

**Bylaws of
PRAIRIE MORAINÉ FRIENDS, INC**

Article 1 - Identification

Section 1.1 Name. The corporation's name is Prairie Moraine Friends, Inc. (the Corporation").

Section 1.2 Registered Agent and Office. The Corporation's initial registered agent shall be David Jelinski. The Corporation's initial registered place of office shall be 6705 Wesner Road, Verona, WI 53593. The registered agent and registered place of office may be changed by the Board of Directors from time to time.

Section 1.3 Place of Corporation Records. The records and documents required by law to be kept by the Corporation permanently shall be kept by the Secretary of the Corporation.

Article 2 - Purposes

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purpose of this corporation is (1) to support the development, restoration, conservation, and operation of Prairie Moraine Park, a public park owned and operated by Dane County; (2) to advance the social welfare by supporting programs for the acquisition, restoration and preservation of property for the conservation of the natural and historical resources in and around Prairie Moraine Park; (3) to support the protection and improvement of the Sugar River Watershed as it relates to Prairie Moraine Park for the benefit of the general public; and (4) to provide a setting for conservation, education, and recreation activities for a variety of user groups but primarily for those activities related a healthy and safe environment for canine exercise.

Article 3 - Members

Section 3.1 Membership Eligibility. Any person or organization may become a member of the Corporation upon payment of the dues established for

the category of membership for which the applicant qualifies.

Section 3.2 Membership Categories. The Corporation shall have the following categories of membership:

- (1) Individual
- (2) Family
- (3) Business or Commercial Organization
- (4) Non-Profit Organization

The Board of Directors may authorize life membership for each membership category. The Board of Directors shall from time to time establish the dues and requirements for each membership category including life membership.

Section 3.3 Rights of Members. All members shall be provided with copies of or be provided access to all written reports of the activities of the Corporation. Each Individual, Business or Commercial Organization, Non-Profit Organization membership shall be entitled to one vote upon each matter submitted to a vote at all meetings of the members. In the case of a Family membership, the Family may designate up to two members of the family who shall each be entitled to one vote upon each matter submitted to a vote at all meetings of the members. Only persons over the age of 18 may be designated to vote on behalf of a Family membership. Designation of voting individuals within a Family shall be made in writing and delivered to the Secretary. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the members who constitute a quorum shall be the act of the members.

Section 3.4 Proxies. At all meetings of the members, a member may vote in person or by a proxy appointed in writing by the member or their duly authorized attorney-in-fact. A proxy appointment shall become effective when received by the Secretary or other officer of the Corporation. Unless otherwise provided in the appointment form, a proxy appointment may be revoked at any time before it is voted, either by written notice filed with the Secretary or other officer of the Corporation, or by oral notice given by the member during the meeting. The presence of a member who has filed a proxy appointment shall not, of itself, constitute a revocation. A proxy appointment shall be valid for one year from its execution date, unless otherwise provided in the appointment form.

Section 3.5 Withdrawal and Removal of Members. Any member may withdraw as a member of the Corporation upon giving notice in writing to the

Board of Directors. Any member may be removed as a member of the Corporation by a unanimous consent vote of the Board of Directors. Membership in the Corporation shall terminate automatically for non-payment of dues thirty (30) days following the date on which a dues payment is due. Memberships terminated for non-payment of dues shall be reinstated as of the date payment of the dues is received.

Section 3.6 Annual Meetings of Members and Election of Directors. In each calendar year, an annual meeting of members shall be held during the month of January or at any other time as may be fixed by the Board of Directors of the Corporation. Failure to hold an annual meeting of the members at the time designated herein shall not affect the validity of any action by the Corporation. The number of members who are present in person or by proxy at the annual meeting of members shall constitute a quorum of the members for the purpose of carrying on the business of the Corporation. The members shall elect Directors to replace those Directors whose terms will expire at the time of the annual meeting of the members or to fill new directorships authorized by the Board of Directors. Directors shall be elected by a majority of those members voting.

Section 3.7 Special Meeting of the Members. A special meeting of the members may be called either by the Board of Directors or by a written request for a special meeting signed by twenty-five percent (25%) of the members and delivered to any officer of the Corporation. The number of members who are present in person or by proxy at a special meeting of the members shall constitute a quorum of the members for the purpose of carrying on the business of the Corporation.

Section 3.8 Place of Meeting of the Members. The Board of Directors of the Corporation may designate any place within Dane County, Wisconsin, for the annual meeting of the members or for any special meeting of the members.

