

Wisconsin's Green Fire: Voices for Conservation
RESTATED BYLAWS

These Amended and Restated Bylaws of Wisconsin's Green Fire, Inc. ("WGF") are effective as of ~~September 8, 2018~~ **October 5, 2019**, and supersede and take the place of all previous versions of WGF bylaws.

ARTICLE I – Name

The name of the Corporation shall be Wisconsin's Green Fire Inc., hereinafter also referred to as WGF.

ARTICLE II – Purpose

This Corporation is organized as a nonstock, nonprofit, corporation under Chapter 181 of the Statutes of the State of Wisconsin, exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code more specifically by:

- a. Promoting science-based management of Wisconsin's natural resources
- b. Supporting scientific research, knowledge and education as a basis for providing clean water, air and healthy ecosystems for the economic and social benefit of society.
- c. Protecting and maintaining Wisconsin's conservation history today and in the future through outreach and mentoring and advocacy for long term thinking when managing Wisconsin's natural resources.
- d. Providing information based on science and knowledge of natural resources management to Wisconsin citizens and decision makers.
- e. Engaging in educational activities regarding science based natural resources management.

ARTICLE III – Location of Office

The registered office shall be located within the State of Wisconsin at the address of the Corporation's registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Wisconsin. The board of directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Wisconsin Department of Financial Institutions.

ARTICLE IV - Limits on Political Activities

Wisconsin's Green Fire, and all members and staff acting on its behalf shall not finance, promote or oppose the candidacy of any person seeking election to public

office and shall not participate or intervene in any campaign on behalf of any candidate for public office.

ARTICLE V - Public Served and Public Participation

Wisconsin's Green Fire is committed to the principle of equal opportunity in the provision of services and its programs. Wisconsin's Green Fire does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, veteran status, ancestry, or national or ethnic origin in the administration of its programs, membership, and employment policies.

ARTICLE VI – Membership

Section 6.01. Qualifications. Wisconsin's Green Fire is a member based nonprofit Corporation. There are three membership categories. All paid members of the organization are eligible to vote on annual meeting business actions and elections of the Board. All members may raise issues to the Board of Directors, which sets priorities for the Corporation. Membership applications are to be reviewed by the WGF Board of Directors in the interest of the organization.

a. **Professional Member**

A Member who is retired from, or working in, natural resource management and affiliated fields. Typically, this includes biological or physical scientists, educators, legal professionals, communication professionals, and managers from government, non-profit organizations, or the private sector. Expertise from a broad range of fields is encouraged.

b. **Student Member**

A student Member is working toward a degree (high school, undergraduate, and graduate degrees all qualify).

c. **General Member**

General membership is open to interested individuals who do not have specific professional expertise in natural resource management and affiliated fields, but have a strong interest in natural resources and the mission of WGF.

d. **Supporters**

Organizations and businesses that would like to support WGF and contribute to its efforts will be denominated as Supporters of WGF. Supporters do not have voting rights in the Corporation.

Section 6.02. Membership of Board of Directors and Committees

Board of Directors and committee Members are volunteers and must be willing to travel to at least one meeting per year and engage in regular email and conference

call discussions. Board members are expected to be **actively** engaged in WGF through committee work. Board and committee Members must apply for positions and/or election. Nominees must provide a biography of their activities relevant to the position they are being nominated for and must demonstrate that they have experience relevant to the position. ~~Membership in the Board of Directors and certain Committees is limited to WGF members in the Professional Membership category.~~

Section 6.03. Applications. Applications for membership in WGF shall be in writing on forms provided by the Corporation. Electronic membership forms may also be made available. Such applications shall constitute the applicant's agreement to accept and be bound by the Articles of Incorporation and the Bylaws presently or hereinafter adopted by WGF. Applicant shall pay to WGF a sum equivalent to the annual membership dues applicable to the category of membership for which application is made and for which applicant is eligible. Membership dues are set by, and subject to change based on, the decision of the Board of Directors.

Sections 6.04. Termination of Membership. Any Member's membership in WGF shall automatically terminate in the event such member shall fail to pay annual membership upon expiration of existing membership.

Section 6.05. Member Rights and Obligations. Members shall have no rights or obligations other than those determined by the Directors and as provided by these by-laws.

