

METRO-WEST CHARTER, MICHIGAN STEELHEADER
AND SALMON FISHERMAN'S ASSOCIATION BY-LAWS

BY-LAWS SECTION

ARTICLE I NAME

The name of this organization shall be the Metro-West Chapter of the Michigan Steelheaders and Salmon Fisherman's Association, doing business as Metro-West Steelheaders (MWS).

ARTICLE II PURPOSE

The purpose of Metro-West Steelheaders shall be the protection, promotion, and enhancement of sportfishing, and particularly salmonid sportfishing in the Great Lakes, connecting waterways and its tributaries.

Section 1. The Metro-West Steelheaders shall pursue the preservation and improvement of the Great Lakes ecosystem.

Section 2. The Metro-West Steelheaders participate in the promulgation and enforcement of conservation and safety laws relating to sportfishing.

Section 3. The Metro-West Steelheaders shall promote and assist in public education relating to sportfishing and environmental conservation.

Section 4. The Metro-West Steelheaders shall promote and assist in research of the natural and human factors affecting sportfishing.

Section 5. The Metro-West Steelheaders shall interact with public and private entities in Michigan and those states and provinces bordering the waters in its venue, for the exchange of information relating to sportfishing.

Section 6.

The Metro-West Steelheaders shall assess, raise and disburse funds to achieve its objectives.

Section 7. This Association is a non-profit, non-sectarian, fraternal and educational organization affiliated with the Michigan Steelheader and Salmon Fisherman's Association.

ARTICLE III MEMBERSHIP

Membership shall be contingent upon agreement with the purpose and objectives of the Metro-West Steelheaders and upon receipt of prescribed dues determined by the MWS Board of Directors. Any member in good standing shall have the privilege of voting.

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Voting membership shall be extended to the spouse. Non-voting membership shall be granted to all dependents under the age of 18 years old. Metro-West Steelheaders may not extend any membership privileges to any person who is not a member of the MSSFA organization. Associate members shall not hold a position on the MWS Board of Directors.

ARTICLE IV OFFICERS

Section 1. Members in good standing who have reached the age of 18 shall have the privilege of holding an office or directorship. The Officers of the Metro-West Steelheaders shall be the President, Vice President, Secretary and Treasurer.

Section 2. The government of Metro-West Steelheaders shall be vested in a MWS Board of Directors consisting of four (4) officers, six (6) directors, one (1) membership chairperson, one (1) MSSFA representative, and (1) MUCC representative elected by the Metro-West Steelheaders membership as a whole. The officers will be elected for a one (1) year term. The six (6) directors will be elected for staggered three (3) year terms with two (2) directors each year at an annual meeting. The Membership Chairperson, MSSFA and MUCC representatives will be elected for a three (3) year term and be a voting member of the MWS Board of Directors.

A member shall not hold more than one seat on the MWS Board of Directors. In case of the resignation of an officer, the vacancy will be filled from MWS Board of Directors. In case of a vacancy or resignation of a director, the President will appoint a member to fill the unexpired term from the list of candidates for directors in the order of finish from the last election. If the list of candidates of directors has been exhausted, the President will appoint a director from the membership with the MWS Board of Directors approval.

ARTICLE V OFFICERS DUTIES

Section 1. President: The President shall be the Chief Officer of the Metro-West Steelheaders and shall preside at all meetings of the membership. They shall appoint all working committees and be an ex-officio member thereof. They shall have the general powers and duties of supervision and management usually vested in the officer of President of an organization. The President shall not vote except in case of a tie vote, at which time the President must cast the deciding vote.

Section 2. Vice President: The Vice President shall perform the duties and exercise the powers of the President, during the absence, disability and resignation of the President, and shall perform such other duties as may be delegated to them by the President or MWS Board of Directors. In addition, they shall be in charge of membership education.

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Section 3. Secretary: The Secretary shall attend all general membership meetings and MWS Board of Directors meetings and shall record and preserve a copy of the minutes of all proceedings. They shall perform other such duties as may be delegated by the President, Vice President or MWS Board of Directors. The Secretary shall read or publish the minutes of each meeting.

Section 4. Treasurer: The Treasurer shall have custody of all club funds and shall keep books reflecting a full and accurate accounting of all receipts and disbursements made by the Metro-West Steelheaders according to generally accepted accounting principles. They shall disperse the funds of the Metro-West Steelheaders and communicate to members each year. They shall be bonded in an amount satisfactory to the MWS Board of Directors upon their election. A monthly financial report will be given at the MWS Board of Directors meeting.

Section 5. Absenteeism: Any member of the MWS Board of Directors who shall be absent from four (4) meetings of the MWS Board of Directors in a one (1) year period without prior notice, shall be deemed to have resigned as a member of said MWS Board of Directors, and cease to be a member thereof. Any absence due to extenuating circumstances may be excused by the president or vice president.

Section 6. New officers and directors shall begin their term on January 1st following the November elections.

ARTICLE VI MEETINGS

Section 1. The annual meeting shall be held on the first Tuesday of November each year when not in conflict with political elections.

Section 2. At least fifteen (15) days prior to the date of the annual meeting, all members of the Metro-West Steelheaders shall receive a notice of the time and place of the meeting. The MSSFA Organization shall also receive notice fifteen (15) days prior.

