BYLAWS

Friends of Whitefish Dunes, Inc.

ARTICLE I
NAME AND PURPOSE

Section 1:
The name of the Corporation is Friends of Whitefish Dunes, Inc.

Section 2:
This Corporation is organized for the charitable and educational purpose of supporting, assisting, and promoting the Wisconsin State Park System with interpretive, scientific, historical, educational, recreational and related visitor services at Whitefish Dunes State Park (hereinafter sometimes referred to as the Park) Sturgeon Bay, Wisconsin. In order to accomplish this purpose, the Corporation has the following objectives:

a) Sponsor and support volunteer interpretive services, environmental, educational and recreational activities, seminars and lectures that contribute to the interpretive and educational programs of the Park.
b) Provide for the distribution or sale of appropriate interpretive materials; such as books, pamphlets, and photography of the Park.
c) Provide financial support to the Park for the furtherance of its interpretive programs, recreational activities, facilities, and resources, by raising revenues through such methods as membership fees, donations, sales, special events, grants, etc.

ARTICLE II
MEMBERSHIP

Section 1:
There will be five (5) classes of membership in this Corporation:

a) **Individual Membership** – Any person 18 years of age or older, of good character and dedicated to the purpose of this Corporation, shall be eligible for an annual individual membership upon acceptance of his or her application by the Board of Directors (hereinafter sometimes referred to as the Board) and payment of such dues as may be established by the Board. An individual member is entitled to one (1) vote at an annual meeting.
b) **Family Membership** – Any person eligible to be individual member,

together with his or her spouse and dependent minors, shall be eligible for an annual family membership upon payment of such dues as may be established by the Board. Each family membership is entitled to two (2) votes at an annual meeting.

c) **Lifetime Membership** – This membership, similar to an individual or family membership, is entitled to one vote if an individual or two votes if a family, at the annual meeting. This membership is subject to a onetime payment of dues higher than that of an individual or family membership as may be established by the Board.

d) **Organization/Business Membership** – Any Organization/Business may become an annual Organization/Business member upon acceptance by the Board and payment of such dues as may be established by the Board. An Organization/ Business is entitled to one (1) vote at an annual meeting.

e) **Honorary Membership** – Any person eligible to be an individual member shall be eligible to be an honorary member by resolution of the Board. An honorary member pays no dues and is not eligible to vote at an annual meeting.

Section 2:
Members, of all classes, may receive all annual or other financial reports of the Corporation and all members may attend the annual or other meetings of the Corporation. Only individual, family, or lifetime members may become Officers or Directors of the Corporation and may vote in any election or on other motions made at the annual meeting.

Section 3:
Any member may withdraw from the Corporation by giving notice in writing to the Board or by simply not renewing their annual membership. Any member may be removed from membership upon good cause by majority vote of the Board.

ARTICLE III
ORGANIZATION AND ADMINISTRATION

Section 1:
The Board shall consist of at least 11 but not more than 15 elected individuals from the voting membership of the Corporation. To provide continuity of the Board approximately one-third (1/3) of the entire Board shall be elected or re-elected each year. Elections for new or continuing Directors shall occur at the annual meeting. Newly elected Directors shall take office at the next Board meeting. Directors shall serve for a three (3) year term, or until a successor shall be elected or appointed. Directors may not serve for more than four (4) consecutive terms. Vacancies of the Board shall be filled by selection and appointment of a majority of the remaining Directors. Appointees shall take office immediately and shall serve the balance of the prior Director's term, or until a new successor shall be elected or appointed.

Section 2:
The Board shall maintain a committee of three members to prepare a slate of nominees for Directors where terms are about to expire and are to be elected or re-elected at the next annual meeting. These Directors shall serve without compensation.

Section 3:
The Board shall formulate all the operational policies of the Corporation and shall coordinate its activities with the Park Manager. The powers of the Board shall be limited only by the law, the articles of incorporation, these bylaws, and the policies of the Department of Natural Resources. The Board shall also review and approve the dues and present changes to the membership at the annual meeting.

Section 4:
The Board may select and appoint interested persons (scientists and Friends member, etc.) available for consultation on matters of the Corporation and technical questions. Such non-voting advisors should represent the principal fields of the Corporation's endeavor and should be invited and encouraged to offer suggestions and criticism of the policies and work of the corporation. Such advisors shall serve for one year, subject to reappointment. Immediate past Directors shall be asked to serve. Any number of persons may serve as advisors. Inactive advisors may be replaced upon notice by the Board.

Section 5:
Any Director may be removed from Board upon good cause by majority of the Board.

Section 6:
A slate of Officers shall be maintained by the Board. To provide continuity of the Corporation, two Officers may be elected or re-elected each year. The Board shall elect new or continuing Officers at the Board meeting immediately following the annual meeting and those elected shall take office at the following Board meeting.

