

BYLAWS

Friends of Military Ridge Trail, Ltd.

APR 30 1993

Article I

DIRECTOR OF PARKS

Name and Purpose

Section 1. The name of the corporation is Friends of Military Ridge Trail, Ltd.

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, and related visitor services at Military Ridge Trail, Dane and Iowa Counties, 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 of the trail.
- b. Provide for the distribution or sale of appropriate interpretive materials, such as books, pamphlets, and photography at the trail.
- c. Provide financial support to the trail for the furtherance of its interpretive programs, facilities, and resources, raising revenues through such methods as membership fees, donations, sales, and special events.

Article II

Membership

Section 1. There shall be six classes of membership in this corporation:

- a. Regular membership. 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 and initiation fees as may be established by the Board of Directors. A regular 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 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. 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 or initiation fees and is not eligible to vote.

d. Associate membership. Any person eligible to be a regular member may become an associate 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. Such fees will be less than for regular members. An associate member is not eligible to vote.

e. Senior membership. Any person 55 years of age or older may be eligible for a senior membership, upon payment of such dues and initiation fees as may be established by the Board of Directors. Each senior member is entitled to one vote at membership meetings.

f. Student membership. Any person 18 years of age or older, enrolled as a full-time student, shall be eligible for student membership upon payment of such dues and initiation fees as may be established by the Board of Directors. Each student member is entitled to one vote at membership meetings.

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 and family and senior and student 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.

Section 4. Members will be permitted to purchase any sales items from the corporation at a 10 percent discount.

Article III

Organization and Administration

Section 1. The Board of Directors shall consist of seven 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 one 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 at the close of the annual meeting following his or her election and shall serve for three years, or until a successor shall be elected or appointed.

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, 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 of whom shall serve without compensation:

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. 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 an ~~annexed~~ annual financial statement to the board for presentation and approval at the annual meeting.

~~The treasurer shall file with the board an annual financial statement of the corporation.~~

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, these bylaws, and the policies of the Department of Natural Resources.

Section 6. The property coordinator shall be the superintendent or such other person as the superintendent shall appoint to this position. The term of office shall be until replaced by the superintendent.

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 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 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 and legal 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 Military Ridge Trail, 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. The superintendent of Friends of Military Ridge Trail, unless designated as property coordinator, shall at all times be a member of this committee. 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 within 30 days of February 1. Notice of the time and place of such meeting and its agenda shall be given by mail to all 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 is not 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 property coordinator 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 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 Friends of Military Ridge 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.

Money received by donations for specific purposes shall be expended only for the purposes specified 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 officers and employees of the corporation.

Article VI

Miscellaneous

Section 1. The principal place of business of the Friends of Military Ridge Trail shall be in Military Ridge Trail in Dodgeville, 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 at least one week before the meeting. Such action must be executed by a two-thirds vote of the directors present.

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 Military Ridge Trail, or any change to the bylaws which allows engagement in activities not directly related to the missions and activities of Military Ridge Trail or the state park and forest system, all net assets shall be transferred to the Military Ridge State Park Trail Gift and Donation Account. Any portion of funds donated for specific purposes at Military Ridge State Park Trail will be so designated to the extent possible.