

## **Bylaws of the Environmental Concerns Committee; City of Kalamazoo**

- 1. Applicability of document.** This document is the Bylaws of Environmental Concerns Committee (ECC). These Bylaws were adopted by action dated January 2009, by the City of Kalamazoo, City Commissioners.
- 2. Members**
  - 2.1 *Qualification and designation of Members.* A Committee Member is a citizen of the city of Kalamazoo with interest and/or expertise in environmental issues and (ii) has completed a written application and filed such application with the ECC; and (iii) has been approved by the City Commission; and (iv) meets the requirements for membership which includes residence in the city of Kalamazoo and willingness to attend scheduled ECC meetings.
  - 2.2 *Associate Members.* An Associate Member is an individual (i) with interest and/or expertise in environmental issues; and (ii) has been approved as an Associate Member by action of the Members. The Associate Member will have no voting rights and may not serve as a Chair or Vice Chair for the ECC.
  - 2.3 *Length of Membership.* A Member may serve a three-year (3) term, with an option to serve one additional three-year (3) term. A Member is limited to two (2) consecutive terms. A Member may reapply after a three-year (3) period. A Member may, at any time, resign and terminate Membership by written notice to the ECC.
  - 2.4 *Member Attendance.* Each Member is expected to attend scheduled ECC meetings. If a member misses more than three (3) meetings per year, the ECC Officers have the authority to change that individual's status to Associate Member or to recommend removal by action of the Members.
  - 2.5 *Elections.* Election of officers will occur by a plurality vote by ballot with the results announced at the January meeting. No notice of such annual meetings need be given, failure to give such notice or any irregularity in such notice will not affect the validity of any such meeting.
  - 2.6 *Quorum at meetings of Members.* At any meeting of the ECC, a majority of the members constitutes a quorum of the members for all purposes, and the action of a majority of the members present at a meeting at which a quorum is present will be the action of the ECC. If the Members necessary to constitute a quorum fail to attend any meeting, then a majority of the Members present may adjourn such meeting from time to time without notice other than by announcement at the meeting, until the number of members necessary to constitute a quorum attends.

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- 2.7 *Conduct of meetings of the Members.* At each meeting of the Members, each defined site is entitled to a single vote, in person, and each Member will have one vote. Votes can be taken electronically at the discretion of the Chair. At each meeting of the Members, the Chair or designee will preside; in the absence of the Chair or designee, an individual designated by those present at the meeting will preside.
- 2.8 *Action by unanimous written consent of the Members.* If and when all of the Members severally or collectively consent in writing to any action to be taken by the Members either before or after the action is taken, such action will be as valid corporate action as though it had been authorized at a meeting of the Members. The written consents to such actions will be filed with the minutes of the proceedings of the Members.

### **3. Notices and Meetings**

- 3.1 *Notice.* Whenever a notice of a meeting is to be given under these Bylaws, such notice must be given not less than ten-days and not more than sixty-days before the date of such meeting. Any such notice must be in writing (including electronic, magnetic, or other formats), and may be delivered by mail, courier, facsimile, telegraph, in electronic format, or any other form or format reasonably believed by the giver of such notice to be deliverable in readable or written form to the recipient of such notice. Any such notice must be delivered to the address of such recipient last known to the giver of such notice. If any person to whom any notice must be given waives any notice in writing, either before or after the meeting for which such notice was given, then no notice of such meeting need be given to such person. If any person attends a meeting, then such person will be deemed to have waived notice of such meeting, unless such person indicates, as soon as practical for such person, in such meeting that such person is present only to indicate that such person did not receive notice such meeting. If any notice is required for any meeting, and such notice is not given to or waived by, each person who is entitled to receive notice with respect to such meeting, then no binding action may be taken at such meeting. Notice to a Member Representative constitutes notice to the Member for whom such Member Representative has been designated.
- 3.2 *Time and location of meetings.* Any meeting may be held at any time and location designated in these bylaws, by resolution, or in notice. If the time and location of any meeting are not designated then such meeting will be held monthly at 4:30 p.m., local time, at the address City Hall, 241 West South Street, Kalamazoo, Michigan. If any meeting is designated to be held on any date that is a legal holiday, then such meeting will be held on the next succeeding business day that is not a legal holiday (at the same time and location as the original meeting), unless such meeting is specifically designated to be held on such legal holiday.
- 3.3 *Attendance at meetings; presence, including presence by conference communications equipment.* For purposes of these Bylaws, a person is attending a meeting as of the time and date that such person is present at such meeting.

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For purposes of these Bylaws, a person is present at a meeting under these Bylaws (i) such person individually present; or (ii) if, by means of a conference telephone or similar communications equipment with which all persons otherwise present (in person or by communications equipment) at such meeting hear each other, if all participants are advised of the communications equipment, and if the names of all persons' otherwise present (in person or by communications equipment) at such meeting are divulged to all others persons otherwise present (in person or by communications equipment) at such meeting.

