

Bylaws of The Friends of the Great Sauk State Trail, Inc.

ARTICLE 1 GENERAL

Section 1.01 Name and Registered Office

This Corporation is incorporated under Chapter 181 of the Wisconsin Statutes and is known as The Friends of the Great Sauk State Trail, Inc. (herein referred to as the "Corporation").

The registered office of the corporation shall be Friends of the Great Sauk State Trail, c/o Sauk Prairie Area Chamber of Commerce, 109 Phillips Boulevard, Sauk City, WI 53583.

Section 1.02 Purpose

The purpose of the Corporation is to operate exclusively for charitable and educational purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue law, more specifically supporting the operation, maintenance, preservation and management of the Great Sauk State Trail, the delivery of programs for scientific, historic, educational, ecological, recreational, agricultural, scenic and other opportunities involving the Great Sauk State Trail and providing input to the Great Sauk Trail Commission on matters for the support and benefit of the Great Sauk State Trail. 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 of the Great Sauk State Trail.
- (b) Provide for the distribution or sale of appropriate interpretive materials, such as books, pamphlets, and photography at the Great Sauk State Trail.
- (c) Provide financial support to the Great Sauk State Trail for the furtherance of its interpretive programs, facilities, and resources, raising revenues through such methods as donations, sales, and special events.

Section 1.03 Amendments

Except as otherwise specified herein, these Bylaws may be amended by a two-thirds vote of the Board of Directors at any duly noticed regular meeting of the directors or special meeting of the directors called for that purpose.

Section 1.04 Corporate Seal.

The Corporation shall have no seal.

ARTICLE 2 MEMBERS

Section 2.01 Eligibility

Any person, organization, or business that shares the objectives of the Corporation is eligible to become a member upon acceptance of their application by the Board of Directors and payment of such dues as may be established by the Board of Directors. The Corporation reserves the right to decline membership to any applicant whose membership would conflict with the objectives of the Corporation, as determined by the Board of Directors.

Section 2.02 Membership Classes

The Corporation shall have four classes of membership:

(a) Regular Membership. Any person is eligible for regular membership upon payment of such dues as may be established by the Board of Directors. A regular member is entitled to one (1) vote at a meeting of the members.

(b) Family Membership. Any person eligible to be a regular member may together with their spouse and dependent minors, be eligible for family membership upon payment of such dues as may be established by the Board of Directors. Each family membership is entitled to two (2) votes at a meeting of the members.

(c) Honorary Membership. Any person or organization may be an honorary member by resolution of the Board of Directors. An honorary member pays no dues and is not eligible to vote at a meeting of the members.

(d) Business Membership. Any business may become a business member by paying business dues as established by the Board of Directors. Each business member shall designate one person associated with the business to vote on its behalf. Each business membership is entitled to one (1) vote at a meeting of the members.

Section 2.03 Membership Dues

All membership dues shall be at such rates and schedules as established by the Board of Directors. Membership dues must be paid as required to keep the member in good standing. All membership dues are nonrefundable.

Section 2.04 Membership Roster

Any member applicant shall officially become a member upon acceptance of the member's application by the Corporation and full payment of the applicable membership dues then in effect. The Board of Directors may grandfather-in and grant membership to previous donors upon adoption of these Bylaws on terms set by the Board. The Corporation's Secretary shall keep a membership roster with the name, address, e-mail address, class of membership, and whether the member is in good standing with the Corporation.

Section 2.05 Expiration or Termination of Membership

Any member may withdraw from the Corporation upon giving notice in writing to the Board of Directors. Any member not in good standing for a period of three years or more will have their membership automatically terminated. Any member may be expelled from membership in the Corporation upon good cause by unanimous vote of the Board of Directors.

ARTICLE 3 MEMBER MEETINGS

Section 3.01 Annual Meeting

The Corporation shall hold an annual meeting of the members during the month of November in an appropriate place within Sauk County for the purpose of electing directors, receiving a financial report from the Treasurer, and for the transaction of such other business as may come before the meeting.

Section 3.02 Special Meeting

A special meeting of the members may be called by the Board of Directors or by the written request of ten percent of the members.

Section 3.03 Meeting Notice

At least ten (10) days but not more than forty-five (45) days before the date of the meeting, all members shall be given notice with the date, time, and place of the meeting. An agenda shall be prepared in advance and included with the meeting notice. Notice must be given by either mail or electronic mail to each member.

Section 3.04 Quorum and Conduct of Meeting

All meetings shall be conducted according to Roberts Rules of Order. Meetings may be conducted virtually, provided there are means for the members to make

motions, vote, and otherwise sufficiently transact the business of the Corporation. Members present at a meeting of members constitutes a quorum.

Section 3.05 Voting

At any member meeting where a vote is called, each member in good standing shall be entitled to cast the applicable number of votes for that member's class of membership.

