

**BYLAWS OF THE
FRIENDS OF THE YAHARA RIVER HEADWATERS, INC.
(Amended March 6, 2013)**

ARTICLE 1. Name, Incorporation and Location

1.01 Name. The official name of the Corporation shall be “Friends of the Yahara River Headwaters, Inc.,” herein referred to as the “Corporation.”

1.02 Incorporation. The Corporation shall be incorporated under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes.

1.03 Principal and Business Offices. The Corporation shall maintain a principal office in the State of Wisconsin, which shall be located in DeForest, WI. The Corporation may have such principal and other business offices as the business of the Corporation may require from time to time.

1.04 Registered Office. The registered office of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office. The identity and address of the registered agent may be changed from time to time by resolution of the Board of Directors and filing of the statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

ARTICLE 2: Purpose

2.01 Purpose. The Corporation is formed exclusively for charitable or educational purposes within the meaning of Internal Revenue Code § 501(c)(3). A substantial purpose of this organization’s incorporation is to support the protection and improvement of the Yahara River for the benefit of the general public. To the extent consistent with that general purpose, the specific purposes of this Corporation shall be to enhance and protect the quality of the Yahara River headwaters while educating the community and providing sustainable recreational opportunities.

ARTICLE 3: Board of Directors

3.01 General Powers. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall have all the powers permitted to such a body under the Wisconsin Nonstock Corporation Law, except as limited by the Articles of Incorporation or these Bylaws.

3.02 Number and Tenure. The number of directors of the Corporation shall be not less than five or more than nine. Each director shall remain a director until the

annual meeting one year following his or her election or until he or she resigns or becomes unable or unwilling to serve. The Board of Directors may also appoint any number of non-voting directors as ex-officio members of the Board of Directors for one-year terms. Ex-officio directors may be re-appointed for any number of terms.

3.03 Election of Directors. Each open seat resulting from an expired term on the board shall be filled by a vote of the members at the annual meeting. Candidates for each open seat on the board will be proposed each year by a temporary Nominating Committee, appointed by the President. Elected directors shall begin their terms of office immediately following the annual meeting.

3.04 Board Qualifications. The principal qualification for being a director is an interest in the purposes of the Corporation and a willingness to serve those purposes. Directors must be members of the Corporation.

3.05 Duties of Directors. A director shall perform their duties as a director, including their duties as a member of any committee of the Board of Directors upon which they serve, in good faith, in a manner they believe to be in the best interests of the Corporation. In performing their duties, a director may rely in good faith upon the records of the Corporation and upon such information, opinions, reports, or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors.

3.06 Removal. A director may be removed with or without cause by a vote of two-thirds of the directors then in office.

3.07 Resignation. A director may resign at any time by filing a written resignation with the Secretary of the Corporation.

3.08 Vacancies. Any vacancy on the board created by removal or resignation of a director shall be filled by election of the remaining directors.

3.09 Compensation. The directors shall serve without compensation, but nothing herein shall be construed to prevent a director from being reimbursed for authorized expenses in carrying out the exempt activities of the organization.

ARTICLE 4: Membership

4.01 Eligibility. Any individual or entity who or which supports the purpose of the corporation is eligible for membership. Any individual or entity may become a member by completing a membership application and paying the annual dues in accordance with Article 4.02 of these Bylaws. There are no additional requirements for

membership, and no provision of these Bylaws should be interpreted to limit membership.

4.02 Dues. Membership dues shall be no less than \$10 per year and no more than \$50 per year. The actual amount of annual dues for members shall be proposed annually by the Board, subject to approval by members at the annual meeting. If the proposed dues are not approved by the membership, dues shall remain at the same level as the preceding year. (Amended 05/11/10).

4.03 Rights of Members. Each member is entitled to one vote at all membership meetings, including the annual meeting. Each entity that is a member shall designate one individual to cast one vote on behalf of the entity. A member's right to vote shall cease upon lapse of membership, removal pursuant to Article 4.04 of these Bylaws, or for any other reason authorized by sec. 181.0721, Wis. Stats., or its amendments. Voting by proxy is prohibited. (Amended 5/26/10)

4.04 Removal of Members. Members whose actions and/or statements demonstrate positions contrary to the mission and/or purpose of the corporation may be removed from the membership rolls by approval of two-thirds of the Board.

4.05 Renewal of Membership. Unless otherwise determined by the Board, the membership of a Member who completed a membership application when he/she/it joined the organization may be renewed from year to year without an additional application, upon payment of the annual dues; provided, however, that the Board shall have authority to reject the renewal of a membership pursuant to Article 4.04 of these Bylaws.

