



Our Mission:

*To restore, protect and promote the Pheasant Branch Conservancy
and watershed for today and tomorrow*

The Friends of Pheasant Branch Conservancy · P.O. Box 628242, Middleton WI 53562-8242 · pheasantbranch.org

Dear Members of the Friends of Pheasant Branch Conservancy,

In 2019 we found it necessary to change some roles and responsibilities of the Board of Directors, such as adding a Co-President. These changes therefore necessitated changes in the Friends of Pheasant Branch Conservancy Bylaws that have been in place since 2012. In addition to adding the Co-President, we took the opportunity to update some aspects in the Bylaws to reflect our current practices. Below is the explanation for all of the suggested changes in the Bylaws that will be presented for approval at the Annual meeting. The Bylaws themselves, with all of the suggested changes highlighted, will be available on our website www.pheasantbranch.org for your reference.

2020 FOPBC Bylaw Changes Explanation

Article II Members

Section 4. Voting Rights

In the current Bylaws, with a Family membership one family member is supposed to vote on behalf of the entire family. The Bylaws will now state that **“upon payment of dues, each adult or student member is considered in good standing and vested with full voting rights”**.

Article III Meeting of Members

Section 3 Voting and Quorum

Clarifies voting to say that **“each adult or student member”** shall have one vote at the Annual meeting of the members.

Article IV Board of Directors

Section 2 Number and Qualifications

Creates the option of increasing the Board to a maximum of 17 members instead of 15 due to the growth of the Conservancy and the associated responsibilities.

Section 8, 9 and 12 Notice of meetings and Quorum

Changes reflect the current process of using text, email and other electronic means to communicate meeting notices to Board members and to allow for those members attending Board meetings by phone or video conference to be counted for purposes of a quorum.

Article V Officers

Section 5. President Responsibilities

Added “c. appoints chairs of Board Committees” because the responsibility to appoint committee chairs was not articulated in the previous Bylaws.

5a. Co-President

The Co-President is a newly created position to share the workload of the Board Presidency when needed.

As described in the Board’s Organizational Policy document: Pursuant to its authority in Article V, section 9 of the bylaws to appoint other officers and assign their responsibilities, the Board may appoint a board member to serve as Co-President. If appointed, a Co-President acts as a co-equal to the President and may assume any of the President’s responsibilities set forth in the bylaws and s. 3.3.6 and elsewhere in this document. In this organizational policy, wherever the term “President” is used, the provision also applies to a Co-President appointed under this section. A Co-President shall collaborate closely with the President and Vice-President to ensure that all necessary duties are performed. – Organizational Policy 3.3.6.1 Appointment and Responsibilities of a Co-President

References to “Co-President” are inserted where appropriate throughout these bylaws.

Article VI. Committees

Section 1 Changes the reference to “temporary” committees to “other Board Committees”.

There are several long-standing committees that are conducting the business of the Board. This section also clarifies who appoints Committee Chairs and committee members by specifying that the President/Co-President appoints committee chairs and committee chairs appoint the members of the committees.

Section 3 Clarifies the role and responsibility of the Governance Committee for selecting Officers of the Board by changing the word “nominate” candidates for the offices of President, Co-President, Vice President, Secretary and Treasurer to “recommend” candidates for these offices. Once the Slate of Board members has been approved at the Annual Meeting of the members, the Officers are then elected at the January Board meeting.