



## Upper Peninsula Climbers' Coalition (UPCC) Bylaws

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**Mission:** The Upper Peninsula Climbers Coalition is a nonprofit (Michigan 501-C3 #45-5123985) advocacy group dedicated to creating, preserving, and protecting sustainable and responsible climbing in Michigan's Upper Peninsula.

UPCC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Article 1 Name and Purpose

- **Section 1. Name.** The name of the organization shall be the Upper Peninsula Climbers' Coalition (UPCC).
- **Section 2. Purpose.** The Upper Peninsula Climbers Coalition is a nonprofit (Michigan 501-C3 #45-5123985) advocacy group dedicated to creating and preserving sustainable and responsible climbing in the Upper Peninsula of Michigan. Specifically, the UPCC will:
  - 1. Include all technical climbing pursuits (e.g., technical rock climbing, bouldering, and ice and mixed climbing.)
  - 2 The UPCC will work with land managers to:
    - 2.1. Preserve access to cliffs, boulders and ice formations.
    - 2.2. Maintain sustainable approach paths.
    - 2.3. Protect cliff tops and bases.
    - 2.4. Provide educational resources and historical information.
    - 2.5. Conserve and protect local flora and fauna and their habitat.

- 2.6. Serve as a liaison between climbers, land managers, and policy makers.
- 3 The UPCC, acting through its Board, is authorized to engage in all activities authorized under Michigan Law, which includes, but is not limited to, acquiring and disposing of assets, entering into contracts, and hiring consultants and professionals as necessary. MCL 211.7o(5) is expressly incorporated into these bylaws.

## Article 2. Membership

- **Section 1. Acquiring Membership.** Beginning 2022, to become a member, an individual must join through the Access Fund's Joint Membership Program. Members of the UPCC are required to maintain membership with the Access Fund to be a member in good standing, unless the Board grants an exception.
- **Section 2. Termination of Membership.** The Board, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any associated dues.
- **Section 3. Voting Rights.**
  - 3.1. Members entitled to vote at the annual meeting will be those persons who (1) currently live in the Upper Peninsula, and (2) have lived in the Upper Peninsula for five years out of the last ten years. All such members are entitled to vote on matters submitted to vote by the Board.
  - 3.2. Each voting member present is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast. A member may attend telephonically or by other electronic means with the written permission of the current President.

## Article 3. Duties of Members

- **Section 1.** All members of the UPCC shall have a thorough knowledge of the bylaws and policies and agree to abide by them and any decision or actions made by the Board.

- **Section 2.** It shall be the duty of each member of the UPCC to take part in the organization's activities and meetings as much as is possible.
- **Section 3.** Members of the UPCC shall refuse to participate in illegal activities concerning climbing.
- **Section 4.** Members of the UPCC shall have a duty to represent climbing to the public in a positive manner.

#### **Article 4. Fees and Dues**

- **Section 1.** The Board may change UPCC annual membership dues. Any change will be communicated and explained to all members.
- **Section 2.** Any UPCC dues will be paid to the UPCC directly (paper form at events) or through a third party approved by the UPCC Board, such as the Access Fund through its joint membership program.
- **Section 3.** Any UPCC sponsored event fees will go to the UPCC directly, unless the Board authorizes otherwise by majority vote.

#### **Article 5. Board of Directors and Officers**

- **Section 1. Board of Directors**
  - 1.1 Board Members will consist of Officers and non-officer Board Members. The Board shall have up to nine (9) Board Members and not less than three (3) Board Members. Should the Board size fall below three (3) Members for twelve (12) consecutive months, the organization shall dissolve at the end of the calendar year.
  - 1.2. Appointment of Board Members will occur at the Annual Meeting, or at another time designated by the Board. Board Members shall be appointed by the UPCC Board. If there is a vacancy on the Board, the President shall solicit applications from interested candidates.
  - 1.3. To fully represent the U.P.'s geographic diversity, two Board Members will be filled as follows:
    - Keweenaw Board Member, who shall, in the Board's discretion, have significant connections to the Keweenaw climbing community.

- Iron Mountain Board Member, who shall, in the Board's discretion, have significant connections to the Iron Mountain climbing community.
  - 1.4. All Board Members will serve three year terms. .
  - 1.5. All Board Members will have one vote each.
  - 1.6. Motions are passed by a majority vote of the Board Members present at the meeting, provided that 50% of current Board members are present.
  - 1.7. Board Members may attend meetings by phone or electronic means if there are extenuating circumstances—such as geographical distance between residence and meeting location
- **Section 2. Officers.** The UPCC shall have the following Officers as elected by the Board:
    - **1. President** - The President must be an active Board Member for at least one year in order to be eligible for the President position, except (1) for the initial election of officers after the adoption of these Bylaws, (2) or if a majority of the Board votes to waive this requirement. The President shall:
      - 1.1. Be the chief officer of the Board;
      - 1.2. Preside at all meetings of the Board and call special and emergency meetings;
      - 1.3. Perform such other duties as customarily pertain to the office of President, and shall have general and active supervision over the property, business, and affairs of the Board and its officers;
      - 1.4. Sign, execute, and acknowledge, in the UPCC name, contracts, deeds, mortgages, bonds, and/or other instruments authorized by the Board, except as otherwise provided in these Bylaws, and/or by law;
      - 1.5. Delegate such of these duties as is reasonable; and
      - 1.6. Perform such other duties as may be required from time to time by the Board or these Bylaws.

