

Friends of Cherokee Marsh, Inc.

Bylaws

Article 1

Purpose

The Friends of Cherokee Marsh, Inc. (the “Corporation”) is organized as a nonprofit corporation exclusively for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and, more specifically, for the following purposes:

1. To work with recognized units of government, private land owners, and other members of the public, in order to identify, restore, preserve and maintain conservancy lands, natural areas, wetlands, environmental corridors, and prehistoric cultural resources in Cherokee Marsh and the upper Yahara River watershed and other nearby areas within Dane and Columbia Counties, Wisconsin.
2. To promote understanding of the value of natural habitats and to encourage stewardship of the land through educational programs, volunteer restoration projects, and passive recreation opportunities.
3. To seek funding for environmental programs, and to acquire by gift, purchase or otherwise, personal or real property of any kind whatsoever, including partial real property interests and conservation easements, in order to protect significant conservation sites or features for future generations.
4. To support the protection or improvement of the Yahara River and other waterways in the upper Yahara River watershed for the benefit of the ecological system and the general public.

Article 2

Membership and Dues

2.1 Eligibility. Any individual or group who supports the purpose of the Corporation is eligible for membership in the Corporation. An eligible individual or entity may become a member by completing a membership application and paying the annual dues in accordance with Section 2.2 (each a “Member”; collectively, the “Members”). Membership shall be available without regard to race, color, creed, national origin, sex, sexual orientation, marital status, disability, or religious preference.

2.2 Dues Assessment. Dues for Members shall be determined annually by the Board. The Board of Directors may establish categories of membership to encourage gifts and other donations to the Corporation.

2.3 Rights of Members. Each Member is entitled to one vote. Each group that is a Member shall designate one individual to cast one vote on behalf of the group. A Member's right to vote shall cease upon lapse of membership pursuant to Section 2.4 or for any other reason pursuant to §181.0620, Wis. Stats. Voting by proxy is prohibited.

2.4 Removal of Members. Members whose actions and/or statements demonstrate positions contrary to the goals and purposes of the Corporation may be removed from the membership rolls by approval of a majority of the Members entitled to vote.

2.5 Renewal of Membership. Unless otherwise determined by the Board, the membership of a Member who completed a membership application when he/she joined the organization may be renewed from year to year without an additional application, upon payment of the annual dues as provided in Section 2.2; provided, however, that the Members shall have the authority to reject the renewal of a membership pursuant to Section 2.4.

Article 3

Member Meetings

3.1 Annual Meeting. The Corporation shall hold one Annual Meeting in January on a date and at a time and place to be fixed by the Board of Directors.

3.2 Special Meetings. Special meetings of the Members may be held at the call or the request of the President, a majority of the Board of Directors, or by a written petition of least 25 percent (25%) of the Members.

3.3 Attendance and Voting. The attendance at the Annual Meeting and any special Meeting is open to all Members. In accordance with Section 2.3, each Member is entitled to one vote. Unless otherwise stated in these Bylaws, all matters submitted to the Members are determined by a majority vote of those present and voting at a meeting at which a quorum is present.

3.4 Quorum for Member Meeting. At any meeting of the members, the members present will constitute a quorum.

3.5 Conduct of Meetings. The President shall preside over all meetings of the Members. The Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting.

3.7 Informal Action. In accordance with §181.0704, Wis. Stats., any action required or permitted to be approved by the Members may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by

Members holding at least two thirds (2/3) of the voting power of the Corporation. Any such written consent signed by two thirds (2/3) of the Members has the same effect as a two-thirds (2/3) vote and may be stated as such in any document filed with the Department of Financial Institutions. For purposes of this section, “in writing” includes a communication that is transmitted or received by electronic means, and “signed” includes an electronic signature, as defined in Section 181.0103 (10p), Wis. Stats.

3.8 Notice of Meetings. Notice of the Annual Meeting and each special meeting shall be given to each Member, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting. Notices of Annual Meetings shall be given at least fourteen (14) days in advance of such meeting; notices of regular meetings shall be given at least seven (7) days in advance of such meeting; notices of special meetings shall be given at least twenty-four (24) hours in advance of such meeting and shall contain a short description of the matters to be addressed at such special meeting. Notice may be given by electronic mail; provided, however, that for any member who advises the Secretary of the Corporation in writing that he or she does not have electronic mail service, notice may be given by postal mail, telephone call, or personal delivery.

Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened.

Article 4

Board of Directors

4.1 General Powers. The management, control and operation of the affairs and properties of this Corporation are vested in the Board of Directors of the Corporation. The Board is responsible for planning, coordinating, communicating and managing all Corporation activities.

4.2 Number of and Qualifications for Directors. The Board of Directors will consist of no more than fifteen (15) nor fewer than three (3) persons (a “Director” or, collectively, the “Directors”). The number of directors shall be set from time to time by resolution of the Directors. Directors must be Members of the Corporation who meet the criteria set forth in Section 4.5 of these Bylaws. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

4.3 Term. Each Director shall serve a term of two (2) years and shall serve until his/her successor is elected. At least half of the Directors shall serve a term that expires at the Annual Meeting of each even-numbered year and the balance of the Directors shall serve a term that expires at the Annual Meeting of each odd-numbered year. In the case of a vacancy, the remaining Directors may elect a successor for the remainder of the vacant term. In no event will the number of Directors be fewer than three.

4.4 Election of Directors. The Directors shall be elected by the Members at the Annual Meeting of Members. The Directors shall be selected from the slate of nominees put forward by the Nominating Committee pursuant to Section 4.5 of these Bylaws. Each Member shall vote for the number of directors to be elected. The nominees with the greatest number of votes are elected.

4.5 Nomination of Directors. The Board shall appoint a nominating committee of three Members, at least two of which shall be 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 1;
- 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 fourteen (14) days in advance of the Annual Meeting.

4.6 Resignation, Removal and Vacancies. A Director's resignation from the Board must be in writing and is effective when received by the Secretary. A Director may be removed by a majority vote of the other Directors present at a meeting at which a quorum is present if that Director has three (3) unexcused absences from meetings of the Board in a single year. A Director may be removed from the Board for any reason by a vote of two thirds (2/3) of the other Directors present at a meeting at which a quorum is present. If a Director is removed from the Board for any reason, the Board shall elect a Director to fill that vacancy which Director shall serve until the next Annual Meeting of the Members, at which time

the replacement Director shall be elected by the Members or replaced by another Director elected by the Members.

4.7 Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the President may designate. Special meetings of the Board of Directors may be called by the President of the Corporation, or by at least two Directors of the Corporation at such time and place as the officer or Directors calling the meeting may specify and in accordance with the notice requirements of this Article 4.

4.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present, those Directors present may adjourn the meeting from time to time without further notice.

4.9 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these Bylaws.

4.10 Informal Action. In accordance with §181.0821, Wis. Stats., any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by two thirds (2/3) of the Directors entitled to vote with respect to the subject matter thereof, provided all directors receive notice of the text of the written consent and of its effective date and time. Any such written consent signed by two thirds (2/3) of the Directors has the same effect as a two-thirds (2/3) vote and may be stated as such in any document filed with the Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1m) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means, and “signed” includes an electronic signature, as defined in Section 181.0103 (10p), Wis. Stats.

4.11 Compensation. Directors will not be paid compensation for their services as Directors; provided, however, this section shall not be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity and the Board may, from time to time, approve reimbursement of out-of-pocket expenses incurred by an officer in the direct pursuit of the Corporation's business.

4.12 Meetings by Electronic Means of Communication. Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each

participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

4.13 Notice. Notice of each meeting of the Board of Directors will be given via postal mail, electronic mail, telephone call, or personal delivery not less than twenty-four (24) hours prior to the meeting. For any Director who advises the Secretary of the Corporation in writing that he or she does not have electronic mail service, notice may be given by postal mail, telephone call, or personal delivery

4.14 Director Conflict of Interest. No contract or other transaction between the Corporation and one or more of its Directors or officers or any other corporation, firm, association, or entity in which one or more of the Directors or officers are Directors or officers or has a material financial interest shall be entered into by the Corporation unless the fact of such relationship or interest is disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors or officers. Common or interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such contract or transaction.

4.15 Non-voting Directors. Upon nomination by the President, the Directors may elect by majority vote additional members to the Board as Non-voting Directors. Non-voting Directors assist in carrying out the duties of the Board but do not have voting privileges on the Board. The length of term for a Non-voting Director shall be approved by the Board and shall be a maximum of two (2) years. In the year that the term of a Non-voting Director concludes and at least one (1) month prior to end of the term, the Board shall authorize by majority vote either (a) continuation of the position and the length of the new term, or (b) elimination of that position. There is no limit to the number of terms that an individual may serve as a Non-voting Director.

