and Finance.

### 6.02 Reports:

1. The Council shall prepare for the VP of Business and Finance an annual financial report and budget request for the Preserve based on:
  - a. Funds available for distribution from the Asylum Lake Preservation Fund at the Kalamazoo Community Foundation;
  - b. Existing and projected funding from the University; and
  - c. Existing and projected grants and donations.
2. The Council shall prepare an Annual Report that describes the general status of the Preserve, the status of Council plans and policies, as well as major events, activities, and/or proposals affecting the Preserve.
3. The Council shall make, review, or amend an overall management plan for the Preserve. A basic management plan and accompanying policies shall be developed and adopted within one year of the Council's first meeting. At least every five years, the Council shall formally review the current management plan to identify needed changes and/or improvements.
4. The Council shall approve, amend, or reject other plans and/or proposals for use of the Preserve. Such plans and/or proposals may come from the University, the Council or its committees, public agencies, or governmental bodies.
5. The Council shall receive, discuss, and make recommendations on disputes over existing or proposed land use, operational, and/or financial matters related to the Preserve.

## **Article VII - Indemnification**

1. Except as otherwise provided by law, and to the extent provided for in its liability and insurance coverage, and as further clarified/limited in the Bylaws of the Western Michigan University Board of Trustees and in this article, Western Michigan University agrees to provide a legal defense for each member it appoints to the Asylum Lake Council and hold him/her harmless from those claims, liabilities, losses, damages and costs (excluding any settlement costs unless agreed to in writing by the University) arising out of a decision, act, and/or omission made by that Council member within the scope of his/her service as a Council member provided that such decision, act, or omission was in good faith and in a manner s/he reasonably believed to be in compliance with the laws, these bylaws, and/or not opposed to the best interests of Western Michigan University.

2. In any case in which a Council member seeks a legal defense or to be held harmless as described above, the Council member must

- notify the University's Vice President for Legal Affairs and General Counsel within seven (7) calendar days after receiving or being served with any claim, action, or lawsuit;
- afford the University the opportunity to defend such claim and control the litigation settlement and other disposition of such claim; and
- fully cooperate in connection with such defense, litigation, settlement or disposition. The member shall have the right, but not the obligation, to instead be represented by his/her own counsel, at his/her own cost and expense.

3. Notwithstanding the above, these obligations regarding a legal defense or holding the Council member harmless shall not apply as to those matters or conduct which the University has determined to have exceeded the scope of a Council member's duties or service, been committed contrary to law and/or University policy, rules, or regulations, and/or constitutes misconduct or gross negligence on the part of the Council member. In addition, nothing in this article shall be construed to be a waiver of any governmental immunity right, defense, or privilege, and Western Michigan University expressly reserves all of its rights, privileges, and defenses.

### **Article VIII - Compensation**

Council members and alternates serve in a volunteer capacity and are not compensated for attending regular or special meetings. Council members and alternates will not receive mileage for attending regular or special meetings.

### **IX – Fiscal Year**

The Council's fiscal year will be that of the University. The University's fiscal year is July 1 to June 30<sup>th</sup> of each year.

### **X - Amendments**

#### 10.01 Changes in Size:

- Changes in the size of the Council shall occur only after a favorable vote by  $\frac{3}{4}$  of the current Members.
- Changes in the size of the Council shall not decrease the percent of representatives for the community below 40%.
- Changes to the list of units and organizations of Section 3.04 shall require a  $\frac{3}{4}$  vote of the current Council members.

#### 10.02 Review of the Council:

1. At least every four years, the Council shall review the size of the Council as well as the community and neighborhood organizations and University units composing the Council.
2. Changes to these By-laws may be proposed at a Council meeting. Any vote on changes will not occur until the subsequent meeting so organizations and units can gather input from their member organizations/units. A subsequent meeting at which a vote is to be taken shall not occur sooner than two weeks from the meeting at which the requested change was announced.
3. Votes to changes of these By-laws shall be enacted in public, and each member shall state on the record whether s/he supports the proposed change.

#### **Article XI – Parliamentary Authority**

Roberts Rules of Order, Revised, shall govern the Council in all cases not addressed by these by-laws.