ARTICLE VII – Board of Directors

Section 7.01. The business, property, and those affairs of WGF not delegated by these Bylaws shall be managed and controlled by a Board of Directors. Except as designated by a vote at a membership meeting, the Board of Directors will have the authority of the organization to make all management decisions for the Corporation including fiscal, personnel, and oversight management of the Corporation.

Section 7.02. Wisconsin's Green Fire will be governed by a Board of Directors comprised of at least ~~12~~ **eight** and no more than ~~15~~ **12** Directors. ~~The Board will be comprised of Professional and General Members, selected by the Board with Professional Members in the majority. Board members shall be Professional Members in good standing. The Directors will be. Terms begin with the annual membership meeting, elected by the Membership of the WGF in compliance with Article IX of these Bylaws.~~ When possible, consideration of board membership will include representing a variety of locations in Wisconsin. ~~Until such time as there is a general membership vote for Directors, Directors will be based on volunteer recruitment.~~

~~The initial Board of Directors shall select their Chair, Vice Chair, Secretary and Treasurer from the Membership of the Board. Subsequent elections of WGF officers shall take place at the annual membership meeting of WGF.~~

Chairs of standing committees who are not elected Directors of WGF will serve as ex-officio non-voting Directors.

The Board of Directors may designate a Volunteer or Staff to help manage the day-to-day operations of the group. They shall work in close communication with the WGF officers in order to insure organizational support for the work of the Corporation.

Wisconsin's Green Fire will strive for diversity on the Board of Directors such that Directors come from a variety of geographic areas in the state and have diversity in personal backgrounds.

Section 7.03. The Board of Directors shall meet at a minimum of six times per year to review and vote upon the business of the WGF. Meeting notice shall be sent to each Director's email address on file with the Secretary seven days in advance of the meeting. The notice shall include the date, time, location, and agenda of the meeting. Directors may participate in meetings of the Board by means of conference call, web meeting, or other means by which all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 7.04. A simple majority of the members of the Board of Directors shall constitute a quorum and a simple majority vote of those present is required to approve any official action.

Section 7.05. Special meetings may be called by the President or any two (2) members of the Board of Directors. Unless notice is waived by all members of the Board of Directors, notice of any special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic communication.

Section 7.06. Action without Meeting. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action pursuant to Articles XII and XVI of the Bylaws, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes manual

signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time.

~~Section 7.07. If a director is unable to serve for any reason or if a Director is appointed to fill a vacant officer position, the vacant director position shall be filled for the remainder of the unexpired term by election at the next regularly scheduled WGF membership meeting or at a special meeting called for this purpose.~~

~~Section 7.08. The slate of nominations shall be submitted by the Secretary to the membership at least one month prior to the annual meeting. Nominees must provide a biography of their activities relevant to the position they are being nominated for and must demonstrate that they have experience relevant to the position. Nominees must also discuss why they wish to serve on the Board, including how they will contribute to Board activities, and Wisconsin's Green Fire mission and goals. Nominees should make the Board aware of any potential conflicts of interest which might restrict or affect their activities on the board.~~

Section 7.098 7. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

ARTICLE VIII – Officers and Duties

Section 8.01. The officers of WGF shall be President, Vice President, Secretary and Treasurer, all of whom shall be voting members of the Board of Directors. All officers must be Professional Members in good standing of WGF. No person shall hold more than one office at any time, except for the offices of Secretary and Treasurer. The officers shall be chosen and elected by the ~~membership~~ Board of Directors. ~~at the annual membership meeting.~~

Section 8.02. The President shall serve as general executive officer and shall appoint the Chairs of all committees with approval by the Board. The President shall oversee all activities of WGF and preside at all Board of Director meetings and preside at membership meetings.

Section 8.03. The Vice President shall assume the duties of the President if the President is absent or unable to perform the President's duties. The Vice President shall perform the duties assigned by the Board of Directors and the President.

Section 8.04. The Treasurer shall have custody of all funds and property of WGF. When necessary or proper, the Treasurer shall endorse for collection on behalf of WGF all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of WGF in such bank or banks as the Board of Directors designates. The Board of Directors may impose such alternate

authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Board of Directors deems appropriate and may require that the Treasurer be bonded. The Treasurer shall also:

- A. Keep full and accurate accounts of monies received and paid on account of WGF, give a financial report at each meeting of the Board of Directors, and whenever required by the Board of Directors, render a statement of WGF's accounts and report to the membership.
- B. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.
- C. Upon request, permit access to WGF's books, records and accounts by any WGF Officer or Director.