Officers shall serve for a two (2) year term, or until a successor shall be elected or appointed. Officers may not serve for more than four (4) consecutive terms. Vacancies of the Officers shall be filled by selection and appointment of a majority of the remaining Directors. Appointees shall take office immediately and shall serve the balance of the prior Officer's term, or until a new successor shall be elected or appointed. These Officers shall serve without compensation.

The following list of Officers shall be maintained by the Board:

a) **President -** The President shall be a member of the Board and shall preside at the annual meeting and all the Board meetings. The President shall have authority to sign checks on behalf of the Corporation.

b) **Vice President -** The Vice President shall be a member of the Board and shall preside at meetings of the Board and the membership in the absence of the President. The Vice President will have the option, subject to the approval of a simple majority of the Board, to succeed to the office of President.

c) **Secretary -** The Secretary shall be a member of the Board and shall be (1) jointly responsible with the President for the preparation and distribution of the meeting agendas and (2) responsible for recording and keeping minutes of the annual meeting and all Board meetings.

d) **Treasurer -** The Treasurer shall be a member of the Board and shall not be an employee of the Department of Natural Resources. The Treasurer shall administer the finances of the Corporation and supervise the keeping of the Corporation's financial records. The Treasurer has the authority to sign checks on behalf of the Corporation. The Treasurer shall prepare an annual budget that will be approved by the Board and presented at the annual meeting. Expenditures against budgeted items will require Board approval if they exceed the budget by an amount, to be determined annually by the Board. Individual expenditures that are not in the budget will require approval by the majority of the Board before payment is made. Finally the Treasurer is responsible for the filing of the quarterly sales tax reports, when appropriate and the annual State and Federal tax exempt reports.

Section 7:
The Board by a vote of 2/3 of its members may establish an Executive Committee. The membership of the Executive Committee shall include the four officers. The powers of the Executive Committee shall include the authority to approve payments and to take such other actions as are granted by the Board. The Executive Committee shall be empowered to conduct business electronically as long as the other Board of Director members are notified of the issues before the Executive Committee meeting and a record/ minutes of the meeting is provided. All Board members are entitled to attend an Executive Committee meeting.

Section 8:
Any Officer may be removed from office upon good cause by majority vote of the Board.

Section 9:
The Park Manager and/or Park Superintendent shall serve as the Department of Natural Resources representative to the Board and shall advise the Board on all program needs. The Park Manager shall meet with the Board, but shall have no vote on actions taken by the Board. The Park Manager shall act as an advisor on all publications activities. The Park Manager shall not sign checks or legal contracts as a representative of the Corporation. The Park Manager may assist in writing grant applications and facilitating construction projects initiated by or funded by the Friends.

ARTICLE IV
MEETINGS

Section 1:
The Corporation shall hold an annual meeting in an appropriate place during the months of July through December. Notice of the time and place of such meeting and its agenda shall be given by mail/email to all members of the Corporation. Membership meetings may be called by the Board or by written request of twenty percent (20%) of the Corporation's members. A quorum of ten percent (10%) or twenty-five (25) members, whichever is less, is required at meetings of the members.

Directors shall be elected at the annual meeting in accordance with Article III, Section I of these bylaws. Nominations for such positions shall have been made by the President on behalf of the Board 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 votes cast will be elected; a tie vote will be broken by the President. Only voting members present may vote on the election of Directors or other motions made at the annual meeting.

At the annual meeting, the President shall present the annual report of the Corporation's activities and its plan for the future, the Park Manager shall present the annual Park Report and the Treasurer shall present an annual financial report for review along with the approved annual budget. All meetings will be conducted according to ROBERTS RULES OF ORDER.

Section 2:
The Corporation shall hold at least five (5) Board meetings in an appropriate place or via an online platform (for example, Zoom) during a fiscal year. A quorum of two-thirds (2/3) of the Directors or seven (7) Directors whichever is less, is required at Board meetings. Only Directors present at the Board meetings and Directors communicating electronically in real time at Board Meetings may vote on any motions made at the meetings. Members may attend Board meetings, however they will not be able to vote.

The Treasurer shall prepare a financial summary report identifying sources and amounts of income and disbursements, year-to-date actual versus budget report, along with current balance of funds, available and committed. All meetings will be conducted according to ROBERTS RULES OF ORDER.

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 operations fund(s). The monies shall be used for the support of the Park 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, tax reporting, and other miscellaneous expenses incurred by the Corporation in the usual course of business.

Monies received by donations for specific purposes shall be expended only for the purposes specified by the donor.

