The Friends of Pheasant Branch Conservancy

BYLAWS
OF
FRIENDS OF PHEASANT BRANCH CONSERVANCY, INC.

ARTICLE I—PURPOSES

Friends of Pheasant Branch Conservancy, 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 the Pheasant Branch watershed and other nearby areas within Dane County, 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.

ARTICLE II—MEMBERS

Section 1. Qualification. Membership is open to all persons, groups or entities who are interested in furthering the purposes of the Corporation. Membership shall be available without regard to race, color, creed, national origin, sex, sexual orientation, marital status, disability or religious preference.

Section 2. Membership. Payment of dues constitutes membership in the Corporation. The Board of Directors may establish categories of membership to encourage gifts and other donations to the Corporation.

Section 3. Dues. Annual dues for members shall be determined by the Board of Directors.

Section 4. Voting Rights. Each individual adult or student paid member shall be entitled to one vote on each matter upon which members have voting rights. Upon payment of dues, each adult or student member is considered in good standing and vested with full voting rights.

Section 5. 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 Board of Directors entitled to vote.

ARTICLE III—MEETING OF MEMBERS

Section 1. Annual Meeting. A meeting of members will be held each year at a place and hour designated by the Board of Directors, with a minimum of 21 days written or emailed notice to all members of such meeting. The business for the meeting of members will include but is not limited to election of the Board of Directors, the financial report, and the current year's business plan and budget.

Section 2. Special Meetings. Special meetings of the members may be called by the President or Co-President, a majority of the Board of Directors, or by a written petition from not less than onefourth of the members. Written notice giving the place, day, hour and purpose of any meeting of the members shall be mailed to each member not less than ten days before the date of such meeting.

Section 3. Voting and Quorum. Each adult or student paid member shall have one vote. At any meeting of the members, the members present will constitute a quorum.

Section 4. Proxies. At any meeting of the members, a member entitled to vote may do so by proxy in writing for the meeting. Proxies confer general voting rights, or they may be limited to prescribed action on a particular issue.

ARTICLE IV—BOARD OF DIRECTORS

Section 1. Powers and Duties. The management, control and operation of the affairs and property of the Corporation will be vested in the Board of Directors. The Board of Directors is responsible for planning, coordinating, communicating and managing all Corporate activities.

Section 2. Number and Qualifications. The Board of Directors will consist of not less than five nor more than seventeen individuals who are members of the Corporation. The Board may establish the number of directors by resolution.

Section 3. Election and Tenure. Members will elect directors at the annual meeting of the membership. Each director will serve a twoyear term or until a successor is elected. However, onehalf of all directors taking office within the first year of the Corporation's existence will be designated by lot to hold office for oneyear terms.

Section 4. Vacancies. In the case of a vacancy, the remaining directors may elect a successor for the remainder of the vacant term.

Section 5. Removal and Resignation. Any director may be removed from office by the affirmative vote of the directors if, in the sole discretion of such directors, removal would be in the best interests of the Corporation. A director may resign at any time by filing a letter of resignation with the Corporation.

Section 6. Organizational Meeting. The Board of Directors will hold a meeting within 30 days following the annual meeting of members, at a time and place determined by the President or Co-President. The primary purpose of the meeting is to elect the officers for the current year.

Section 7. Other Meetings. Regular or special meetings of the Board may be called by the President, Co-President, the Vice-President, or a majority of directors, to be held at such times and places as is determined by the officer or director who calls such meeting. Members may attend any meeting of the Board.

Section 8. Notice. Notice of each meeting of the Board of Directors and any meeting of a committee appointed pursuant to Article VI of these bylaws, will be given by written notice or by telephone call/text not less than 24 hours prior to the meeting. The written notice may be transmitted by email. Neither the purpose of the meeting nor the business to be transacted need be specified in the notice, unless the meeting is conducted by email pursuant to Section 12 of this Article.

Section 9. Quorum and Voting. A majority of the directors will constitute a quorum for the transaction of business at any meeting of the Board. The vote of a majority of directors present at a meeting at which a quorum is present will be an act of the Board, unless a vote of greater proportion is required by law, or by these bylaws. A quorum includes those Board members attending by electronic means (phone or video conference).

Section 10. Compensation. Directors will serve without pay or other compensation, but may be reimbursed for expenses incurred in the performance of their duties.

Section 11. Conduct of Meetings. The President or Co-President, or in their absence, the VicePresident, and in his or her absence, any director chosen by the directors present, will conduct the meetings of the Corporation. The Secretary of the Corporation will act as secretary

of all meetings of the Board; in his or her absence, the presiding officer may appoint a temporary secretary for the meeting. All meetings will be governed by Roberts Rules of Order.

