



Constitution & Bylaws

**ARTICLE I NAME, COMPOSITION
& PURPOSE**

A. Organizational Name

The name of the organization shall be the Lumberjack Resource Conservation and Development Council, Inc. hereinafter referred to as Lumberjack or Council.

B. Composition

1. Lumberjack shall be composed of the Wisconsin counties of Florence, Forest, Langlade, Lincoln, Marinette, Menominee, Oconto, Oneida, Shawano and Vilas; and tribal groups as authorized by a two thirds majority vote of the Board of Directors present at any given meeting, and shall hereinafter be referred to as Sponsors.
2. In addition to Sponsors, Lumberjack has seven At-Large Members chosen from Sponsor Counties/Tribes. See Addendum I.

C. Purpose

Lumberjack is an independent, non-profit, non-partisan, quasi-government corporation having as its primary concern issues related to land management, energy, land conservation, water management and community development.

ARTICLE II OBJECTIVES

- A. To develop and implement a resource conservation and development Area Plan for Florence, Forest, Langlade, Lincoln, Marinette, Menominee, Oconto, Oneida, Shawano and Vilas counties to conserve, develop and utilize these resources and improve the general economic conditions.
- B. To cooperate, assist and choose to endorse or reject the carrying out of local and regional development plans of other organizations and agencies.
- C. To create a general awareness on the part of all people of the urgency and need for orderly development, conservation and utilization of resources.
- D. To secure the required technical, financial, educational and other services required to develop and implement an approved annual Plan of Work.

ARTICLE III SPONSORS

- A. Each sponsor shall designate one member to serve on the Council and up to two alternates, one of which may be an employee of the County's Land Conservation Department (or equivalent department), to serve in their absence.
- B. Each sponsor shall be responsible for the reimbursement of expenses of their member, alternate or delegates attending full council meetings of Lumberjack. Reimbursement of expenses for council members and/or alternates to attend all other approved Lumberjack meetings is the responsibility of the Council.
- C. Each sponsor is expected to contribute equally to the operating funds needed by Lumberjack on a voluntary

basis since legal assessments cannot be made. If a sponsor does not contribute, they lose their Council seat. Unpaid sponsors may be given a buy back option to join later.

- D. Each sponsor shall review project proposals submitted to their committee and if approved, instruct the applicant to submit the proposal to the Council for review.

INUREMENT OF INCOME

No part of the net earnings of the Council shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered.

DISSOLUTION CLAUSE

Upon the dissolution of the corporation, the Council shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all the assets of the organization to organizations established and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV COUNCIL/BOARD OF DIRECTORS

- A. Shall govern, manage and control the business and property of Lumberjack.
- B. Shall consist of one board member (or alternates as defined in Article III, A) selected from the membership of each of the sponsor’s Land Conservation Committees (LCCs or equivalent) and one from each council authorized tribal group.

In addition, the Council shall approve up to seven (7) at-large representatives from within the County/Tribal Group area to serve as Board members with full voting privileges. At-large members will be elected according to the At-Large Member Policy.

Terms: Sponsor County Council Member terms are two years to coincide with most County Board elections. Tribal Group terms coincide with Tribal elections. At Large member terms are two years and elected in opposite years from County Members.

- C. Shall be empowered to conduct and supervise the current activities of Lumberjack and have control over the use and disposition of its funds and property, including the current preparation and adoption of a budget, approval of expense accounts and other disbursements.
- D. Shall review all project proposals brought before the Council. The approval, rejection or table vote can be granted to the Executive Committee by a majority vote of the Full Council. Determine the order and amount of assistance which Lumberjack can provide for carrying out project proposals, establish priorities, develop and keep current a Plan of Work each year.
- E. Shall form an Executive Committee by electing the following officers from their membership: A president, vice president, secretary and treasurer. In addition, the president, upon leaving the office of president, shall automatically become the immediate past president and be a voting member of the Executive Committee. These

officers shall be elected at an organizational meeting to be held before the 30th day of May following the organizational meeting of the County Board of Supervisors held the 3rd Tuesday of April on even numbered years. If all five (5) Executive Committee members are not reappointed after the spring election, the Council Executive Director (or current administrative staff) will meet with three (3) directors to plan the annual organizational meeting. Reimbursement for these directors will be by the Council and be the same as all other approved Lumberjack meetings.