## 4. Officers

- 4.1 *Appointment.* The Members will elect the the Chair and the Vice Chair who will serve as the Officers of the ECC.
- 4.2 *Term of Office.* The one-year (1) term of office of all officers will commence upon their appointment by election and will continue until the earliest of (i) the expiration of their appointment, (ii) their resignation, (iii) their removal, (iv) their death or disability (as determined by the members of the ECC). Any officer may resign by written notice to the ECC; such resignation will be effective upon its receipt by the ECC or at a subsequent time specified in the notice of resignation, whichever is later. The ECC members have the power to fill any vacancies in any offices occurring from whatever reason.

## 5. Indemnification of Directors and Officers

- 5.1 *Third party suits.* To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this section 6, the ECC will indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ECC) by reason of the fact that such person is or was a Member, officer, employee or agent of the ECC, or is or was serving at the request of the ECC as a member, stockholder, partner, trustee, director, officer, employee, or agent of another ECC, limited liability company, partnership, joint venture, trust or other enterprise (individually, a "ECC Indemnified Person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the ECC, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to the best interest of the ECC and, with respect to any criminal action or proceeding, had reasonable cause to believe such person's conduct was unlawful.

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- 5.2 *Suits by or in right of the ECC.* To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this section 6, the ECC will indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the ECC to procure a judgment in its favor by reason of the fact that such person is or was a ECC Indemnified Person, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the ECC, except that no indemnification will be made in respect of any claim, issue, or matter as to which such person will have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the ECC unless and only to the extent such action or suit was brought will determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court will deem proper.
- 5.3 *Indemnification against expenses.* To the extent that a person who is or was a ECC Indemnified Person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 5.1 and 5.2, or in defense of any claim, issue, or matter referred to in sections 5.1 and 5.2, such person will be indemnified against expenses, (including attorneys' fees) actually and reasonably incurred by such person in connection with such claim, issue or matter.
- 5.4 *Bylaws of the Environmental Concerns Committee; City of Kalamazoo Determination that indemnification is proper.* Any indemnification under sections 5.1 and 5.2 (unless ordered by a court) will be made by the ECC only upon a determination that indemnification of the person is proper in the circumstances because such person has met the applicable standard of conduct set forth in sections 5.1 and 5.2. Such determination will be made (i) by action of a majority of the Directors who were not parties to such action, suit, or proceeding, or (ii) if such action is not obtainable, or if a majority of the Directors who were not parties to such action, suit, or proceeding so directs, by independent legal counsel in a written opinion.
- 5.5 *Reimbursement of expenses.* Expenses incurred by any person who may have a right of indemnification under this section 6 in defending a civil or criminal action, suit, or proceeding may be paid by the ECC in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided by section 6.4 upon receipt of an undertaking by or on behalf of such person to repay such amount unless it is ultimately determined that such person is entitled to be indemnified by the ECC pursuant to this section 6.
- 5.6 *Bylaws not exclusive.* The indemnification provided by this section 6 will not be deemed exclusive of any other rights to which any person may be entitled under any bylaw, agreement, vote or disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while

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holding office, except to the extent that such indemnification may be contrary to law.

- 5.7 *Insurance.* The ECC may purchase and maintain insurance (and pay the entire premium for such insurance) on behalf of any person who is or was a ECC Indemnified Person against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the ECC would have the power to indemnify such person against such liability under the provisions of the Michigan Business ECC Act.
- 5.8 *Merged and reorganized ECCs.* For the purposes of this section 5, references to the ECC include all constituent ECCs absorbed by the ECC in a consolidation or merger, so that a person, who is or was serving such other ECC in the same manner or relationship as a ECC Indemnified Person to the ECC, will stand in the same position under the provision of this section 5 with respect to the ECC as such person would if such person had served the ECC in the same capacity.
- 5.9 *Employee benefit plans.* For the purposes of this section 6, "other enterprises" will include employee benefit plans; "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; "serving at the request of the ECC" will include any service as an officer, employee, or agent of the ECC which imposes duties on, or involves services by, the officer, employee, or agent with respect of an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of any employee benefit plan will be considered to have acted in a manner "not opposed to the best interests of the ECC" as referred to in this section 5.

**6. Amendments.** These bylaws may be amended or repealed and new Bylaws may be adopted in lieu of these Bylaws by action of the Members, if a notice of the proposed alteration, repeal, or substitution provided with respect to such action or is contained in the notice of the meeting at which such action is to take place.

### 7. General Provisions

- 7.1 *Fiscal Year.* The fiscal year of the ECC will begin on each January 1 and will end on the following December 31.
- 7.2 *Severability.* The invalidity or unenforceability of any provision of these Bylaws will not affect the validity or enforceability of the remaining provisions of these Bylaws.
- 7.3 *Headings and references.* Headings to sections in these Bylaws are for convenience of reference, and are not to be construed as expanding or limiting any provision of these Bylaws. References to sections in these Bylaws are references to sections of these Bylaws, unless the reference indicates otherwise.