

BYLAWS (Dated ~~July 19,~~  
~~2016~~December 2, 2024)

FRIENDS OF HORICON MARSH INTERNATIONAL  
EDUCATION ~~AND VISITOR~~ CENTER, Inc.  
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## Article I

### Name and Purpose

Section 1. The name of the corporation is FRIENDS OF HORICON MARSH INTERNATIONAL EDUCATION CENTER, Inc.

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 Horicon Marsh Wildlife Area and International Education Center, Dodge County, 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 wildlife area and education center.
- b. Provide for the distribution or sale of appropriate interpretive materials, such as books, pamphlets, and photography at the wildlife area and Education Center.
- c. Provide financial support to the wildlife area and Education Center for the furtherance of its interpretive programs, facilities, and resources, raising revenues through such methods as membership fees, donations, sales, special events and rental fees.

## Article II

### Membership

Section 1. There shall be four classes of annual membership and a lifetime membership in this corporation. Members remain

current by payment of dues established by the Board of Directors:

a. Individual membership. Any person 18 years of age or older, ~~of good character~~ and dedicated to the purposes of this organization shall be eligible for individual membership. ~~upon acceptance of his or her application by the Board of Directors and payment of such dues as may be established by the Board of Directors.~~ An individual member is entitled to one vote at a membership meeting.

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b. Family membership. Any person eligible to be an individual member, together with ~~his or her spouse, their partner~~ 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.

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d. Patron membership. Any person eligible to be an individual member may become a patron member. ~~upon acceptance by the Board of Directors and payment of such dues as may be established by the Board of Directors.~~ Each patron member is entitled to one vote at a membership meetings.

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g. Corporate ~~Membership~~membership. Any business or organization may become a corporate member. ~~upon acceptance by the Board of Directors and payment of such dues as may be established by the Board of Directors.~~ Corporate members are not eligible to vote.

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h. Lifetime ~~Membership~~membership. Any person eligible to be an individual member shall be eligible to be a lifetime member ~~by resolution of the Board of Directors.~~ A life member pays no annual dues ~~or initiation fees~~ but is entitled to one vote at a membership meeting.

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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 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

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| may be removed from membership upon good cause ~~and or~~ by unanimous vote of the Board of Directors.

### Article III

#### Organization and Administration

Section 1. The Board of Directors shall consist of no more than twenty-one 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, two to serve for two years, and two 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 on January 1 following his or her election and shall serve for three years, or as long as two, three years terms. At the end of a term a successor shall be elected or appointed. After at least a one year hiatus, a former director may be elected onto the board again.

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 one-third 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 audited annual financial statement to the board for presentation and approval at the annual meeting.

~~The treasurer shall furnish a bond to the corporation in the sum of \$5,000 at the expense of the corporation.~~

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Section 5. An Executive Committee shall have as its members the officers of the Board of Directors and shall meet to consider and formulate all of the operational policies of the corporation for consideration by the Board of Directors. The Executive Committee shall hire and discharge all employees of the corporation and shall conduct those business transactions necessary to hire and discharge. As needed, Executive Committee members shall coordinate activities approved by the Board of Directors with the board membership, the Friends Liaison, Executive Director and any other hired employees or volunteers.

Section 6. The Board of Directors shall formulate all the operational policies of the corporation and shall coordinate its activities through the Friends Liaison and the Executive Director if one is employed. The Board of Directors shall meet monthly, or at the discretion of the Executive Committee, with powers limited only by law, the Articles of Incorporation, these bylaws, and the policies of the Department of Natural Resources, to consider recommendations proposed by the Executive Committee or board membership:

- a. A quorum consisting of a simple majority shall be required for the board to conduct business.
- b. Motions are passed by a simple majority of those directors in attendance.
- c. Robert's Rules of Order shall be the reference for the conduct of all meetings.

Section 7. The Friends Liaison shall be such person as the District Wildlife Supervisor shall appoint to this position. The term of office shall be until replaced by the District Wildlife Supervisor. The Friends Liaison shall serve as the Department of Natural Resources representative to the Board of

Directors and shall advise the board on all program needs and publication activities. The Friends Liaison shall meet with the board but shall have no vote on actions taken by the board nor sign checks or legal contracts as a representative of the corporation. The Friends Liaison shall submit at meetings of the board such reports of its affairs as may be of interest or requested, and provide an annual report to the Board of Directors at each annual meeting.

Section 8. An Executive Director may be appointed as a volunteer or hired by the Executive Committee to serve at the pleasure of the President of the Board of Directors. An Executive Director shall serve as the corporation's on-site liaison with the public and Department of Natural Resources and shall further represent the corporation in all program, volunteer, business, and legal activities. The Executive Director shall actuate expenditures of the corporation's funds as authorized by approved budget amounts and for individual expenditures, ~~not to exceed \$500~~, for such items and services as printing, stationery, travel, employment of clerks, incidental expenses, etc., as incurred in the conduct of the corporation. The Executive Director shall be the immediate supervisor of all persons employed by the corporation, except when a person is hired for specific interpretive duties, at which time that person shall be supervised by a DNR supervisor as by the District Wildlife Supervisor.

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Section 9. The Board of Directors may select and appoint an advisory committee of interested scientists, historians, and friends of Horicon Marsh Wildlife Area and International Education Center, available for consultation on matters of the corporation or 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. Other members may be DNR employees as appointed by the District Wildlife Supervisor. Members of this committee shall hold office for up to one year subject to reappointment or replacement by the Board of Directors. Any number of persons may serve on this committee. Inactive members may be replaced upon notice by the Board of Directors.

Section 10. All standing committees shall have a minimum of one board members serving on them. Each committee shall also have DNR staff persons assigned to the committee by the Friends Liaison or District Wildlife Supervisor. Volunteers may also be asked to serve on the committees as needed. Standing committees

will be facilitated and coordinated through the Executive team. Meetings will be held as necessary.

#### Article IV

##### Meetings of the Membership

Section 1. The corporation shall hold an annual meeting in an appropriate place during the months of November, December or January. Notice of the time and place of such meeting and its agenda shall be given by email or 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. The president shall conduct the meetings at which only present members may vote on the election of directors and other motions made at meetings:

- a. A quorum is not required at meetings of the members.
- b. 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.
- c. Motions shall be passed by a simple majority of the membership in attendance.
- d. Robert's Rules of Order shall be the reference for the conduct of all meetings.

Section 3. At the annual meeting, an annual report of the corporation's activities, its plans for the future and the financial report shall be presented to the membership.

#### 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 Horicon Marsh Wildlife Area and International Education Center 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, administrative 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. There may also be funds invested in annuities, stocks, endowment funds or other accounts at the approval of the Board of the Directors. The Board of Directors shall determine the financial institutions used for these purposes. 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 Horicon Marsh International Education Center, Inc. shall be in Horicon Marsh Wildlife Area and ~~International~~ Education and ~~Visitor~~ Center in Horicon, Wisconsin. Located at N7725 State Highway 28, Horicon, WI 53032.

Section 2. The Board of Directors may adopt a corporate seal as it sees fit.

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## 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 or email 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 Horicon Marsh Wildlife Area and International Education Center, or any change to the bylaws which allows engagement in activities not directly related to the missions and activities of Horicon Marsh Wildlife Area and International Education Center or the state wildlife area and Education Center and forest system, all net assets shall be transferred to the Horicon Marsh International Education Center gift and donation account. Any portion of funds donated for specific purposes at Horicon Marsh International Education Center will be so designated to the extent possible.