ARTICLE 5: Meetings

5.01 Regular Board Meetings. Regular meetings shall take place at the time and place decided upon by the Board of Directors, but no less than quarterly.

5.02 Special Board Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or by the Secretary when the Secretary is requested to do so in writing by any three Directors, or by the members as allowed by law or, if greater rights are afforded, by these bylaws.

5.03 Annual Membership Meeting. An annual meeting of the Corporation shall be held within six (6) months of the end of the previous fiscal year at a date, time, and place determined by the Board of Directors. At the annual meeting, the members shall elect new directors and the Board shall immediately thereafter elect new officers. The annual meeting shall also provide for the transaction of any other business as may come before the meeting.

5.04 Special Membership Meetings. Special meetings of the members may be held at the call or the request of a majority of the Board, or at least 51% of the members.

5.05 Minutes of Meetings. Minutes from all meetings shall be kept and maintained by the Secretary.

5.06 Notice, Waiver of Notice and Participation.

a. Regular Board Meetings. Written notice of each regular meeting of the Board of Directors, stating the place, day, and hour of such meeting, shall be given, either personally, by mail, by telefax, or by e-mail, to each director at least five (5) days prior to the meeting.

b. Special Board Meetings. Special meetings of the Board of Directors may be held upon forty-eight (48) hours notice to the directors given personally, by telephone, by mail, by telefax, or by e-mail, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes, or in the case of an emergency requiring a meeting in less than 48 hours. Notice of special meetings shall contain the reasons therefore. The business to be transacted at special meetings shall be limited to that referenced in the notice.

c. Annual Membership Meeting. Notice to members of the annual meeting shall be given by the Board Secretary at least 21 days and not more than 45 days before the date selected for the meeting. Notice may be given in the same manner as is given to the Board members for regular Board meetings.

d. Special Membership Meetings. Special meetings of the membership may be held not less than 7 nor more than 21 days from the date of the notice to members, and notice may be given personally, by telephone, by mail, by fax, or by e-mail, unless a different time or manner shall be provided by Chapter 181 of the Wisconsin Statutes, or in the case of an emergency requiring a meeting in less than 48 hours. Notice of special meetings shall contain the reasons therefore. The business to be transacted at special meetings shall be limited to that referenced in the notice.

e. Notices. Except for special meetings, neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in a notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

f. Waiver of Notice. Whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of

the Articles of Incorporation or Bylaws of the corporation, a waiver thereof, 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. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

g. Participation. Any or all directors may participate in a regular or special meeting or in a committee meeting, and a meeting may be conducted, through the use of any means of communication by which all participating directors may simultaneously hear each other during the meeting.

5.07 Quorums. Attendance by 51% or more of the existing directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. Attendance by 51% of the membership, or 10 members, whichever is less, shall constitute a quorum for all membership meetings.

5.08 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present, or, in the case of membership meetings, the majority of the members present in which a quorum is present, shall be the act of the Board or Members, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes or the Articles of Incorporation or the Bylaws of the Corporation.

5.09 Conduct of Meetings. Meetings shall be chaired by the first officer holder listed below who is present at the meeting: President, Vice-President, Treasurer, any director chosen by the directors present. The Secretary of the Corporation shall record the actions taken at the meeting. In the absence of the Secretary, the President may appoint any person present to act as the secretary of the meeting. Meetings shall be run in accordance with the most recent edition of "Robert's Rules of Order".

5.10 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken is presumed to have assented to the action unless they vote against it or expressly abstain from voting on it.

5.11 Attendance Requirements. Attendance by directors at all meetings of the Board of Directors is expected. In the event a director's absences exceed one-half (1/2) of the number of regular meetings of the Board of Directors held during any fiscal year, or if that director misses two of three successive meetings without excuse, the Board of Directors may, if deemed appropriate, ask for the resignation of that director. However, the Board of Directors shall attempt to accommodate the schedules of directors who demonstrate continuing interest in the affairs of the Corporation. It shall be at the discretion of the Board of Directors to invoke this section.

5.12 Voting. Each director shall have one vote, and voting may not be done by proxy.

5.13 Participation by non-Director Attendees. As a general policy, with the exception of closed meetings, input and discussion from non-Director attendees of a meeting is allowed and encouraged.

ARTICLE 6: Officers

6.01 Number and Qualifications. The principal officers of the Corporation shall be a President, Vice-President, Treasurer, and Secretary each of whom shall be elected by the Board of Directors and each of whom shall be a director. The Board of Directors shall also elect or appoint such other officers and assistant officers as may be deemed necessary.

