

**Bylaws of
Friends of Kickapoo Valley Reserve, Inc.
A Non-profit Corporation**

Introduction and Purpose

Friends of the Kickapoo Valley Reserve, Inc. is a non-stock, not for profit corporation organized exclusively for charitable, educational, and scientific purposes, including, but not limited to supporting, assisting and promoting the Kickapoo Valley Reserve with interpretive, scientific, historical, educational and related visitor services. The corporation may invest in, purchase, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect said purposes, and may further engage in any lawful business or purpose for which non-stock, not for profit corporations may be organized under Chapter 181 of the Wisconsin Statutes.

Article I- Offices

1.1 Principal and Business Office. The corporation shall have such principal and other business offices as the Board of Directors may designate from time to time.

1.2 Registered Office. The registered office of the corporation required by the Wisconsin Business Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office. The initial registered office is as set forth in the Articles of Incorporation.

Article II-Membership and Board of Directors

2.1 There shall be three classes of membership (General Membership) in this corporation:

2.1.A Regular Membership. Any person 18 years of age or older and dedicated to the purposes of this organization shall be eligible for regular membership upon acceptance of his or her application by the Board of Directors. A regular member is entitled to one vote at a membership meeting.

2.1.B Family Membership. A family consisting of two adults, with or without their dependent children, shall be eligible for a family membership upon acceptance of their application by the Board of

Directors. Each family membership is entitled to two votes at a membership meeting.

2.1.C. Corporate/Business Membership. Any corporation or business that has an interest in the support of the purposes of this organization shall be eligible for corporate/business membership upon acceptance of its application by the Board of Directors. A designated representative of a corporate/business member is entitled to one vote at a membership meeting.

2.1.D. The Board of Directors shall from time to time determine the dues for each class of membership. Membership shall only be effective when members are current in payment of dues.

2.1.E. All members, of all classes, shall be eligible to receive all annual and other reports of the corporation and all members may attend the annual or other meetings of the corporation. All voting members may become officers or directors of the corporation.

2.1.F. Any member may withdraw from the corporation upon giving notice in writing to the Board of Directors. Any member may be removed from membership for non-payment of dues or other good cause and by a unanimous vote of the Board of Directors.

2.1.G. Upon the direction of the Board of Directors, members may receive benefits of the following nature:

- Exclusive tours of sites and participation in other events on the Kickapoo Valley Reserve
- A newsletter from this organization on a regular basis
- Other benefits as determined from time to time by the Board of Directors.

2.2 Board of Directors. A Board of Directors (Board) consisting of 7 persons (seats) shall manage the business and affairs of the corporation. At least 2 directors will be elected at the Board annual meeting with their terms beginning at the first regular Board meeting following their election.

2.2.1 Election of Board of Directors. Board members shall be elected by a majority vote of the Board at the Board Annual Meeting unless there is a general membership election request.

2.2.2 General Membership Board Election Request. At least ten percent of the current regular members in good standing may request

that an open Board member seat be filled by a vote of the General membership rather than a vote by the Board. This request must be signed by the requesting members and presented in writing to the President or Secretary of the Board at least thirty days prior to the Board annual meeting.

Within ten days from the submission of the General Membership election request the Secretary shall make available to any signatory of the request the list of all current members and their respective preferred contact information.

Immediately prior to the Board Annual meeting the President shall then conduct a Special General Membership meeting for the sole purpose of Board elections with open board seats elected by a majority vote of the present General members. If no candidate for a seat receives a majority vote another vote will be taken to choose between the two candidates receiving the most votes in the first vote.

A tie vote in either round of elections shall be decided by a coin flip by the President in the presence of the membership.

2.3 Tenure and Qualification. Each director shall be a member and hold office for 3 years or until his or her successor shall have been duly elected and qualified, or until his or her prior death, resignation, or removal. A director may be removed from the Board by affirmative vote of a majority of the directors. A director may serve 2 consecutive full terms of 3 years each notwithstanding any partial term served immediately prior to the first of the 2 terms. A former director having served 2 terms may be re-elected after being off the board for at least one year.

2.4 Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held without other notice than this bylaw at such time as shall be determined by such Board of Directors. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular Board meetings without other notice than such resolution.

2.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or two directors. The President or directors calling such special meeting may fix the time and place of such meeting, and if no place is specified the place of meeting shall be the principal place of business of the corporation.

2.6 Notices; Waiver. Notice of each meeting of the Board of Directors, unless otherwise provided in paragraph 2.4 above, shall be given by written notice mailed or sent electronically to each director not less than

48 hours prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. Whenever any notice is required to be given to any director, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute waiver of notice of meeting, except when a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

2.7 Quorum. Except when otherwise provided by law, a majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of directors present though less than a quorum may adjourn the meeting from time to time without further notice.

