

BYLAWS
OF
Friends of Ore Dock BotEco Center

ARTICLE I
CORPORATION and PURPOSE

1.1 INCORPORATION

The name of this corporation is Friends of Ore Dock BotEco Center. The corporation is organized and operated exclusively for nonprofit purposes and shall hereinafter be referred to as “Friends”.

1.2 PLACE OF BUSINESS

The corporation shall have its principal place of business in Marquette, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 PURPOSES

The purposes for which the corporation is organized are as follows:

- A. The corporation is organized exclusively for charitable, educational, and scientific purposes, including:
 - 1) To provide and maintain year round indoor gardens for educational and health enhancement purposes for the general public and for scientific study.
 - 2) To provide research and educational facilities and programs for the advancement of Great Lakes ecology and habitat now and for future generations, both locally and far-reaching, for the general public, particularly school age children, and for academia.
 - 3) To provide public spaces for educational and recreational purposes, including but not limited to sharing of and advancement of sciences, arts, and ethnic celebrations.
 - 4) To provide historical preservation of and education about the ore dock in Marquette, Michigan’s lower harbor and the iron ore industry.
 - 5) To raise donations and other funding for the above.
- B. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the Corporation.
- C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the IRS Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

1.4 NONPROFIT OPERATION

The corporation shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501 (c)(3) of the Code as a nonprofit corporation. No Director of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any board member, Director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II

PARTICIPATION

2.1 CONDITIONS

All conditions of Participation in the Friends shall be determined by and control of the Board of Directors. All participants shall be bound by the Friends Bylaws.

ARTICLE III

BOARD OF DIRECTORS

3.1 BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors which is the governing body of the corporation. The corporation is organized on a non-stock, Directorship basis and, except as otherwise provided by law, all matters which are subject to membership, vote or other action in the case of a Michigan nonprofit membership corporation, shall be approved by action of the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least four times annually. All Board members must complete a Conflict of Interest form annually by the end of the first week of the new calendar year. See Attachments A-C.

3.2 NUMBER AND SELECTION OF DIRECTORS

The Board of Directors shall consist of not less than five (5) or more than thirteen (13) persons, as the Board of Directors shall from time to time determine. The first Board of Directors shall be appointed by the incorporator of the corporation named in the Articles of Incorporation, and thereafter shall be elected by the Board of Directors and vacancies shall be filled in the manner specified in Section 3.4 below. Directors shall serve for three (3) year terms, except the term of office for each Director may be staggered and determined by the incorporator. Directors in office may be reelected for two additional three (3) year terms, and shall thereafter be ineligible for a period of one year for reelection to the Board.

3.3 REMOVAL

Any Director may be removed from office with or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office.

3.4 VACANCIES

Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining Directors EVEN IF less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired portion of the term. Directors shall submit to the Board a recommended candidate to fill any vacancy occurring between regular meetings. This shall be done within 62 days of the resignation. Any Director may resign by submitting written notice of resignation to the Secretary.

3.5 REGULAR AND SPECIAL MEETINGS

A minimum of four (4) regular meetings each year of the Board of Directors may be held at such times and places as the Directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the Directors. Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any two (2) Directors. Special meetings of the Board of Directors may be called by or at the request of the President or twenty (20) percent of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix the time and place, for a special meeting of the Board. Each member of the Board of Directors shall attend at least three fourths ($\frac{3}{4}$) of the meetings of the Directors per year. A Director who fails to attend at least three fourths ($\frac{3}{4}$) of the meetings of the Board per year will, upon majority vote of the Board, relinquish his or her Directorship, and a vacancy will be declared.

3.6 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS

Written notice of the time and place of all meetings of the Board shall be given to each Director at least three (3) days before the date of the meeting, either personally or by electronic posting such notice to each Director at the address designated by the Director for such purpose. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting.

3.7 QUORUM AND VOTING REQUIREMENTS

A majority, defined as more than half, of the Directors then in office or a majority of any committee appointed by the Board constitutes a quorum for the transaction of business. The vote of a majority of the Directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a larger vote may be required

by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

3.8 POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon of trustees of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

3.9 COMPENSATION

Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 5.1 nor shall it prevent the Board of Directors from providing the reasonable compensation to a Director for services which are beyond the scope of his or her duties as Director or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director.

3.10 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS

The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or Vice President and the Secretary or the Treasurer may execute such instrument on behalf of the corporation.

3.11 EMPLOYEES

Any staff, such as an Executive Director or other paid staff, hired by the Corporation will be subject to the conditions set forth by the Board of Directors and must follow the employee Policy and Procedures manual as well as the labor laws of the State of Michigan and any other applicable statute.

ARTICLE IV OFFICERS

4.1 OFFICERS

The officers shall be a President, a Vice President, a Secretary and a Treasurer.

