

**RESTATED BY-LAWS OF THE POLICY AND
MANAGEMENT COUNCIL OF THE
ASYLUM LAKE PRESERVE**

(November 2019)

Article I - Purpose

The Policy and Management Council of the Asylum Lake Preserve (the “Council”) was created by the Declaration of Conservation Restrictions (the “Declaration”) and the Asylum Lake Preserve Management Framework (the “Framework”) adopted by the Board of Trustees of Western Michigan University (the “University”) at its meeting on April 16, 2004. 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 set forth in the Framework are effectively pursued by developing a procedure for regular oversight of the Asylum Lake Property (the Preserve), and to carry out such other powers and duties as set forth in the Framework.

Article II - Relationship

The Council was created by action of the Board of Trustees of Western Michigan University as set forth in the Declaration and Framework. The Council shall operate pursuant to the terms and provisions of the Declaration and Framework as a self-sustaining body which is responsible to the Vice President for Business and Finance of Western Michigan University (“VP for Business and Finance”).

Article III – Membership & Meetings

3.1. The members of the Council shall be determined as set forth in the Framework.

3.2 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.

3.3 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.

3.4 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, including by email. 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 other local news outlet, on the WMU Events page, on the ALP website or on social media.

3.5 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.

3.6 Order of Business at All Meetings:

1. Call to order
2. Roll 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

3.7 Quorum:

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

3.8 Manner of Acting:

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

3.9 Manner of Voting:

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

Article IV – Committees

4.1 The Committees and their composition, duties and powers are set forth in the Framework.

4.2 Standing Committees:

1. Research and Education Committee

a. The composition, powers and duties of the Research and Education Committee are set forth in the Framework.

2. Operations Committee

a. The composition, powers and duties of the Operations Committee are set forth in the Framework

4.3 Ad Hoc Committees:

1. The Council may appoint Ad Hoc Committees for specialized tasks, including but not limited to, public relations, interpretive signage and trail design.

Article V – Officers

5.1 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

5.2 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 upon a majority vote of the Members.

5.3 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.

5.4 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.

5.5 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. The Secretary may, with the approval of the Council, appoint a person from outside the Council to take notes for use in preparing the minutes at any meetings of the Council.

5.6 Term:

Each Officer shall serve a two-year term and may be reappointed indefinitely as long as the Officer is a member. Officers shall be elected in the fall of odd-numbered years.

Article VI – Duties

6.1 Accountability:

The Council is not accountable for any money, so no Treasurer is appointed. Money for management, restoration and other activities is available from the Asylum Lake Preserve Fund held by the Kalamazoo Community Foundation. Requests for use of this money are made by the VP for Business and Finance.

6.2 Reports:

1. The Council shall prepare for the VP for 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 subject to the limitations set forth in this Article, and as further clarified/limited in the Bylaws of Western Michigan University Board of Trustees and in this Article, the University agrees to provide a legal defense for each member of the Council or one of its committees (a "Council/Committee member") and to hold such Council/Committee member 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/Committee member within the scope of his/her duties or service as a Council/Committee member, provided that such decision, act or omission was in good faith and in a manner he/she reasonably believed to be in compliance with the laws, these Bylaws and not opposed to the best interests of the Council or the University.

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

a. notify the University's General Counsel in writing within twenty-one (21) calendar days after receiving or being served with any claim, action or lawsuit, and include information and materials regarding such matter;

b. afford the University the opportunity to defend such claim and control the litigation, any settlement and other disposition of the claim, action or lawsuit; and

c. fully cooperate in connection with such defense, litigation, settlement or disposition.

The Council/Committee member shall have the right, but not the obligation, to hire his/her own attorney to represent the Council/Committee member at his/her own cost and expense, provided such attorney shall not control the defense or disposition of any claim, action or any litigation or settlement.

3. Notwithstanding the above, the University shall have no obligation to provide a legal defense or to indemnify or hold the Council/Committee member harmless as to those matters:

a. which the University has determined to have exceeded the scope of a Council/Committee member's duties or service, or are contrary to University policies, rules, regulations or instructions;

b. where the actions of the Council/Committee member have violated the law or constitute acts of misconduct or gross negligence; or

c. which are not covered by the University's liability insurance policy, as determined by the insurance company that issued the policy, and its determination shall be final and binding on the Council/Committee member.

4. The rights stated in this Article shall be the sole rights granted to a Council/Committee member and these rights supersede all rights to indemnification provided in the Michigan Nonprofit

Corporation Act (“MNCA”), the Bylaws of the Board of Trustees or under Michigan law. The Council shall not indemnify a Council/Committee member under any circumstances, and a Council/Committee member shall not bring a claim against the Council for indemnification under the MNCA.

The provisions of this Article are intended to replace and supplement the requirements for mandatory indemnification set forth under Section 563 of the MNCA

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.

Article IX– Fiscal Year

The Council’s fiscal year will be that of the University. The University’s fiscal year is July 1 to June 30th of each year.

Article X- Amendments

10.1 Changes in Council Size or Membership:

1. Changes in the size and makeup of the Council are provided for in the Framework.
2. If it becomes necessary to replace a department/organization, the Council shall give consideration to the recommendation of the department/organization that is disbanding.

10.2 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. Recommendations to revise 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. Notwithstanding the foregoing, revisions to the Bylaws must be approved by the VP for Business and Finance and the University Board of Trustees prior to becoming effective for the Council.
3. Votes to changes of these By-laws shall be enacted in public.

Article XI – Parliamentary Authority

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

laws.

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