2.8. Conduct of Meeting. The President, and in his or her absence the Vice-President, shall call meeting of the Board of Directors to order and act as chairperson of the meeting. If neither the President or Vice-President are present, the meeting shall be conducted by the Secretary. If the President, Vice-President, and Secretary are not present the meeting will be conducted by the Treasurer. The Secretary shall act as secretary of the Board of Directors, but in the absence of the Secretary, the presiding officer shall designate any director or other person present to act as secretary of the meeting.

Article III- Officers

3.1 Number. The principal officers of the corporation shall be a President, a Vice-president, a Secretary, and a Treasurer, each of whom shall be elected annually by the Board of Directors at the first meeting following the annual meeting. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her prior death, resignation, or removal.

3.2. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment shall not of itself create any contract right.

3.3 Vacancies. A vacancy in any principal offices shall be filled by the Board of Directors for the unexpired portion of the term.

3.4 President. The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall exercise general supervision and control of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she shall have authority, subject to approval by the Board of Directors, to appoint such agents and employees of the corporation as deemed necessary, to prescribe their powers, duties, and compensation, and to delegate necessary authority to them.

Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge on behalf of the corporation all contracts, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by the Board of Directors, and, except as otherwise provided by law or the Board of Directors, he or she may authorize the vice-president or any other officer or agent of the corporation to act in his or her place or stead. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

3.5 Vice-President In the absence of the President, or in the event of his or her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice-president shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions placed upon the President. The Vice-president shall perform such duties and have such authority as from time to time may be delegated or assigned by the President of Board of Directors. The execution of any instrument of the corporation by the vice-president shall be conclusive evidence as to third parties of his or her authority to act in the stead of the President.

3.6 Secretary. The Secretary shall keep minutes of meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and shall perform all duties incident to the office of Secretary, and such other duties as may be delegated or assigned by the resident or Board of Directors.

3.7 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds of the corporation; receive and give receipts for moneys due and payable to the corporation, and deposit all such moneys in the name of the corporation in such banks or other depositories as shall be designated; and in general shall perform all duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President or Board of Directors.

3.8 Past-president A past-president who is no longer a member of the Board may serve as a non-voting, ex-officio, advisory member of the Board for one year. This position may not be included in the number of serving Board members or for purposes of a Board quorum.

3.9 Salaries The board of Directors shall fix the salaries of the principal officers from time to time, and no officer shall be prevented from receiving any salary by reason of the fact that he or she may also be a director of the corporation.

Article IV- Contracts, Loans, Checks and Deposits; Special Corporate Acts

4.1 Contracts. The Board of Directors may authorize any officer to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, the President and Secretary shall execute all contracts made by or on behalf of the corporation in the name of the corporation. When so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officers.

4.2 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in the name of the corporation unless authorized by the board of Directors. Such authorization may be general or confined to specific instances.

4.3 Checks, etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, officers, or agents, as shall from time to time be designated by the Board of Directors.

4.4 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as may be selected by or under the authority of the Board of Directors.

Article V-Liability and Indemnity Of Officers and Directors

5.1 Liability of Directors and Officers. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken as a director or officer of the corporation, at the request of the corporation in good faith, if such person exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs, or if such person took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he or she had reasonable grounds to believe to be true.

5.2 Indemnity of Officers and Directors. Every person who is or was a director or officer of the corporation shall, together with his or her heirs and personal representatives, be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which such person is made or threatened to be made a party by reason of being or having been a director or officer, except in relation to matters as to which a recovery shall be had against such person by reason of his or her having been finally adjudged guilty of fraud in the performance of any duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action a conviction or judgment, whether based upon a plea of guilty or nolo contendere or its equivalent, shall not be deemed an adjudication that such officer or director is guilty of fraud in the performance of any duty if such officer or director was acting in good faith in what he or she considered to be the best interests of the corporation and with no reasonable cause to believe that the action taken by him or her was illegal.

The corporation, by its Board of Directors, may indemnify in a like manner, or with any limitations, any employee of the corporation with respect to any action taken or not taken in his or her capacity as an employee.

The foregoing rights of indemnification shall be in addition to all rights to which such officers, directors, and employees may be entitled as a matter of law.

5.3 Transactions with the Corporation. The Board of Directors may from time to time authorize transactions by officers, directors, and employees with the corporation, for a proper business purpose.

Article VI- Amendments

6.1 By Directors. These bylaws may also be altered, amended or repealed and the Board of Directors may adopt new bylaws by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance

---- Revisions and notes -----

Revised bylaws adopted by the Board of Directors 8/15/2022

Addition of tie vote resolution by coin flip 8/6/2022

Clarification of annual meeting and board election. Misc. clarifications. 10/18/2021

Two terms after serving partial term clarification paragraph 2.3 7/19/2021

revised by board 10/14/2019

reviewed by attorney 10/31/2019

presented for annual meeting 11/2/2019