ARTICLE 4 DIRECTORS

Section 4.01 Powers

Subject to the limitations of the Articles of Incorporation of the Corporation, these By-Laws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

Section 4.02 Number; Qualifications

The number of voting Directors shall be nine (9). Eight Directors shall be members of the Corporation and shall be elected by the membership, provided three (3) Directors shall be residents from within the Baraboo School District, three (3) Directors shall be residents from within the Sauk Prairie School District, and two (2) Directors shall be elected at-large. The remaining Director shall be appointed by the Great Sauk Trail Commission from among the commissioners of said commission. The Sauk County Parks Director shall be an ex officio member of the Board of Directors without the right to vote but with the right to receive notice of and attend board meetings.

Section 4.03 Term

Elected Directors shall serve for a term of two (2) years or until a successor has been elected or appointed. Directors may serve no more than four (4) consecutive terms. Any appointed director serving out an unexpired term is eligible for election to four (4) additional consecutively elected terms after the expiration of the term to which the director was appointed.

Section 4.04 Director Vacancies.

A vacancy or vacancies in the Board of Directors occurring for any reason, including any increase in the authorized number of Directors, may be filled by a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill and until such Director's successor is elected and qualified, or until such Director's death, resignation, or removal.

Section 4.05 Director Removal.

Any individual Director may be removed from office with or without cause by the action of three-fourths of the Board of Directors present in person or by proxy at a duly constituted meeting provided the notice of meeting is properly given and names the director to be removed at said meeting.

Section 4.06 No Compensation

None of the Directors shall be entitled to receive compensation for their services as Directors. Upon resolution of the Board of Directors, any Director may receive reimbursement of expenses for fulfilling their duties as Director hereunder. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation or reimbursement of expenses therefor.

ARTICLE 5 BOARD OF DIRECTOR MEETINGS

Section 5.01 Annual Board Meetings

A regular annual meeting of the Board of Directors shall be held during the first quarter of each calendar year and at the time and place, within Sauk County, as determined by the Board for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 5.02 Regular Board Meetings

The Board of Directors may by resolution provide for regular board meetings to be held with or without notice at such regularly recurring time and place.

Section 5.03 Special Board Meetings

A special meeting of the Board of Directors may be held for any purpose whenever called by the President, or if the President is absent or is unable or refuses to act, by the Vice-President, or by the call of three (3) Directors. Whoever calls the meeting shall designate a place within Sauk County as the place of meeting for any special meeting.

Section 5.04 Notice of Board Meetings

With the exception of regular meetings as set forth in Section 5.02, notice of any meeting of the Board of Directors shall be given at least forty-eight (48) hours before the time set for such meeting and shall specify the place, date, and time of the meeting. Notice shall be given to each Director by delivering notice in writing, via mail to the Director's known address, via e-mail to the Director's email on record, or via text to the Director's mobile phone number on record. If notification is given by mail, such notice must be post-marked at least five (5) days before the time set for such meeting to be sufficient. Neither the business to

be transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice, except as otherwise provided herein.

Section 5.05 Waiver of Notice.

A director's attendance at a meeting waives objection to lack of notice or defective notice, unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting.

Section 5.06 Quorum

A majority of the number of voting directors fixed pursuant to these By-Laws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the active decision of the Board of Directors unless the act of a greater proportion is required by law, the Articles of Incorporation, or these By-Laws.

Section 5.07 Organization

The President, or in the absence of the President a chair-person chosen by a majority of the Directors present, shall act as chair at every meeting of the Board of Directors. The Secretary, or in the absence of the Secretary any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

Section 5.08 Telephonic or Virtual Meetings

Members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting has near simultaneous two-way audio. Such participation shall constitute presence in person at the meeting.

Section 5.09 Adjournment

Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 5.10 Action Without Meeting

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing, including electronic writing, to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

ARTICLE 6 OFFICERS

Section 6.01 Officers

The Corporation shall have a President, a Vice-President, a Secretary, a Treasurer, and such other officers or assistant officers as the Directors may from time to time elect. Any two or more of said offices may be held by the same person, except that the offices of President and Secretary and the offices of President and Vice President may not be held by the same person. Only directors may be officers. Officers must be at least eighteen years of age.

Section 6.02 Election of Officers

The officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such successor's death, resignation, or removal. Election or appointment as an officer shall not of itself create contract rights.

Section 6.03 Resignation of Officer

Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 6.04 Removal

Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interest of the Corporation will be served thereby.

Section 6.05 Vacancies

A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

Section 6.06 Authority and Duties of Officers

The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) **President.** The president shall, subject to the direction and supervision of the board of directors, (i) be the chief executive officer of the

Corporation and have general and active control of its affairs and business, and general supervision of its officers, agents, and employees; (ii) preside at all meetings of the board of directors; (iii) see that all orders and resolutions of the board of directors are carried in effect; (iv) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the board to another officer or agent of the corporation; (v) maintain records of and, when necessary, certify proceedings of the board and the members; (vi) serve as the chairman of the executive committee, and (vii) perform all other duties incident to the office of president prescribed by the board of directors.