4.2 ELECTION AND TERM OF OFFICE

All officers shall be elected for a term of three (3) years (or until their successors have been elected), with the possibility of three (3) consecutive terms, by the Board of Directors at a regular meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two (2) or more officers. Officers must be members of the Board of Directors.

4.3 PRESIDENT

The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents, and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

4.4 VICE PRESIDENT

The Vice President shall have such duties as determined from time to time by the Board of Directors or the President. The Vice President shall perform the duties of the President in the President's absence.

4.5 SECRETARY

The Secretary shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

4.6 TREASURER

The Treasurer shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors. The Treasurer will have responsibility for all state and federal reporting and licensing requirements.

ARTICLE V
INDEMNIFICATION

5.1 OFFICERS AND DIRECTORS

Each person who is or was a trustee, Director, officer or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as a trustee, Director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The corporation should purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

5.2 VOLUNTEERS

The corporation assumes the liability for all acts or omissions of a non-Director volunteer, provided that:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. The volunteer was acting in good faith;
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional tort; and
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

ARTICLE VI
MISCELLANEOUS

6.1 COMMITTEES

Committees may be designated by resolution adopted by the Directors present at a meeting at which a quorum is present, or may be appointed at any time by the President. The said committees shall consist of at least two (2) Board members. The committees shall keep regular minutes of their proceedings and report the same from time to time as the Board may require. They shall meet at the times and places designated by the committee President. All committee

members must complete a Conflict of Interest form annually by the end of the first week of the new calendar year. See Attachments A-C.

6.2 CERTIFIED PUBLIC ACCOUNTANT

The Board of Directors shall annually appoint a certified public accountant and/or firm of certified public accountants to provide audited financial statements every year in which an audit is required by the State of Michigan.

6.3 COUNSEL AND AGENTS

The Board of Directors from time to time may appoint legal counsel or other agents as deemed appropriate.

6.4 FISCAL YEAR

The fiscal year of the corporation shall be April 1st through March 31st.

6.5 AMENDMENT TO THE ARTICLES OF INCORPORATION

Proposed amendments to the corporation's Articles of Incorporation must be submitted in writing to the Directors at least one (1) month in advance of a regular meeting of the Directors or any special meeting of the Directors called for such purpose. The vote of two-thirds (2/3) of the Directors then in office shall be required to adopt an amendment to the Articles of Incorporation.

6.6 AMENDMENTS TO BYLAWS

These bylaws may be revised, amended or repealed in whole or in part. Proposed changes to the bylaws must be submitted in writing to the Directors at least one (1) month in advance of a regular meeting of the Directors or any special meeting of the Directors called for such purpose. The vote of two-thirds (2/3) of the Directors then in office shall be required to amend the bylaws of the corporation. No action or amendment shall be taken which in any way adversely affects the corporation's qualification as a tax-exempt organization under Section 501 (c)(3) of the Internal Revenue Code as it now exists or may hereafter be amended.

ATTACHMENTS TO

BYLAWS

OF

Friends of Ore Dock BotEco Center

ATTACHMENT A

**CONFLICT OF INTEREST
POLICY**

Friends of Ore Dock BotEco Center
CONFLICT OF INTEREST POLICY

Article I
Purpose

The purpose of the conflict of interest policy is to protect the interests of the **Friends of Ore Dock BotEco Center** (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer and/or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an "interested person."

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. ***A financial interest is not necessarily a conflict of interest.*** Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Date Adopted: _____

ATTACHMENT B

NONPROFIT

CONFLICT OF INTEREST

POLICY

DECISION PROCESS

NONPROFIT CONFLICT OF INTEREST POLICY DECISION PROCESS

1. Person discloses financial interest.

Board member, office, or committee member **discloses a financial interest** in a product, service, or investment contemplated by the nonprofit. Any person compensated by the nonprofit may never vote on their own compensation.

2. Does a conflict of interest exist?

Board or committee must determine **whether a conflict of interest exists**.

- a. The interested person leaves the room.
- b. Remaining board or committee discusses and votes on whether a conflict exists.
- c. **Minutes** must state: who has the financial interest, and describe it.

3. If so, is there a better deal elsewhere without the conflict of interest?

If a conflict of interest exists:

- a. The interested person leaves the room.
- b. Remaining board or committee **discusses** the financial transaction or arrangement.
 - i. If appropriate, the chair may call for further study of alternatives to the proposed transaction
- c. Remaining board or committee **determines** whether the nonprofit can get a better deal from a person or entity that doesn't cause a conflict of interest. "Better deal" can mean a cheaper product/service, or can mean a product/service that better meets the needs of the nonprofit.
- d. **Minutes** must state: any action taken to determine whether there is a conflict of interest (i.e., discussion, gathering more information, study by committee), and the decision on whether the conflict exists.