1. Only members of the Current Board of Directors may hold office.
2. No individual may serve more than six consecutive years (three terms) in the same position on the Executive Committee without taking one term off. The term of immediate past president shall be two years or until there is a new past president.
3. The **president** shall preside at all meetings of the Council. The president is authorized to delegate to one or more officers the performance of any of the functions or responsibilities of the office; and to revoke any such delegation of responsibilities at any time. The president has authority to approve expenses and sign checks written by the organization. The President is responsible to assure the organization adheres to all WI Open Meetings Laws.
4. The **vice president** shall act for the president in the president's absence. The vice president has authority to approve expenses and sign checks written by the organization.
5. The **past president** shall serve as an advisor to the Executive Committee and the entire Council.
6. The **secretary** shall record all of the transactions at Council meetings. Policy statements and action items shall be recorded in the minutes of the meeting. The secretary is authorized to delegate to another Council member or Council employee the performance of any of the functions or responsibilities of the office; and to revoke any such delegation of responsibilities at any time.

The secretary shall notify members of meetings; distribute copies of the minutes of all meetings to each member of the Council and perform all other duties incumbent upon this office.

7. The **treasurer** shall review all dues and other monies deposited into the Council's account at a bank approved by the Council. The treasurer has authority to approve expenses and sign checks written by the organization.

The treasurer shall provide a statement of the financial condition of the Council and of all other transactions of the office at full council meetings, and when requested by the president and/or board of directors. The treasurer shall provide the necessary records for, and assist with any audit; and perform all other duties incumbent upon this office.

8. Vacancies among the officers within the term shall be filled by appointment of the president with majority approval of the remaining members of the council.

F. Shall organize needed committees, indicate objectives, issue instructions and appoint members thereon including an Executive Committee consisting of the president, vice president, past president, secretary and treasurer. The Council may authorize this Executive Committee to carry out selected duties delegated to them.

G. In General:

1. Keep current on resource problems and opportunities within the Lumberjack area, especially those relative to established committees.
2. Call meetings to discuss pertinent topics involving representatives of key interested disciplines.
3. Recommend items for consideration that align with Lumberjack's Mission, Plan of Work or Area Plan.
4. Present proposals or resolutions for consideration by the Council.
5. Advise the Council Executive Director (or current administrative staff) of activities needing attention that are within the scope of the Executive Director's (or current administrative staff's) responsibility.
6. Suggest topics for Council meeting agendas to the president and/or the Council Executive Director (or current administrative staff).

H. In relation to the annual Plan of Work:

1. Make suggestions to the sponsors to improve proposals, as needed.
2. Suggest ways to coordinate similar proposals from two or more sponsors.
3. Develops and adopts an annual Plan of Work.

I. The Executive Committee is duly authorized, but not limited, to carry out the following specific duties:

1. Conduct and supervise current business activities of Lumberjack
2. Employ and determine rate of compensation for employees of Lumberjack.
3. Approve payment of bills.
4. Prepare annual budgets.
5. Prepare the annual Plan of Work.

LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the Council shall be carrying on of propaganda or otherwise attempting to influence legislation. The Council shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

J. Shall arrange for an annual or special audit of Lumberjack's financial affairs by at least two members of the Council who are not members of the Executive Committee. This audit will be conducted only when an independent audit is not required or approved.

K. Appoint a board member or members to represent Lumberjack at meetings, hearings, etc. that is in the interest of Lumberjack. Such meetings should be brought to the Council Executive Director's (or current administrative staff's) attention to be put on the council meeting agenda.