Section 12. Meetings by Electronic Means of Communication. The Board of Directors, and any committee appointed pursuant to Article VI of these bylaws, may conduct any regular or special meeting by telephone, electronic means or email, as follows:

a. If the meeting is conducted by telephone or other electronic means, all participating directors must be able to hear each other during the entire meeting.

b. If the meeting is conducted by email, the duration of the meeting shall be 24 hours. All directors participating in the meeting shall email all of their communications simultaneously to all other directors. A participating director need participate only so long as he or she deems necessary to cast an informed vote, and such director may cast his or her vote, and change his or her vote, at any time during the meeting. Any director who casts a vote during the meeting on any issue to be decided at the meeting shall be counted for purposes of determining the presence of a quorum at the meeting.

c. If the meeting is conducted by email, all motions to be considered at the meeting shall be set forth at the beginning of the meeting, and each motion shall be identified as such by the word MOVED at the beginning of the motion. No amendments to motions are permitted during email meetings. If a director prefers a differently worded motion, a separate meeting may be scheduled for consideration of that motion. While discussion of issues may continue for the duration of the meeting, the final vote must be on the original motion or motions.

d. If the meeting is conducted by email, all motions to be considered at the meeting shall be set forth at the beginning of the meeting, and each motion shall be identified as such by the word MOVED at the beginning of the motion. No amendments to motions are permitted during email meetings. If a director prefers a differently worded motion, a separate meeting may be scheduled for consideration of that motion. While discussion of issues may continue for the duration of the meeting, the final vote must be on the original motion or motions.

e. Following the close of the email meeting, the president or Co-President shall tally the votes on the motion or motions and announce the result using email. The form of that announcement shall be:
   - The motion to (text of the motion)
   - Presented on: (date the motion was sent)
   - Passed/Failed

ARTICLE V—OFFICERS

Section 1. Number and Qualifications. The principal officers of the Corporation are president, co-president if so appointed by the Board, vicepresident, secretary, and treasurer. Any two offices may be held by the same person, except the offices of president/co-president and secretary, and the offices of president/co-president and vicepresident. The Directors will elect officers at their organizational meeting following the annual meeting of the membership.

Section 2. Tenure. Officers will serve a term of one year or until their successors have been duly elected.

Section 3. Removal and Resignation. The Board of Directors may remove any officer or agent of the Corporation whenever a majority of the directors deem such action to be in the best interest of the Corporation. An officer may resign at anytime by filing a letter of resignation with the Secretary of the Corporation.

Section 4. Vacancies. The Board of Directors may fill a vacancy in any principal office for the unexpired term of that office.

Section 5. President. The President/Co-President will be the principal executive officer of the Corporation with responsibilities to:

a. Preside at all meetings of the Board of Directors.
b. Sign or endorse checks in accordance with the directives of the Finance Committee.
c. Appoint chairs of Board committees
d. Act as exofficio member of all committees except the nominating committee.
e. Present an annual report and budget to the membership at the annual meeting.
f. Sign all contracts and other instruments authorized by the Board.
g. Oversee executive staff.
h. Perform other duties incident to that office.

As authorized in Section 9 of this article, the board may appoint a Co-President to serve in an equal capacity with the President. The two officers may be designated as "Co-Presidents" or as "President" and "Co-President." A Co-President will be co-principal executive officer with the President and will have the same responsibilities as those delineated for the President in section 5 of this article.

Section 6. Vice-President. The Vice-President will:

a. Perform the duties of the office of the President/Co-President in the absence or upon the disability of the President/Co-President.
b. Assist the President/Co-President or perform other duties upon request of the President/Co-President or the Board.
c. Sign or endorse checks in accordance with the directives of the Finance Committee.

Section 7. Secretary. The Secretary will:

a. Keep minutes of all meetings of the membership and actions of the Board of Directors and permanent and temporary committees.
b. Maintain a file of the official documents and records of the Corporation as directed by the Board.
c. Mail notices of all meetings of the membership and Board of Directors.
d. Sign or endorse checks in accordance with the directives of the Finance Committee.
e. Perform other duties incident to the office of Secretary.

Section 8. Treasurer. The Treasurer will:

a. Collect and receive all monies due.
b. Maintain a file of the membership
c. Act as custodian of the Corporation's monies, and deposit or invest them as directed by the Board.
d. In conjunction with the Finance Committee, prepare an annual budget for approval by the Board of Directors.
e. Disburse the Corporation's monies in accordance with the budget and directives of the Board by signing checks.
f. Prepare monthly financial and budget statements for presentation to the Board.
g. Prepare a financial report for the annual membership meeting.
h. File tax reports, annual reports to the Secretary of State, and other reports as required by law.
i. Obtain bonds and maintain insurance or other indemnification as directed by the Board.
j. Perform other duties incident to the office of Treasurer.