4. If there is no better deal, is the transaction still in the nonprofit's best interest? If no better deal without a conflict of interest is reasonably possible, the board or committee must vote on whether the transaction is still in the best interest of the nonprofit.

- a. The interested person is still out of the room.
- b. Remaining board or committee **determines by majority vote** whether the transaction remains in the nonprofit's best interest, is for the nonprofit's benefit, and whether it is fair and reasonable.
- c. If the majority votes "yes", then enter into the transaction.
- d. **Minutes** must state: who was present for the discussion and vote, content of the discussion including any proposed alternatives, and a record of the vote.

ATTACHMENT C

ANNUAL

CONFLICT OF INTEREST

ACKNOWLEDGEMENT

FORM

**Friends of Ore Dock BotEco Center
Annual Statement of Director, Officer, or Committee Member**

In accordance with Article VI of the Conflicts of Interest Policy of the Friends of Ore Dock BotEco Center (the "Corporation"), the undersigned affirms as follows:

1. I serve the Corporation as a director, officer, or committee member with Board-delegated powers;
2. I have received a copy of the Corporation's Conflicts of Interest Policy;
3. I have read and understand the Policy;
4. I agree to comply with the Policy;
5. I agree to disclose to the Board or committee on which I serve every instance in which I have an actual or possible financial interest in a transaction contemplated by the Corporation; and
6. I understand the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signed:

Signed:

Board or Committee Member

Witness

Print Name

Print Name

Date: _____

Date: _____

Update record:

04/26/17: Section 6.5 corrected transposed dates from "...March 31st through April 1st." to "...April 1st through March 31st."

10/16/17: Bylaws revised and approved to reflect organizational developments and suggested practices.

- 1.3, A., 4): Added "and the iron ore industry".
- 1.4: Changed "...the benefit of any trustee..." to "the benefit of any board member...".
- 3.1: Changed "...at least annually" to "...at least four times annually".
- 3.2: Changed "...not less than seven (7)..." to "...not less than five (5)...".
- 3.4: Changed "...between annual meetings" to "...between regular meetings".
- 3.5: Deleted whole section (Entitled "ANNUAL MEETING") and renumbered sections 3.6 through 3.12 to 3.5 through 3.11.
- New 3.5 (formerly 3.6): Changed "A minimum of four (4) regular meetings..." to "A minimum of four (4) regular meetings each year...".
- New 3.6 (formerly 3.7): Changed "...or by mailing..." to "...or by electronic posting..." and deleted "..., or if none is designated, at the Director's last known address".
- New 3.10 (formerly 3.11): Changed "...the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer..." to "...the President or Vice President and the Secretary or the Treasurer...".
- 4.2: Changed "...for a term of one (1) year..." to "...for a term of three (3) years..." and "...possibility of two (2) consecutive terms..." to "...possibility of three (3) consecutive terms..". Changed "...by the Board of Directors at its annual meeting." To "...by the Board of Directors at a regular meeting." Added the sentence "Officers must be members of the Board of Directors."
- 4.3 and 4.4: Deleted whole sections (Entitled "REMOVAL" and "VACANCIES" respectively since those duplicated Sections 3.3 and 3.4) and renumbered sections 4.5 through 4.8 to 4.3 through 4.6.
- New 4.6 (formerly 4.8): Added "The Treasurer will have the responsibility for all state and federal reporting and licensing requirements."
- 5.1: Changed "The corporation may purchase..." to "The corporation should purchase...".
- 6.1: Deleted whole section (Entitled "EXECUTIVE COMMITTEE") and renumbered sections 6.2 through 6.7 to 6.1 through 6.6.
- New 6.1 (formerly 6.2): In the title and in the paragraph changed "Other committees" to "Committees".
- New 6.5 (formerly 6.6): Changed "...in advance of the annual meeting..." to "...in advance of a regular meeting...".
- New 6.6 (formerly 6.7): Changed "...in advance of the annual meeting..." to "...in advance of a regular meeting...".

05/28/19: Bylaws revised and approved to include conflict of interest preventative measures and practices.

- 3.1: Added “All Board members must complete a Conflict of Interest form annually by the end of the first week of the new calendar year. See Attachments A-C.”
- 6.1: Added “All committee members must complete a Conflict of Interest form annually by the end of the first week of the new calendar year. See Attachments A-C.”
- Added 3 attachments: Attachment A “Conflict of Interest Policy”, Attachment B “Nonprofit Conflict of Interest Policy Decision Process”, and Attachment C “Annual Conflict of Interest Acknowledgement Form”.
- Changed “Friends of the Ore Dock BotEco Center” in the bylaws title and footer to “Friends of Ore Dock BotEco Center” to match incorporation documents.