6.02 Duties. The duties of the officers shall be those enumerated herein and any further duties designated by the Board of Directors. The duties herein specified for particular officers may be transferred to and vested in such other officers as the Board of Directors shall elect or appoint, from time to time and for such periods or without limitation as to time as the Board of Directors shall order.

6.03 Election and Term. The officers of the Corporation shall be determined annually at a brief board meeting immediately following the annual membership meeting. Each officer elected shall serve a term of one year expiring on the date of the next annual meeting.

6.04 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

6.06 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

6.07 President. The President shall in general supervise and control all of the business affairs of the Corporation and shall, when present, preside at all meetings of the Board of Directors.

6.08 Vice-President. The Vice-President shall act for the President when the President is not present or able to act.

6.09 Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the Board of Directors.

6.10 Treasurer. The Treasurer shall (a) keep the financial records of the Corporation; (b) report thereon to the Board of Directors from time to time; and (c) in general perform all duties incident to the officer of Treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the Board of Directors.

6.11 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he or she is appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

ARTICLE 7: Committees

7.01 Committees. The designation of standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors. The Chair of any such committee must be a Director. Other members of the committee need not be directors.

7.02 Executive Committee. There shall be an Executive Committee, and that committee shall consist of the President and Vice-President of the Board, the Secretary and Treasurer. The purpose of the Executive Committee is to make decisions which cannot be postponed until the regular meeting of the Board of Directors as well as other tasks specifically assigned to it by the Board of Directors. All such decisions shall be subject to review by the Board and be reported to the Board at the next regular meeting. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with action taken by the Board.

ARTICLE 8: Special Corporate Acts

8.01 Contracts. The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

8.02 Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation, unless authorized by or under the authority of a resolution by the Board of Directors.

8.03 Checks. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors. The Treasurer or President may write a check on behalf of the organization for \$100 or less if approved by the other, and in such case, the board must be notified as promptly as is reasonable (i.e. e-mail to board).

8.04 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE 9: Directors and Officers; Liability and Indemnity; Transactions With Corporation

9.01 Non-liability of Directors and Officers. Indemnification of Directors and Officers of the Corporation shall be as permitted by the Wisconsin law governing non-stock corporations. Generally under Chapter 181 of the Wisconsin Statutes, an Officer or Director will not be liable to anyone for a breach of, or failure to perform, a duty, unless the person asserting liability provides that the breach or failure to perform constitutes any of the following: (a) 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; (b) a violation of criminal law, unless the Director or Officer has reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (c) a transaction from which the Director or Officer derived an improper personal profit; or (d) willful misconduct.

9.02 Indemnification by Corporation of Directors, Officers, Employees and Other Agents Who Are Compensated for Services Performed. To the extent that a person, who is, or was, a Director, Officer, Employee or other Agent of this Corporation who is or was compensated for services performed has been successful on the merits

in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such a person by reason of the fact that he or she is, or was, an Agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceeding shall be provided by this Corporation but only to the extent allowed by, and in accordance with the laws of the State of Wisconsin.

9.03 Insurance for Corporate Agents. The Board of Directors may adopt a resolution of insurance on behalf of any agent of the Corporation (including a Director, Officer, Employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against such liability under the provisions of law of the State of Wisconsin.

ARTICLE 10: Conflicts of Interest

10.01 Conflicts of Interest. Directors and Officers should exercise good faith in all transactions touching upon their duties to the Corporation, its property and its affairs. In their dealings with and on behalf of the Corporation they are held to a standard of honest and fair dealing between themselves and the Corporation. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the individual. Each Director and Officer shall, should a conflict arise at any time, promptly disclose such conflict in writing to the Secretary or during a meeting of the Board of Directors, and, if appropriate, remove himself or herself from deliberations or votes of the Board relating to the subject posing a conflict. If the Director does not remove himself or herself, the Board, if it deems it necessary due to the conflict, may remove the Director from deliberations and voting on the subject, upon a two-thirds vote of the remaining Directors. Any such conflicts shall be subject to the law of the State of Wisconsin.

ARTICLE 11: General Provisions

11.01 No Self-Dealing

(a) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this section. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law or by Corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.

11.02 Fiscal Year

The fiscal year for the corporation shall be from January 1 to December 31 of each year.

ARTICLE 12: Amendments

12.01 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting by an affirmative vote of two-thirds (2/3) of the number of then-existing directors. Proposed changes to the Bylaws must be summarized in the notice for any meeting in which the vote will take place.