Section 9. Other Officers and Assistants. The Board of Directors will have the power to appoint other officers or assistants to perform such duties as it specifically assigns.

ARTICLE VI—COMMITTEES

Section 1. Permanent and Other Board Committees. The Board of Directors may authorize, by majority vote, such permanent or other Board committees as it deems necessary to conduct the business of the Corporation. The term of office on a permanent committee shall be one year. The Board shall maintain at least three permanent committees to include: an Executive Committee, a Governance Committee, and a Finance Committee. The Board President/Co-President shall appoint the Chairs of permanent and other Board committees. Committee Chairs shall appoint the membership of their committees. Terms of appointment for other Board committees shall be established at the time of appointment.

Section 2. Executive Committee. The Executive Committee shall consist of the Officers of the Corporation as described in Article V. The President shall chair the Executive Committee, or co-chair it with a Co-President if appointed. The Executive Committee shall generally serve as the central planning group of the Corporation, and shall have full authority to act for the Board of Directors in managing the affairs of the Corporation during the intervals between meetings of the Board of Directors. A majority of the Executive Committee members, in person, or via electronic means, may authorize action.

Section 3. Governance Committee. The Governance Committee shall consist of not less than three members of the Board of Directors. This committee shall be responsible for annual Board assessment and the nomination and training of new Board members The Governance Committee shall also recommend candidates for the offices of President, Co-President, Secretary, Vice-President and Treasurer. The Governance Committee shall submit its recommendations for the slate of Board members to the board at least two months prior to the annual meeting.

All nominations shall be from the membership of the Corporation. Upon approval by the Board of Directors, the slate of nominees shall be submitted to the full membership at least 21 days prior to the annual meeting of the membership. Additional nominations may be made by submitting the name of a member in good standing, in writing and signed by five or more members in good standing, to the President/Co-President, at least 10 days prior to the annual meeting. If no additional nominations are submitted, the slate of candidates will be elected at the annual meeting without ballot. If additional nominations are received, the elections shall be conducted at the annual meeting by secret ballot.

Section 4. Finance Committee. The Finance Committee shall consist of the Treasurer and at least two additional members of the Board of Directors. The Treasurer shall chair the committee. The fiscal and budgetary affairs of the Corporation shall generally be directed by the Finance Committee, who shall develop recommendations for actions and approval by the Board of Directors. The committee shall annually present a balanced budget for approval by the Board of Directors prior to the annual meeting, and monitor performance against the approved budget, developing remedial action as required.

ARTICLE VII—ADMINISTRATION

Section 1. Receipt of Property. The Corporation may accept real or personal property from any person, firm, trust, or Corporation provided the gift is not conditioned or limited in a manner inconsistent with the purposes of the Corporation or maintenance of its taxexempt status.

Section 2. Operations. The Board of Directors may hold, administer, invest, sell, or distribute the income or principal of its property, or both, subject only to the conditions of acquisition, the purposes of the Corporation, maintenance of taxexempt status, and Wisconsin Statutes.

Section 3. Separate Funds. Assets of the Corporation may be segregated, held, invested and disbursed in separate funds as such funds may be established from time to time by the Board of Directors.

Section 4. Corporate Acts. The President or Co-President or a second person authorized by the Board of Directors will sign all contracts and other documents approved by the Board of Directors to which the Corporation is a party.

Section 5: Expenditures. The Board of Directors or the Executive Committee shall authorize the expenditure of all Corporate funds.

Section 6. Agents. The Board of Directors may retain attorneys, accountants, investment counsel, or other agents as may be needed to conduct the business of the Corporation.

Section 7. Fiscal Year. The fiscal year of the Corporation will conform with the calendar year.

Section 8. Corporate Seal. The Corporation will have no seal.

ARTICLE VIII—INDEMNIFICATION

The Corporation may indemnify the Board of Directors to the full extent authorized by Chapter 181 of the Wisconsin Statutes.

ARTICLE IX—DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provisions to pay all obligations and liabilities of the Corporation, transfer all remaining assets of the Corporation to one or more nonprofit Corporations having similar purposes,

provided that the recipient Corporations qualify under the provisions of section 501(c)(3) of the Internal Revenue Code of 1986, or similar provisions then in force.

ARTICLE X—MISCELLANEOUS

Section 1. Amendments. These bylaws may be amended by a majority of members at the annual meeting of the members.

Section 2. Depositories. 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 the Board of Directors may select.

Section 3. Fiscal Accountability. The financial books and records of the Corporation shall be reviewed in accordance with the directives of the Finance Committee.

Section 4. Investments. Any funds not needed for current operations of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 5. Conflict of Interest. The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the Corporation's interests when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, or member.

These Bylaws were developed as required by and in accordance with Chapter 181, Wisconsin State Statutes.