Section 3.9 Conduct of Meetings. The President of the Corporation, or in the absence of the President, the Vice President, or in the absence of the Vice President, any person chosen by the Board of Directors, shall call the meeting of the members to order and shall act as chairperson of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 3.10 Waiver of Notice. Whenever any notice is required to be given to the members of the Corporation under the Articles of Incorporation, or

these Bylaws, or any other provision of law, a waiver thereof in writing, signed by the members at any time, whether before, during, or after the time of the meeting or other action, shall be deemed equivalent to the giving of such notice; provided that such waiver in respect to any matter of which notice is required under any provision of the Wisconsin Statutes, shall contain the same information as would have been required to be included in such notice except for the time and place of the meeting.

Section 3.11 Action by Written Consent. Unless otherwise restricted by the Articles of Incorporation or these Bylaws or any provision of law, any action required or permitted to be taken at any meeting of the members may be taken without a meeting, and without prior notice, if the action is approved by a majority of members. An action by written consent must be evidenced by a written consent describing the action taken, signed by a majority of the members, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records. Signatures on the written consent shall be dated.

Article 4 - Directors

Section 4.1 General Powers. The business and property of the Corporation shall be managed and controlled by the Board of Directors.

Section 4.2 Number of Directors, Automatic Appointment, Elections and Terms of Office. The entire Board of Directors shall consist of from six to nine directors.

- (1) The composition of the Board of Directors shall reflect a diversity of talents and expertise in a variety of areas including but not limited to fund raising, financial management, canine behavior, natural resource management and strategic planning.
- (2) The Directors shall serve terms of three years; provided, however, that of the initial Directors on the Board shall, to the extent possible be staggered from one to three years. For example, if there are nine initial directors, three shall serve an initial term of one year, three shall serve an initial term of two years, three shall serve initial terms of three years.
- (3) In the year 2021 and every year thereafter, the members shall elect such number of Directors as needed to arrive at a total

number six to nine Directors, for a three-year term.

- (4) Prior to any annual meeting of the members at which Directors are chosen, the Board shall select a candidate or slate of candidates for nomination to fill vacancies. At the annual meeting of members, the President shall present the Board's slate to the members for possible nomination for election. At the time of such presentation, any nominations (including the Board's slate and other candidates) may be made by a motion duly seconded.

ct

- (5) No Director may serve more than three (3) consecutive terms in office. After an absence of one (1) year from the Board, a former Director who served three consecutive terms is again eligible to be re-elected to the Board.

Section 4.3 Resignation. Any Director may resign at any time by giving a written notice of such resignation to the President or the Secretary. The remaining Directors shall elect a person to serve for the remaining term of the Director who has submitted a written resignation. This provision also applies to the death of any Director. Three or more consecutive absences from a Board of Directors meeting shall be deemed as a resignation by that Director. This shall not prevent that Director from being re-appointed as Director for the remaining term by the remaining members of the Board.

Section 4.4 Removal. A Director may be removed from office at the annual meeting of the Board of Directors, or at any special meeting called for that purpose, by a two-thirds vote of the directors at a meeting at which a quorum is present, or by a vote of two-third of the members entitled to vote at any meeting of the members. The remaining members of the Board shall elect a person to serve as director for the remaining term of that a Director who has been removed from office.

Section 4.5 Meetings. Meetings of the Board of Directors shall be called by the President or by any two (2) other Directors. The Board shall meet at least quarterly. The time and place of Board meetings shall be set by the President, who shall take into consideration the schedules of the other members of the Board of Directors.

Section 4.6 Notice. Notice of all board meetings, except as otherwise provided in these Bylaws, shall be deemed given if delivered to the last known personal email or business email address of the director at least five (5) days before the meeting or by personal delivery at least two (2) days before the

meeting; provided, however, that any board action to remove a director or to approve any matter that would require member approval if the Corporation had members shall not be valid unless each director is given at least seven (7) days written notice that the matter will be voted on, or notice is waived as provided by sec. 181.0823, Stats. Any business may be transacted at any board meeting.

Section 4.7 Waiver of Notice. Whenever notice of a meeting of the board is required to be given, waiver in writing signed at any time by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice. Unless otherwise required by law, by the articles of incorporation, or by these By-laws, neither the business to be transacted at, nor the purpose of, any meeting of the board need be specified in the waiver of notice. Attendance of a director at a meeting of the board shall constitute a waiver of notice of such meeting, except where a director attends the meeting and objects as to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.8 Chairperson. The President, or the Vice President in the President's absence, shall preside as the Chairperson at all meetings of the Board.