Council will pay a stipend, mileage and other related expenses to the appointed person. This person must be a Lumberjack council member or the Council Executive Director (or current administrative staff).

L. MEETINGS

As a quasi-governmental body, Lumberjack is required to follow Wisconsin's Open Meetings Laws.

1. Regular meetings will be held quarterly in January, April, July & October.
2. Meetings can be called by the president or at the request of four members of the Board.
3. Locations of meetings will be determined by the president.
4. Meetings will take place within Lumberjack's service area and are encouraged to be rotated between sponsor counties.
5. Meetings will take place in a public venue.
6. All meetings shall have no less than five and no more than 30 days advance notification.
7. All meeting notices will be posted according to the law at Lumberjack's Administrative Office, on Lumberjack's website and be sent to Lumberjack's service area media.
8. Minutes of all meetings will be distributed to each board member who will keep their local sponsor informed of Lumberjack activities.
9. A quorum consists of a majority of the Board of Directors.
10. Only the Council's Board of Directors will be allowed to make motions and vote. All votes will be by one rollcall or voice vote per county/tribal group/At-Large member. If a council board member is unable to attend a meeting, one of his/her designated alternates may assume the role of council board member. Meetings are open to the public and nonmembers are encouraged to attend.

M. RULES OF ORDER

Meetings of the sponsors, Council and Executive Committee shall be conducted according to, and governed by, *Robert's Rules of Order* (revised) except as otherwise provided in these bylaws.

ARTICLE V RESOURCE PERSONNEL

Committees

Council members, alternates or other interested parties may be appointed to council committees. Only council members and alternates have voting rights within the committees.

ARTICLE VI ADENDUMS

This constitution and bylaws may adopt addendums by a majority vote of all Lumberjack members present at a regular or special meeting.

ARTICLE VII AMENDMENTS

This constitution and bylaws may be adopted by a majority vote of all Lumberjack members present at a regular or special meeting. It may be amended by majority vote when such meeting notice shall contain the proposed amendment.

Constitution and Bylaws adopted by resolution of Lumberjack, April 29, 1968.

Constitution and Bylaws have previously been amended by resolution of Lumberjack on:

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|-------------------|---------------------|--------------------|-------------------|
| ·October 24, 1969 | ·March 2, 1970 | ·October 19, 1970 | ·January 26, 2017 |
| ·May 16, 1971 | ·May 10, 1974 | ·February 25, 1976 | ·April 27, 2017 |
| ·March 12, 1980 | ·August 12, 1982 | ·January 24, 1984 | ·April 26, 2018 |
| ·August 24, 1992 | ·September 29, 1994 | ·April 21, 2003 | ·April 29, 2021 |
| ·January 10, 2006 | ·January 25, 2007 | ·April 20, 2012 | |
| ·July 26, 2012 | ·October 29, 2015 | ·October 27, 2016 | |

LUMBERJACK RC&D COUNCIL, INC. COMPOSITION/STRUCTURE

LUMBERJACK COUNCIL



SPONSORS – COUNTIES

- Pay Dues
- Automatic Members of Board of Directors
- Designate Council Member from LLC Committee Supervisors
- Designate Alternate Council Member from LLC Committee Supervisors
- One Voting Member per paid sponsor county

SPONSORS – APPROVED TRIBAL GROUPS

- Pay Dues
- Automatic Members of Board of Directors
- Designate Council Member
- Designate Alternate
- One Voting member per paid tribal group

ELECTED AT-LARGE

- Must be nominated and elected every two years
- Voting Member of Board of Directors



BOARD OF DIRECTORS

- Made up of Sponsor and At-Large Members
- Instated/Elected at the April Meeting



Executive Committee

- Elected from the Board of Directors
- Consists of President, Vice President, Past President, Secretary & Treasurer
- Two-year terms (may serve three then must take a year off)