- 1.7. Be the Agent of Record.
- 1.8. Manage UPCC Insurance Policies.
- **2. Vice-President** - The Vice-President must be an active Board Member for at least one year in order to be eligible for the Vice-President position, except (1) for the initial election of officers after the adoption of these Bylaws, (2) or if a majority of the Board votes to waive this requirement. The Vice-President shall:
  - 2.1. Have such powers and perform such duties as may be assigned by the Board or the President.
  - 2.2. In the absence or disability of the President, the Vice-President shall perform the duties, and exercise the powers, of the President.
- **3. Secretary** - The Secretary shall:
  - 3.1. Give, or cause to be given, notice of all meetings;
  - 3.2. Take, or arrange for the recording of, minutes of each meeting;
  - 3.3. Record, or cause to be recorded, all votes of the Board;
  - 3.4. Keep, or cause to be kept, all books, papers, writing, and other records of the Board.
  - 3.5. Shall perform or cause to be performed all other duties as are customary and incident to the office which may be assigned by the President or the Board.
- **4. Treasurer** - The Treasurer shall:
  - 4.1. Receive all money due and payable to the UPCC and shall give a receipt and deposit all such money in the name of the UPCC in such banks or other depositories, as the board shall elect;
  - 4.2. Reconcile bank statements on a quarterly basis;
  - 4.3. Present all bills of the UPCC for approval, except for insurance bill or other bills authorized by these bylaws;

- 4.4. Perform or cause to be performed all other duties as are customary and incident to the office which may be assigned by the President or the Board;
  - 4.5 Present, or cause to be presented, financial reports to the Board in such manner that presents a clear and concise financial picture of the organization; and
  - 4.6. Comply with all federal and state reporting requirements by due dates. Such filings will be maintained in the corporate records.
- **Section 3. Duties of the Board** - The Board is responsible for overall policy and direction of the UPCC.
  - **Section 4. Removal of Board Member.** Upon 2/3 vote of the entire Board, a Board Member may be removed from the Board for dereliction of duty or misconduct. Failure to attend 50% of the Board Meetings in a calendar year will be presumed to constitute dereliction of duty.
  - **Section 5. Board Member Emeritus.** In the Board's discretion, a former Board Member may be appointed Board Member Emeritus. A Board Member Emeritus may attend board meetings but shall not vote on matters before the Board.

## **Article Six: Meetings**

- **Section 1. Annual Meeting.** At each annual meeting, the Board will provide a year-end update to the membership and conduct such other business it deems appropriate.
- **Section 2. Special Meetings.** Special meetings of the Board may be called by the Board or by the President.
- **Section 3. Place of Meetings.** All meetings shall be held at any place determined by the Board.
- **Section 4. Notice of Meetings.** Written notice of the time, place, and purposes of the Annual Meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published on the UPCC's webpage or Social Media Page(s).

- **Section 5. List of Members.** The President of the UPCC shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member.
- **Section 6. Quorum.** Members present in person shall constitute a quorum at the meeting.

**Article 7. Amendments** The Board at any meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the Board Members present, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the Board. Any ambiguity in these bylaws will be decided by majority vote.

**Article 8. Insurance** The UPCC may purchase and maintain insurance on behalf of itself or any person who (a) was or is a board member, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

**Article 9. Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of 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 or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article 10. Conflict of Interest.** Whenever a board member or officer has a financial or personal interest in any matter coming before the Board, the Board shall ensure that: (1) The interest of such board member is fully disclosed to the Board. A failure to do so is grounds for removal from the Board. (2) No interested Board Member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon. (3) Any transaction in which a Board Member has a financial or personal interest shall be duly approved by Board Members not so interested or connected as being in the best interests of the organization. (4) Payments to the interested Board Member shall be reasonable and shall not exceed fair market value. (5) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**Article 11. Committees.** The Board Shall be authorized to establish committees. Members of Committees may contain non-board members; however, all committees must have at least one Board Member.

The following committees have currently been approved: (A) Slug Fest Organizer, (B) Slug's Bluff Maintenance Committee, (C) Education Committee, (D) Keweenaw Committee, and (E) Corporate Fundraiser Committee. These Committees can be dissolved by majority vote of the Board.

The following shall apply to all committees:

- (1) Committees shall meet as necessary, but not less than 3 times per year.
- (2) Committees shall present updates and recommendations at UPCC Board Meetings.
- (3) Committee Members may be invited to attend UPCC Board Meetings.

Except as set forth below, Committees shall make recommendations to the Board for deliberation and decision.

The Slug Fest Organizer shall be authorized to take actions necessary to organize the event.

The Slug's Bluff Maintenance Committee is authorized to undertake maintenance and upkeep of Slug's Bluff and Slug's Community Garden. The Slug's Bluff Committee is authorized to plan and schedule work bee events.

The Education Committee is authorized to collaborate with the NMU and MTU climbing clubs to host educational events; it shall also be authorized to host gym-to-crag or community education events. The Education Committee can make any other recommendations it deems appropriate to the Board.

The Corporate Fundraiser Committee is authorized to solicit corporate donations, set donation benchmarks, and order an appropriate sign to thank annual corporate donors to be displayed on Kiosk.

Approved by Board of Directors – 9/16/2024