Section 4.9 Quorum. Except as otherwise provided by law or by the articles of incorporation or by these Bylaws, a majority of the voting directors shall constitute a quorum for the transaction of business at a meeting of the board and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

Section 4.10 Compensation. Directors shall receive no compensation for their services in that role. Notwithstanding this provision, the Board may authorize a reimbursement payment to any director for actual expenses incurred in the performance of their duties.

Section 4.11 Minutes. Written minutes of all meetings of the Board of Directors shall be prepared by the Secretary and circulated to all directors no later than five (5) days prior to the next scheduled meeting.

Section 4.12 Presumption of Assent. A director who is present at a meeting of the board or committee at which action on a corporate matter is taken shall be presumed to have assented to the action taken, unless a dissent shall be entered in the minutes of the meeting.

Section 4.13 Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board at a meeting or by resolution may be taken without a meeting by consent in writing, setting forth the action so taken, if it is signed by all of the Directors then in office.

Section 4.14 Committees. The Board of Directors may by resolution form standing committees of three or more members to be appointed by the President, subject to confirmation by the Board of Directors.

Article 5 - Officers

Section 5.1 Elections. Officers shall be elected at the annual meeting of the Board of Directors.

Section 5.2 Number and Titles. The Corporation shall have four (4) principle officers. These principle officers shall be the President, the Vice President, the Secretary, and the Treasurer. One person may not simultaneously hold more than one office.

Section 5.3 Duties of the Officers. Directors duly elected by the Board of Directors, to any of the following offices, shall carry out the duties of that office according to the provisions of this section.

- (1) **President.** The President shall preside at all meetings of the Board of Directors and of the members; see that orders and resolutions of the Board of Directors and members are carried out; and perform all functions of a general manager of the Corporation. The President has the authority to sign, execute and deliver in the Corporation's name all instruments, and take such other actions, as are authorized by the Board of Directors. The President shall appoint the members of duly authorized standing committees, subject to confirmation by the Board of Directors, and act as an ex-officio member of all committees.
- (2) **Vice President.** The Vice President shall act in the place of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge any other duties as may be required by the Board of Directors.

- (3) **Secretary.** The Secretary shall record attendance and record the votes and keep the minutes of all meetings and proceedings of the Board; serve notice of the meetings of the Board; and perform any other duties as required by the Board. The Secretary may delegate any of these duties.
- (4) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and disburse funds as directed by resolution of the Board of Directors or members; keep a proper book of these accounts; provide a financial report to each annual meeting of the directors and sign all checks drawn on Corporation bank accounts. One other officer must also sign each check.

Section 5.4 Terms. At each annual meeting of the Directors, the officers of the Corporation shall be elected, by majority vote of the Directors, to serve one-year terms. The initial officers of the Corporation shall be named by the directors and shall serve until the Corporation's first annual Board of Directors meeting in 2021.

Section 5.5 Compensation. No officer shall receive compensation for any service rendered to the Corporation as an officer. An officer may be reimbursed for actual expenses incurred in the performance of their duties.

Section 5.6 Resignation and Removal. An officer may be removed from office without cause by a vote of two-thirds (2/3) of the directors at any board of directors meeting at which a quorum is present and notice has been given pursuant to Section 4.6. Any officer may resign at any time by giving written notice to the Board, to the President, or to the Secretary. The resignation shall take effect on the date of receipt of the notice or at any later date specified in the written notice. Acceptance of the resignation shall not be necessary to make it effective.

Section 5.7 Vacancies. A vacancy in any office may be filled by the Board of Directors. The officer selected to fill the vacancy shall serve for the remainder of the term of the officer being replaced.

Article 6 - Finance

Section 6.1 Restricted Gifts and Bequests. All gifts and bequests given to the Corporation which are subject to restrictions on use, investment or

disbursement shall be held in separate, segregated accounts. Such accounts shall be invested and administered by the Board of Directors pursuant to the terms and conditions of the gift or bequest. To the extent that such a segregated account is not subject to a restriction on use, investment or disbursement, the Board of Directors shall exercise its discretion as to the use, investment or disbursement.

The Corporation reserves the right to decline gifts or bequests which include restrictions or stipulations that are not consistent with the policies and goals of the Corporation.

Section 6.2 Unrestricted Gifts and Bequests; Other Corporation Funds.

Any gifts or bequests not subject to Section 6.1 above and all other assets of the Corporation shall be invested in accordance with investment guidelines as may be established by the Board of Directors from time to time. The Corporation may expend monies from this general account in accordance with resolutions of the Board of Directors. Monies deposited in a financial institution designated by the Board of Directors shall be withdrawn only upon the check of the Corporation signed by the Treasurer and one other Officer. An annual audit may be conducted by an independent auditor chosen by the Board, if deemed necessary or appropriate by the Board.