Section 3. Fifteen percent (15%) of the members at the November general meeting Metro-West Steelheaders shall constitute a quorum at an annual/monthly meeting.

Section 4. Special meetings of the MWS Board of Directors may be called by the President, or the majority of the MWS Board of Directors at any time. MWS Board of Directors members shall receive notification of the time and place of any special meeting.

Section 5. MWS Board of Directors meetings shall be called on a regular basis by the President of the Metro-West Steelheaders. Seven (7) MWS Board of Directors constitute a quorum at a MWS Board of Directors meeting.

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Section 6. MWS may hold meetings in-person or by other electronic methods when deemed necessary by the MWS Officers and Board of Directors.

ARTICLE VII DISSOLUTION

Upon dissolution of the Metro-West Steelheaders, any assets of the Metro-West Steelheaders shall be assigned, after the payment of debts, to the Michigan Steelhead and Salmon Fisherman's Association and/or another non-profit organization determined by a vote of the majority of the MWS Board of Directors.

ARTICLE VIII USE OF REVENUE

All funds and assets of the club shall be used only for purposes that are consistent with the purposes of the club and for actual administrative cost of MWS Board of Directors. The MWS Board of Directors may purchase equipment, operate and maintain the same as required to further the purpose of the club.

ARTICLE IX USE OF REVENUE FOR LAWFUL PURPOSE

Revenues of the club shall not be used for the benefit of any individual, member or shareholder of the qualified organization except to further the lawful purpose of the club.

ARTICLE X AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of the members present at any annual meeting or membership meeting. All bylaw changes must have three (3) notifications prior to any votes being taken. At least one notification must be in writing and at least thirty (30) days given between the first and last notification.

ARTICLE XI ASSESSMENT

The Metro-West Steelheaders shall have the power to assess and collect dues as determined by the MWS Board of Directors with the knowledge of the general membership.

ARTICLE XII PUBLICITY

No member of the Metro-West Steelheaders shall make a public statement representing the club without the permission of the club officers and preferably the MWS Board of Directors. The President or Vice President may make a public statement representing the club if the situation demands an immediate comment.

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ARTICLE XIII CORRESPONDENCE

Section 1. Any correspondence for the purpose of solicitation, with reference to the Association name, in any way, may not be published without the written consent of the Executive Committee of the Michigan Steelhead and Salmon Fisherman's Association.

Section 2. Any written correspondence representing the MWS must first be approved by the President or preferably the MWS Board of Directors.

ARTICLE XIV MEMBER MISCONDUCT

Any member charged with conduct harmful or prejudicial to the purpose or interest of the Metro-West Steelheaders or its members, or that causes or may tend to cause injury or embarrassment to the Metro-West Steelheaders, or is in violation of its bylaws and rules, shall be subject to citation to appear before the MWS Board of Directors. Upon the matter being referred to the MWS Board of Directors, it shall inform such member, in writing, of the nature of the complaint against them giving them not less than fifteen (15) day notice to appear before the MWS Board of Directors to answer thereto. The MWS Board of Directors may censure or suspend such member upon hearing the complaint if, in its judgement, the interest of the Metro-West Steelheaders demand such action.

The MWS Board of Directors may ask such member to resign or the MWS Board of Directors may expel them as a member of the Metro-West Steelheaders. The action of the MWS Board of Directors shall be final and conclusive. Said individual shall have the right to seek reinstatement by the majority vote of the members present at a membership meeting.

ARTICLE XV AUDIT & BUDGET COMMITTEE

A committee at large consisting of a minimum of four (4) members including the Treasurer will be appointed each year to audit the books of the corporation. The chairperson will be appointed by the President, who may not be the Treasurer, who will certify the Annual Treasurer's Report. This Article XV may be satisfied in any year by the completion of an Attestation Audit that is performed by an outside CPA.

ARTICLE XVI ADOPTED MWS BOARD POLICIES

Any MWS Board of Directors policies adopted by the MWS Board of Directors will become an attachment to these bylaws and enforced by the MWS Board of Directors. These policies may be amended, added, or deleted by the MWS Board of Directors by a majority vote of the MWS Board of Directors and must not be in conflict with these bylaws.

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ARTICLE XVII BYLAWS COMMITTEE

This committee shall meet every three (3) years to review and make recommendations to the MWS Board of Directors in order to facilitate as functional bylaws as possible. This committee will be appointed by the President and shall consist of three (3) members at large. They may or may not be officers of the Metro-West Steelheaders.

ARTICLE XVIII

CONTINGENCY RULES

Any item not covered by these bylaws will revert to the Nonprofit Corporation Act for resolution.

ARTICLE XIX

The Charter shall indemnify any Director or officer, or former Director or officer of the charter, against reasonable expense, including attorney fees, actually and necessarily incurred by him or her in connection with the defense of any civil, criminal, or administrative action, suit or proceeding in which he/she is made a party or with which he is threatened by reason of being or having been or become of any act as such Director or officer, within the course of their duties, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable under MCLA 450.2551. The Charter may also reimburse any Director or officer for the reasonable costs of settlement of any action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Charter that such settlement be made and that such director or officer was not guilty of violating MCLA 450.2551. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian and conservator of any deceased or former director or officer or person who themselves would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any statute, agreement or otherwise.

Revision of Bylaws

2nd Revision/3rd Revision/4th Revision/September 1989/October 1990/May 1993/June 2, 1998

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