Section 8.05. The Secretary shall keep the minutes of all meetings of the Board of Directors and the general membership and keep an accurate and current record of WGF memberships. The Secretary shall send all required notices to Members of WGF, as required by these bylaws or otherwise. Notice may be in writing or by electronic communication. The Secretary shall also maintain the correspondence of WGF. With the President, the Secretary shall sign and execute, in the name of WGF, all contracts, agreements and other obligations of WGF as required by law or authorized by the Board of Directors. The Secretary ~~along with the WGF Coordinator~~ shall establish an electronic file system and archive all meeting notices and minutes, financial reports, and correspondence between committee chairs, partner organizations, and the public on issues relevant to the WGF's mission and long term goals.

ARTICLE IX – Elections, Terms and Vacancies

Section 9.01. Other than ex-officio standing committee chair Directors, the WGF Board of Directors and Officers shall be elected ~~by a majority vote of the Board of Directors. The Board of Directors shall conduct a vote to elect new directors each year as close to the time of the Annual Meeting as practicable. Directors shall be elected for two-year terms that will begin immediately upon election, and which will conclude or two-year terms, beginning at the annual membership meeting which coincides with their two-year anniversary. or until their successor has taken office.~~ There are no consecutive term limitations.

Section 9.02. In the event of a vacancy ~~on the Board, or if an Officer position becomes vacant in any office, the Board of Directors may appoint an individual to serve the remainder of the unexpired term until the next regularly scheduled election, typically at the annual WGF business meeting.~~

~~Section 9.03. A plurality vote of those WGF Members in good standing present at the annual business meeting will be sufficient to elect Officers and Directors. Members in good standing at the annual business meeting, shall be defined as those~~

members who have paid their dues at or before the meeting. The position may remain vacant if there are no nominees for the position.

~~Section 9.04. Names of nominees for the Board of Directors shall be submitted by WGF's nominating committee one month prior to the Annual Meeting. Names of additional nominees may be submitted by WGF Members during the annual meeting. The election of the Board of Directors shall require the approval of a plurality of the Members present and voting at such meeting.~~

ARTICLE X - Committees

Section 10.01. The Board of Directors of WGF shall designate a manageable number of standing committees to develop subject matter policies and positions on matters within the focus of the Committee. The standing committees shall focus on identifying conservation / environmental issues, conservation / environmental policy, communicating WGF's message to the public, and supporting WGF's organizational structure.

The President shall appoint the Chairs of all committees with approval by the Board, and the Chairs of standing committees shall serve as ex-officio non-voting Directors. Committees shall be made up of any number of competent and interested Professional Members who have submitted an application to the committee Chair and/or Board. Interested committee candidates must provide a biography of their experience and activities relevant to committee purpose. Committee Members are approved by the Board for terms of 2 years and serve at the pleasure of the Board.

Standing committees shall be sized so as to be manageable and facile in carrying out their policy and position responsibilities. Notwithstanding this, committees can call on the expertise of other Members of the organizations or experts outside the Corporation to provide assistance in developing policies consistent with the purposes of the organizations.

Section 10.02. The Board of Directors may designate ad hoc committees as needed to work on various policy and procedural matters. The Chairs of such committees shall not be voting members of the Board of Directors unless the ad hoc chair already holds a Board position. Such committees shall continue only until their assigned responsibilities are completed.

Section 10.03. It is recognized that policy matters may arise quickly at a state or federal level and there is importance to bring the expertise and professional scientific judgment of WGF to bear on such a policy matter. In such situations, the relevant policy committee chair, ~~the coordinator~~ and the officers can consult and develop an organizational response to the issue. In such situations, great care must be exercised to assure that the WGF response is consistent with the purposes of WGF and is based on scientific, professional management of natural resources. All

formal responses, including to the media, shall be approved by the President, designated Board Member, or Chair of the communications committee.

ARTICLE XI – Annual and Special Meetings

Section 11.01. The President shall preside at the annual membership meeting and Robert’s Rules of Order will prevail at all meetings.

Section 11.02. There will be one full membership meeting annually. At such meetings, Members may raise any matter related to the governance of WGF for consideration by the Board of Directors.

The annual meeting schedule will be held on a date to be determined by the Board of Directors. The Board shall provide at least one month notice of the date of the annual meeting to the membership. The annual meeting of WGF shall review the past year’s activities and outline the ensuing year’s programs.