Article 7 - Indemnification

Section 7.1 Director and Officer Indemnification. The Corporation shall indemnify any director or officer, to the extent that they have been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because they were a director or officer of the Corporation. In addition, the Corporation shall indemnify any director or officer against liability incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the Corporation, unless liability was incurred because the director or officer breached or failed to perform a duty that they were required to perform by the Corporation. A breach or failure to perform a duty constitutes any of the following:

- (1) A willful failure to deal fairly with the Corporation in connection with a matter in which the director or officer has a material conflict of interest.
- (2) A violation of criminal law, unless the director or officer had

reasonable cause to believe that their conduct was lawful and no reasonable cause to believe that their conduct was unlawful.

- (2) A transaction from which the director or officer derived an improper personal profit or benefit.
- (3) Willful misconduct.

Section 7.2 Determination of Right to Indemnification. If a director or officer claims a right to indemnification under Section 7.1 or under any applicable law, the right to indemnification shall be determined pursuant to any of the means set forth in section 181.0873, Stats.

Section 7.3 Allowance of Expenses. Upon written request by a director or officer who is a party to a proceeding, the Corporation may pay or reimburse their reasonable expenses as incurred if the director or officer provides the Corporation with the following:

- (1) A written affirmation of their good faith belief that they have not breached or failed to perform their duties to the Corporation.
- (2) A written undertaking, executed personally or upon their behalf, to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent that it is determined that indemnification under sec. 181.0873 (2), Stats., is not required and that indemnification is not ordered by a court under sec. 181.0879(2)(b), Stats. The undertaking shall be an unlimited general obligation of the director or officer and may be accepted without reference to their ability to repay the allowance. The undertaking may be secured or unsecured.

Article 8 - Transactions with the Corporation

The Board of Directors may authorize the Corporation to enter contracts with its officers, directors and employees if the Board determines that it would be in the best interest of the Corporation to do so. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any corporation, limited liability company, partnership or other entity of which one or more of its Directors are shareholders, members, owners, directors, officers or employees or are otherwise interested, shall be valid for all

purposes as long as the interest of the Director(s) is disclosed to all members of the Board of Directors reviewing the transaction. Such contracts or transactions shall be approved by the vote of the majority of the disinterested Directors.

Article 9 - Dissolution

Section 9.1 Vote. The Directors may vote to dissolve the Corporation by a vote of two-thirds (2/3) of all the directors at any meeting at which a quorum is present and for which notice has been given pursuant to the provisions of Section 4.6.

Section 9.2 Contributions. Upon dissolution of the Corporation, the Corporation's assets, after payment of outstanding debts, shall be contributed to Dane County Parks for the benefit of Prairie Moraine Park, or its successor.

Article 10 - Seal

The Corporation shall not have a corporate seal, and in its place there shall be affixed, whenever appropriate, a statement or notation to the effect that the Corporation has no seal.

Article 11- Fiscal Year

The fiscal year of the Corporation shall be from January 1 through December 31 and may be changed from time to time by resolution of the Board of Directors.

Article 12 - Amendments to the Bylaws

The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of the Corporation by a vote of two-thirds (2/3) of all directors at any meeting of the Board of Directors. A member or a director shall have the power to propose amendments to or propose a repeal of the Bylaws. The Secretary shall submit all proposed amendments and repeals to the directors at least five (5) days in advance of a meeting at which they will be considered.

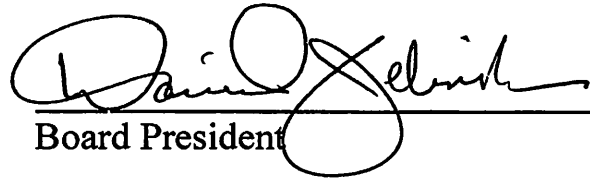
Article 13 - Parliamentary Procedure

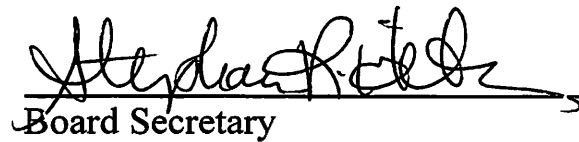
The Standard Code of Parliamentary Procedure, when not in conflict with these Bylaws, shall govern the proceedings of the Corporation.

APPROVED:

January 15, 2020
Date

January 15, 2020
Date


Board President


Board Secretary