(b) **Vice-President.** The vice-president shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. The vice-president (or if there is more than one, then the vice-president designated by the board of directors, or there be no such designation, then the vice-president in order of their election) shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers and be subject to all the restrictions upon the president.

(c) **Secretary.** The secretary shall (i) keep the minutes of the proceedings of the board of directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(d) **Treasurer.** The treasurer shall (i) be the principal financial officer of the corporation and have the care and custody personal property and deposit the same in the name of and to the credit of the corporation, in the banks and depositories designated by the board, in accordance with the instructions of the board of directors; (ii) receive and give receipts and sign for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete and accurate books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial

position of the corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time and (v) perform all other duties incident to the office of treasurer by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by the treasurer.

Section 6.07 No Compensation

None of the officers shall be entitled to receive compensation for his or her services as the officer of the Corporation. Upon resolution of the Board of directors, any officer may receive reimbursement of expenses for fulfilling his or her duties as officers hereunder. Nothing therein contained shall be construed to preclude any officer from serving the Corporation in any other capacity, or receiving reasonable compensation or reimbursement of expenses therefor.

Section 6.08 Surety Bonds

The board of directors may require any officer or agent of the corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation. The premium for any required bond shall be paid by the corporation.

ARTICLE 7 COMMITTEES

Section 7.01 Standing Advisory Committees

The following standing advisory committees shall be established to assist the Board in carrying out the purposes of the Corporation in the local community represented by the advisory committee. The purpose of the local advisory committees will be to facilitate communication between its respective region and the Board and make reports and recommendations to the Board on matters pertinent to the locality, including maintenance of the trail, expenditure of the restricted local funds, placement of artwork, and other matters for which local input is both necessary and desired. Rules governing procedures for meetings of any advisory committee shall be as established by the board of directors or, in the absence thereof, by the committee itself.

- (a) Sauk Prairie Advisory Committee. The Sauk Prairie Advisory Committee shall be comprised of five (5) voting members. The three elected directors that are residents of the Sauk Prairie School District may each appoint a person from the membership (including themselves) to serve on the Committee. The Committee shall then appoint two (2) additional committee members, who may be members or may be non-members with special

expertise. The Committee may invite other persons to participate in its meetings, provided such persons shall be non-voting members of the committee.

(b) Baraboo Advisory Committee. The Baraboo Advisory Committee shall be comprised of five (5) voting members. The three elected directors that are residents of the Baraboo School District may each appoint a person from the membership (including themselves) to serve on the Committee. The Committee shall then appoint two (2) additional committee members, who may be members or may be non-members with special expertise. The Committee may invite other persons to participate in its meetings, provided such persons shall be non-voting members of the committee.

Section 7.02 Fundraising Committee

The Board may establish a fundraising committee for the purposes of raising funds for the Corporation, whether generally or for a specific project along the Great Sauk State Trail. The Board may designate the fundraising committee as either a standing committee or an *ad hoc* committee of limited duration.

Section 7.03 Other Committees

The Board may establish other standing or ad hoc committees as the Board may deem appropriate. The delegation of the authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility imposed by law.

ARTICLE 8 STOCKS AND ASSETS

Section 8.01 No Stock or Dividends

The Corporation shall be without stock and no dividends, no liquidating dividends, and no distributions shall be declared or paid to any private individual, officer, or director of the Corporation.

Section 8.02 Assets

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:

(a) 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 Great Sauk State Trail, 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.

(b) Funds donated for specific purposes shall be expended only for the purposes specified. Funds donated for specific local regions of the Trail, as defined by the areas represented by a local advisory committee, shall be expended only for that portion of the Trail unless the respective local advisory committee unanimously consents to suspend such restriction over said funds.

ARTICLE 9 BANK ACCOUNTS, DRAFTS, INSTRUMENTS

Section 9.01 Execution of Instruments

Except as in these By-Laws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized or as in these By-Laws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 9.02 Bank Accounts.

The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors, provided deposits are insured by an agency of the United States. The Board of Directors may make such rules and regulations with respect to said bank account, not inconsistent with the provisions of these By-Laws, as the Board may deem expedient.

Section 9.03 Checks and Drafts.

All checks drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of its Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature, by the President or any Vice-President, or the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 9.04 Loan.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any Officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursement expenses may be made as determined by the Board of Directors.

ARTICLE 10 DISSOLUTION

Section 10.01 Transfer of Assets

Upon dissolution, pursuant to the Article 12 of the Articles of Incorporation, title to all assets shall vest in the State Park Gift and Donation Account, or Friends of Wisconsin State Parks, Inc. to be used exclusively for the charitable purposes set forth in the Articles. Any portion of funds donations for specific purposes will be designated for such purposes to the extent possible upon transfer.

CERTIFICATION

The undersigned Secretary of the Corporation certifies that the above is a true and correct copy of the Bylaws of the Corporation as adopted by the Board of Directors on _____, 2020.

By: _____
Name: _____
Title: Secretary