Section 2:
The Corporation shall maintain funds in any Bank or Savings and Loan Association where deposits are insured by an agency of the United States. Monies may be placed in funds (such as the Door County Community Foundation) to provide fiscal growth for larger and long-term projects in the Park, with the approval of 2/3 vote of the Directors. The Board shall determine the financial institutions used for this purpose.

Section 3:
No income of the Corporation shall be distributable to its Directors or Officers.

ARTICLE VI
MISCELLANEOUS

Section 1:
The principal place of business of the Friends of Whitefish Dunes, Inc shall be at the Whitefish Dunes State Park.

Section 2:
The Board may adopt a Corporate Seal as it sees fit.

Section 3:
The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the directors without a meeting, and a record of all

actions taken by any other committees of the Board of Directors. Appropriate record retention guidelines that pertain to nonprofits will be followed. All required State of Wisconsin reports will be adhered to. Records will be kept in an electronic storage vehicle such as Google Drive or Dropbox, or a future similar format. If anyone wishes to review these records, they will be provided by a password line in "read only" format.

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, and may be executed at any Board meeting provided that proper notice has first been given to the individual Directors by mail/email at least one (1) week before the meeting. Such action must be executed by two- thirds vote of the Directors present. These bylaws may also be amended by a majority vote at any duly noticed annual meeting at which a quorum is present.

ARTICLE VIII
DISSOLUTION

Section 1:
In the event of the dissolution of the Friends of Whitefish Dunes, Inc., or any change to the bylaws which allows engagement in activities not directly related to the mission and activities of Whitefish Dunes State Park or the State Park and Forest System, all net assets shall be transferred to the Whitefish Dunes State Park gift account. Any portion of the funds donated for specific purposes at the Whitefish Dunes State Park will be so designated to the extent possible.

ARTICLE IX
PROCESS FOR MAKING BOARD DECISIONS BY EMAIL

Section 1:
General Considerations
The president or other officer may request the Board Directors to discuss and vote on proposals via email. In most cases, an email vote may be requested because there is a need to make a prompt decision that cannot wait until the next regularly scheduled Board meeting. Such needs may include, for example, a proposed increase in the budgeted amount for an expenditure, a new expenditure not listed in the budget, permission to proceed on a proposal or project, etc.

Section 2:
A. Each Director is expected to vote on an issue when the request for the email vote is sent.
B. A majority of Board Directors must approve any request for the email vote. Consensus should be the goal of Board decisions. If a tie vote occurs, then the request is not approved.
C. It is imperative that proposals move forward and are voted on. If a Director is not able to respond to the original request for discussion in the time allotted (as indicated in the email request), then he/she should abstain or vote "Do not approve."
D. The online decision-making process will have two stages: (1) Discussion and (2) Voting.

Section 3:
Discussion
The president or officer requesting the email vote will write an email to all officers and directors of the board, copying the Park Manager. The email will include the following:
1. (a) Subject line with the name of the proposal;
   (b) a brief description of the proposal; and
   (c) the discussion deadline.

2. For proposals that require a quick decision, the subject line should start with the words IMMEDIATE ACTION REQUIRED.
3. In response to the email, each director will "reply all" to the most recent message in the email thread.

This process is proposed and streamlined to facilitate a quick approval to a pressing need. If such questions arise that would necessitate lengthy discussion, additional suggestions or amendment(s) to the proposal, the proposal should be tabled to the next regularly scheduled meeting or, if necessary, an emergency meeting of the Board of Directors should be called.

Section 4:
Voting
A. After the discussion deadline has passed, the president or requesting officer will call for an email vote by replying to the same email thread. The "motion to vote" email will have the following parts:

1. Proposal name, brief description, and voting deadline For example: Vote on Increasing Clothing Budget, Vote by 12/25/17
2. Voting deadline
3. Subject line starts with IMMEDIATE ACTION REQUIRED.

B. Each Director will "reply all" to the most recent message in the thread and indicate one of the following:

- Abstain
- Approve
- Do not approve

C. If a Director does not reply to the “motion to vote” email within the timeframe stipulated, the president or officer requesting the email vote will directly contact that Director to solicit their response. If the Director does not respond by the deadline indicated, that Director’s vote will not be counted.

D. After the vote deadline indicated, or if a majority of the Board Directors who have not recused or abstained have given consent before the voting deadline, the president or officer

requesting the email vote will “reply all” to the most recent message in the thread stating the Board’s decision.

E. If the proposal is not approved, then the president or officer requesting the email vote may take the concerns or reservations of the voting members into consideration to determine whether to submit a new proposal. All new proposals will follow the same process as stated above.

F. The Board Secretary will record and file the Board’s final decision.

-- Bylaws revised and approved at the February 26, 2025, Board meeting.