Article 5

Officers

5.1 Officers. The officers of the Corporation are a President, a Secretary, and a Treasurer of the Corporation. The Board may elect such other officers as it deems desirable. Only the President of the Corporation need be a Director.

5.2 Election and Term of Office. At the first meeting of the Board of Directors following the annual meeting, the newly constituted Board shall elect the officers of

the Corporation. Officers shall be elected for one-year terms and shall serve until their successors are elected.

5.3 President. The President will be the principal executive officer of the Corporation with responsibilities to:

- a. Oversee the operations and programs of the Corporation.
- b. Preside at all meetings of the Board of Directors and membership meetings.
- c. Present an annual report to the members at the annual meeting.
- d. Sign all deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed.
- e. Oversee executive staff.
- f. Perform other duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

5.4 Vice President. If such position exists, the Vice President will:

- a. Act as President and perform the duties of the office of the President in the absence or upon the disability of the President.
- b. Assist the President or perform other duties upon request of the President or the Board.

5.5 Secretary. The Secretary will:

- a. Keep minutes of all meetings of the Members and Board of directors.
- b. Maintain a file of the official documents and records of the Corporation as directed by the Board.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law
- d. Maintain a file of the membership.
- e. Perform other duties incident to the office of Secretary.

5.6 Treasurer. The Treasurer will:

- a. Collect and receive all monies due.

- b. Act as custodian of corporate monies, and deposit or invest them as directed by the Board.
- c. Prepare a financial report for the annual membership meeting.
- d. Prepare monthly financial reports to be presented at meetings of the Board of Directors.
- e. Obtain bonds and maintain insurance or other indemnification as directed by the Board.
- f. Perform other duties as may be assigned to the Treasurer by the President.

Article 6

Committees of the Board of Directors

The Board of Directors may designate by resolution one or more committees, each committee to consist of three (3) or more members elected by the Board of Directors. At least one member of each committee shall be a Director. The Board may by resolution delegate to any committee of two or more Directors any power of the Board except the election of officers or filling Board vacancies. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority will not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law. The Board may also designate one or more advisory committees to assist it in any capacity as it directs.

Article 7

Contracts, Checks, Deposits, and Funds

7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, will be signed by such officer or officers, agent or agents of the Corporation and in such manner as is from time to time to be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such

instruments will be signed by the Treasurer and countersigned by the President of the Corporation.

7.3 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may elect.

7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

7.5 Books and Accounts. The Corporation will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board of Directors and its committees, and the meetings of the Members. In addition, the Corporation will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf. Monthly bank statements will be reviewed by such officer or officers, agent or agents of the Corporation and in such manner as is from time to time to be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such reviews will be done by the President of the Corporation.

Article 8

Indemnification

The Corporation shall, to the fullest extent authorized by ch. 181, indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he/she was a party because he/she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall, to the fullest extent authorized by ch. 181, indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The corporation may, to the fullest extent authorized by ch. 181, indemnify, reimburse, or advance expenses of Directors, officers, or employees.

Article 9

Fiscal Year

The fiscal year of the Corporation is the calendar year.

Article 10 Dissolution

The Corporation shall be dissolved in accordance with the articles of incorporation of the Corporation and with the law of the State of Wisconsin to the extent the articles of incorporation do not conflict.

Article 11 Offices

The Corporation shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine.

Article 12 Amendments

12.1 By Members. These Bylaws may be amended or repealed and new Bylaws may be adopted by a [majority] of the Members present at an Annual or special meeting, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

12.2 By Directors. These Bylaws may be amended by the Board at any meeting upon the vote of two thirds (2/3) of the Directors then in office, provided that included in the meeting notice is a statement of the nature of the proposed amendment; but no bylaw adopted or amended by the Members shall be amended or repealed by the Directors unless the bylaw adopted by the Member confers such authority upon the Directors.

Friends of Cherokee Marsh, Inc.

Bylaws

Amendment 1

To fill a position created by increasing the size of the Board of Directors, a majority of the Directors may appoint an Interim Director to serve a term that expires at the next annual membership meeting. These appointed Interim Directors have the same powers and responsibilities as elected Directors.

May 21, 2008