

BYLAWS

FRIENDS OF THE BIRD SANCTUARY, INC.

Approved 3/11/2005

Article I

Name and Purpose

Section 1. The name of the corporation is Friends of the Bird Sanctuary, Inc.

Section 2. This corporation is organized for the charitable and educational purpose of supporting, assisting, and promoting the Wisconsin Department of Natural Resources with interpretive, scientific, historical, educational, management, and related visitor services at Douglas County Wildlife Management Area (DCWMA), Douglas County, Wisconsin. In order to accomplish this purpose, the corporation has the following objectives:

- a. Sponsor and support volunteer interpretive services and environmental education activities, seminars, lectures, and other activities that contribute to the interpretive and educational programs or general welfare of the DCWMA.
- b. Provide for the distribution or sale of appropriate interpretive materials, such as books, pamphlets, and photography at the DCWMA.
- c. Provide financial support to the DCWMA for the furtherance of its interpretive and management programs, facilities, and resources, raising revenues through such methods as membership fees, donations, sales, and special events.

Article II

Membership

Section 1. Any person 18 years of age or older, of good character 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 and payment of such dues as may be established by the Board of Directors.

There shall be six classes of annual membership in this corporation:

- a. Individual membership. Any person eligible to be a regular member shall be eligible to be an individual member by paying dues at the individual rate. An individual member is entitled to one vote at a membership meeting.

b. Family membership. Any person eligible to be a regular member, together with his or her spouse and dependent minors, shall be eligible for family membership upon acceptance of the application by the Board of Directors and payment of such dues as may be established by the Board of Directors. Each family membership is entitled to two votes at a membership meeting.

c. Sustaining membership. Any person eligible to be a regular member shall be eligible to be a sustaining member by paying dues at the sustaining rate. A sustaining member is entitled to one vote at a membership meeting.

d. Patron membership. Any person eligible to be a regular member shall be eligible to be a patron member by paying dues at the patron rate. A patron member is entitled to one vote at a membership meeting.

e. Organization membership. Any business or organization may become an organization member upon acceptance by the Board of Directors and payment of such dues and initiation fees as may be established by the Board of Directors. An organization member is not eligible to vote.

f. Honorary membership. Any person eligible to be a regular member shall be eligible to be an honorary member by resolution of the Board of Directors. An honorary member pays no dues and is not eligible to vote.

Section 2. All members, of all classes, shall be eligible to receive all annual or other reports of the corporation and all members may attend the annual or other meetings of the corporation. Only regular, patron, and family members may become officers or directors of the corporation or vote in any election or on any matter submitted to the membership for a vote.

Section 3. Any member may withdraw from the corporation upon giving notice in writing to the Board of Directors. Any member may be removed from membership upon good cause and by unanimous vote of the Board of Directors.

Article III

Organization and Administration

Section 1. The Board of Directors shall consist of nine directors elected from the voting membership of the corporation. At the time of the adoption of these bylaws, the existing Board of Directors shall designate three of its number to serve for three years, three to serve for two years, and three to serve one year. Thereafter, at each annual meeting, directors shall be elected to succeed those directors whose terms will be next expiring. Each director thereafter shall take office on the day following his or her election and shall serve for three years, or until a successor shall be elected or

appointed. Directors may not serve for more than two consecutive terms. After an absence of one year from the Board, an individual shall become eligible again for election to the Board.

The Board shall appoint a nominating committee of at least two Directors. Recommendations for director nominees may be submitted by Members, Directors, officers, or any other interested persons, unless otherwise determined by the Board. The Nominating Committee shall select a slate of candidates based on the following criteria and any other criteria determined by the Board from time to time:

- a. A demonstrated commitment to the purpose of the organization as stated in Article I;
- b. An ability to make a positive and material contribution to the operation of the organization; and,
- c. A commitment to participate actively as a director by attending meetings, serving on committees, promoting the goals of the organization and participating in the activities of the organization.

The slate of nominees shall be included with the notice of the Corporation's Annual Meeting of Members and shall be sent at least seven days in advance of the Annual Meeting.

A Director's resignation from the Board must be in writing and is effective when received by the President.

A director who fails to attend two consecutive meetings per year without justification shall be considered for removal from the Board of Directors. The Board of Directors may remove any member for cause by affirmative vote of two-thirds of the members.

Vacancies on the Board of Directors shall be filled by selection and appointment by a majority of the remaining directors.

Section 2. The Board of Directors named in the Articles of Incorporation shall constitute the initial Board of Directors.

Section 3. The Board of Directors shall meet as soon as practical after newly-elected directors take office and at such other times as the president may call a meeting, or at any time that the property coordinator or designated Douglas County representative, with the concurrence of three or more members of the Board of Directors, may request a meeting.

Section 4. At its first meeting after newly-elected directors take office, the Board of Directors shall elect the following officers, all directors shall serve without compensation. Directors shall not receive compensation for their services as such,

although authorized expenses of directors for attendance at FOTBS-related business events will be reimbursed by the FOTBS.

- a. President. The president shall be a member of the Board of Directors and shall preside at meetings of the board and the membership.
- b. Vice President. The vice president shall be a member of the Board of Directors and shall preside in the absence of the president.
- c. Secretary. The secretary shall be a member of the Board of Directors and shall keep minutes of all meetings of the board and of the membership.
- d. Treasurer. The treasurer need not be a member of the Board of Directors and shall not be an employee of the Department of Natural Resources or Douglas County. Unless a member of the board, the treasurer shall have no vote in actions taken by the board. The treasurer shall administer the finances of the corporation and supervise the keeping of the corporation's financial records. The treasurer shall submit a financial statement to the board for presentation and approval at the annual meeting.