Section 11.03. A majority of Members of WGF, present and in person at a duly called meeting shall constitute a quorum for all purposes.

Section 11.04. The President, with input from Members and Advisory Staff, shall develop the agenda for all regular meetings of WGF.

Section 11.05. Proxy voting is not permitted.

Section 11.06. A majority of votes cast at any meeting shall be decisive of any motion or election provided a quorum of at least ½ of the Board of Officers are present. Each representative shall have one (1) vote. An electronic or absentee voting procedure shall be developed for policy and program related issues exclusive of elections for the Board of Directors.

Section 11.07. Action by Written Ballot.

- (a) Any action that may be taken at an Annual, regular or Special Meeting of Members may be taken without a meeting if WGF delivers a written ballot to every member entitled to vote on the matter. “Written ballot” includes a ballot transmitted or received by electronic means. A written ballot shall set forth each proposed action and provide opportunity to vote for or against each proposed action.
- (b) Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

A solicitation for votes by written ballot shall include all of the following: (i) the number of responses needed to meet the quorum requirements; (ii) the percentage of approvals necessary to approve each matter other than election of directors; and (iii) the time by which a ballot must be received by the corporation in order to be counted.

Section 11.08. Informal Action. In accordance with §181.0704, Wis. Stats., any action required or permitted to be approved by the Members, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by Members holding at least two-thirds of the voting power of the Corporation. Any such consent signed by two-thirds of the members has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions.

ARTICLE XII – Amendments

~~Section 1.~~ These Bylaws may be amended by the Board of Directors at any meeting, provided however, that notice of the proposed action shall have been given to all Directors in writing at least one week in advance of the meeting. Approval of amended Bylaws shall be by a majority of the current Members in good standing voting at an Annual Meeting and / or through established absentee or electronic voting procedures. All proposed amendments to the Bylaws shall require a minimum of 30 days of notice to the members with the notice including the proposed amendment(s) in writing.

ARTICLE XIII. – Funding

~~Section 1.~~ The Board of Directors may authorize representatives or advisory staff to investigate, apply for and accept grant funding or corporate or community donations to conduct the business of WGF.

ARTICLE XIV. – Fiscal Year

The fiscal year of the Corporation shall begin on January 1 of each year.

ARTICLE XV – Indemnification of Directors, Officer, or Committee Members

Section 15.01. Indemnification. The Corporation shall to the fullest extent permitted or required by statute, indemnify each present, former, and future Director, Officer, or any member of a committee appointed by the Board of the Corporation against any and all liabilities incurred by such a person in a proceeding to which the person was a party because he or she was a Director, Officer, or committee member of the Corporation. The Corporation shall indemnify its Employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or officers hereunder. The Corporation shall not indemnify the Director, Officer or Committee Member who has incurred liability because the person breached or

failed to perform a duty he or she owes to the Corporation or to the claimant and the breach or failure to perform constitutes any of the following:

- a. A willful failure to deal fairly with WGF in connection with a matter in which the person has a material conflict of interest.
- b. A violation of criminal law, unless the Director, Officer or committee Member had 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, Officer or committee Member derived an improper personal profit.
- d. Willful misconduct.

The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Section 15.01 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under Article XV. The term "statute," as used in this Article, shall mean the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this article and not otherwise defined herein shall have the meaning set forth in the statute.

Section 15.02. Private Foundation Limitations. Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under the Wisconsin Statutes or any similar successor provision thereto.

Section 15.03. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation ("volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE XVI – Dissolution of Wisconsin’s Green Fire

Section 16.01. A call for a vote of dissolution of the WGF may be made at a special meeting called for the purpose of dissolving WGF if a majority of WGF members are present or if a majority of Members agrees to such a vote through an established electronic or absentee voting process. Dissolution of WGF shall require a two-thirds vote of those voting. Only current WGF members will be permitted to vote.

Section 16.02. In the event of dissolution, all assets of WGF shall be liquidated and the proceeds used to pay any and all outstanding debts of WGF. In the event of an excess of assets after payment of debts, all remaining assets will be disbursed to a state or local conservation organization that has a current 501(c)(3) designation in place at the time of the dissolution, to be determined by the Directors.

Adopted this ~~8th day of September, 2018~~ 5th day of October 2019