Section 5. The Board of Directors shall formulate all the operational policies of the corporation and shall coordinate its activities through the property coordinator and a business manager if one is employed. The powers of the board shall be limited only by law, the Articles of Incorporation, and these bylaws.

Four members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. The property coordinator shall be the DNR property manager or such other person as the property manager shall appoint to this position. The term of office shall be until replaced by the property manager. The Douglas County representative shall be the person designated by Douglas County.

The property coordinator shall serve as the Department of Natural Resources representative to the Board of Directors and shall advise the board on all program needs. The property coordinator and the designated Douglas County representative shall meet with the board, but shall have no vote on actions taken by the board. The property coordinator shall act as an advisor on all publications activities. The property coordinator and the designated Douglas County representative shall not sign checks or legal contracts as a representative of the corporation.

Section 7. A business manager may be appointed as a volunteer or hired by and serve at the pleasure of the Board of Directors.

The business manager shall serve as the corporation's on-site liaison with the Department of Natural Resources and shall represent the corporation in all business activities. The business manager shall authorize the expenditures of the corporation's

funds for sale publications, printing, stationery, travel, employment of clerks, and incidental expenses incurred in the conduct of the corporation, provided that no individual expenditure exceeds the sum of \$100 without the prior approval of the board or through the authorized budget.

The business manager shall hire and discharge all employees of the corporation and shall conduct those business transactions necessary to hire and discharge. The business manager shall be the immediate supervisor of all persons employed by the corporation.

Section 8. The Board of Directors may select and appoint an advisory committee of interested scientists, historians, and friends of the Douglas County Wildlife Management Area, available for consultation on matters of the corporation and technical questions. Committee members should represent the principal fields of the corporation's endeavor and should be invited and encouraged to offer suggestions and criticisms of the policies and work of the corporation.

Members of this committee shall hold office for one year, subject to reappointment. All immediate past directors shall serve on this committee for one year. Any number of persons may serve on this committee. Inactive members may be replaced upon notice by the Board of Directors.

Article IV

Meetings

Section 1. The corporation shall hold an annual meeting in an appropriate place during the month of September through November. Notice of the time and place of such meeting and its agenda shall be given by public notice, mail, or e-mail to members of the corporation. Other meetings may be called by the Board of Directors or by the written request of ten percent of the members of the corporation.

Section 2. A quorum of five percent or 10 members, whichever is less, is required at meetings of the members.

The president shall conduct meetings. Only voting members present may vote on the election of directors or other motions made at meetings.

All meetings will be conducted according to Roberts Rules of Order.

Section 3. At the annual meeting, the president or his/her designee shall present the annual report of the corporation's activities and its plans for the future. The treasurer shall present a financial report.

Directors shall be elected at the annual meeting in accordance with Article III, Section 1 of these bylaws. Nominations for such positions shall have been made by the president on behalf of the Board of Directors and included in the notice of the annual meeting. Other nominations may be made from the floor at the meeting. Those nominees for the available Board positions receiving the highest number of valid votes cast will be elected; a tie vote will be broken by the president.

Article V

Property, Funds, and Assets

Section 1. All property, funds, and assets of any nature received or acquired by the corporation shall be taken, held, disposed of, and expended in the following manner:

All monies received from membership fees and the sale of publications, or derived in any manner from the business operations of the corporation, shall be deposited in an operations fund and shall be used for the support of the Friends of the Bird Sanctuary, Inc. and its missions and activities; publication of technical and popular publications; the development of the library and interpretive center; purchase of sales publications, stationery, miscellaneous supplies and equipment, travel expenses, secretarial employment; and other miscellaneous expenses incurred by the corporation in the usual course of business.

Money received by donations for specific purposes shall be expended only for the purposes specified (if any) by the donor.

Section 2. The corporation shall maintain all funds in any bank or savings and loan association whose deposits are insured by an agency of the United States. The Board of Directors shall determine the financial institutions used for this purpose. All checks drawn from checking accounts and withdrawals from savings accounts shall require the signature of the treasurer or president.

Section 3. No income of the corporation shall be distributable to its directors or officers. Reasonable compensation or wages may be established for services rendered or work performed by employees of the corporation.

Article VI

Miscellaneous

Section 1. The principal place of business of the Friends of the Bird Sanctuary, Inc. shall be the Douglas County Wildlife Management Area, Douglas County, Wisconsin.

Section 2. The Board of Directors may adopt a corporate seal as it sees fit.

Article VII

Amendment of Bylaws

Section 1. Power to repeal or amend these bylaws and to adopt additional bylaws is hereby delegated to the Board of Directors, and may be executed at any meeting of the board provided that proper notice has first been given to the individual directors by mail or e-mail at least one week before the meeting. Such action must be executed by a two-thirds vote of the directors present or participating via telephone.

These bylaws also may be amended by a majority vote at any duly noticed meeting of the members at which a quorum is present.

Article VIII

Dissolution

Section 1. In the event of the dissolution of the Friends of the Bird Sanctuary, Inc., all net assets shall be transferred to the Douglas County Wildlife Management Area gift and donation account. Any portion of funds donated for specific purposes at the Douglas County Wildlife Management Area will be so designated to the extent possible.