

**BYLAWS OF THE
WISCONSIN CONSERVATION HALL OF FAME FOUNDATION, INC.
Adopted by the Foundation Board of Directors, January 4, 2022**

TABLE OF CONTENTS

DEFINITIONS			3
ARTICLE I NAME	Section 1	Name	5
	Section 2	Type of Organization	5
ARTICLE II PURPOSE	Section 1	Perpetual Purpose	5
ARTICLE III OFFICES	Section 1	Principal Office	5
	Section 2	Registered Office and Registered Agent	5
ARTICLE IV MEMBERSHIP	Section 1	Classes of Members	5
	Section 2	Criteria, Qualifications, Dues and Removal	6
ARTICLE V FOUNDATION BOARD MEMBERS	Section 1	General Powers	7
	Section 2	Number and Qualifications of the Directors	7
	Section 3	Election and Terms of Office	8
	Section 4	Resignation	8
	Section 5	Removal	8
	Section 6	Vacancies	9
	Section 7	Compensation	9
	Section 8	Conflict of Interest	9
ARTICLE VI FOUNDATION BOARD MEETINGS	Section 1	Meeting Types	9
	Section 2	Meeting Form	10
	Section 3	Notice and Waiver of Notice	10
	Section 4	Quorum	10
	Section 5	Manner of Acting	11
	Section 6	Action Without Meeting	11

	Section 7	Presumption of Assent	11
ARTICLE VII OFFICERS	Section 1	Number and Qualifications	11
	Section 2	Election and Terms of Office	11
	Section 3	Powers and Duties of Principal Officers	11
	Section 4	Other Assistants and Acting Officers	12
	Section 5	Additional Officers	12
	Section 6	Resignation	12
	Section 7	Removal	12
	Section 8	Vacancies	12
	Section 9	Compensation	13
ARTICLE VIII EXECUTIVE COMMITTEE AND OTHER COMMITTEES	Section 1	Executive Committee	13
	Section 2	Other Committees	13
ARTICLE IX HALL OF FAME SELECTION PROCESS	Section 1	Selection	14
	Section 2	Board of Governors	14
	Section 3	Induction Voting	15
	Section 4	Nomination, Technical Review and Removal from the Nomination Pool	15
ARTICLE X EMPLOYEES AND ADMINISTRATIVE CONTRACTS	Section 1	Employees or Contractors for Administrative Services	16
ARTICLE XI INDEMNIFICATION	Section 1	Indemnification	16
ARTICLE XII FISCAL YEAR	Section 1	Fiscal Year	16
ARTICLE XIII CORPORATE ACTS, LOANS, AND DEPOSITS	Section 1	Corporate Acts	17
	Section 2	Loans	17
	Section 3	Deposits	17
	Section 4	Transfer of Securities	17
	Section 5	Assets Distribution	17

	Section 6	Bonding	17
	Section 7	Financial Reporting and Audits	17
ARTICLE XIV CORPORATE PROPERTY	Section 1	Corporate Property	18
ARTICLE XV TAX-EXEMPT STATUS	Section 1	General	18
	Section 2	Net Earnings	18
	Section 3	Influencing Legislation	18
	Section 4	Prohibited Activities	18
ARTICLE XVI DISSOLUTION	Section 1	Dissolution	18
ARTICLE XVII AMENDMENTS	Section 1	Amendments	18

DEFINITIONS

Affiliate Member: An individual or group that supports the purposes of the Foundation by making an annual donation to the WCHF Foundation, Inc. to support its mission. Affiliate Members do not have the voting privileges of Voting Member Organizations.

Annual Meeting: A business meeting of the Foundation Board each year to approve the operating budget for the succeeding year and to fill Board vacancies. Prior to this meeting, a general announcement is given through the WCHF website inviting nominations for Board of Director positions from Voting Member Organizations and Affiliate Members. Voting Member Organization Representatives and Affiliate Members are welcome to attend and observe the Annual Meeting.

Board of Governors: The independent body of five Governors serving staggered three-year terms who collectively create and present a short list of finalists from those nominations received which meet established criteria for consideration by the Foundation Board and Voting Membership Organization Representatives for the following year's Induction. Board of Governors meetings are not open to visitors except at the Board of Governor's request.

Executive Committee: The leadership committee of the Foundation Board comprised of the core four officers (President, Vice President, Treasurer, and Secretary) and any number of other Board Members as determined by the Foundation Board to serve on the leadership team.*

**The officers of the Foundation Board in 2022 will be voted on by the new Foundation Board members in January 2022. That is, they will choose their own leadership from the slate of Foundation Board members voted into office by the original 35 Voting Member Organization Representatives who are on the Foundation Board of Directors in 2021. Thereafter (2022 and beyond), the Foundation Board will function like any other Board of Directors and collectively identify and elect their body's successors and officers.*

The 35 Voting Member Organization Representatives will not have a role in Foundation Board or Executive Committee elections beyond the transition to January 2022.

Foundation Board: The volunteer Board of Directors that governs the affairs of the WCHF Foundation, Inc. to celebrate and advance Wisconsin's conservation legacy by sharing the stories and achievements of Wisconsin Conservation Hall of Fame Inductees. The Foundation Board has all operational, policy, business, and fiduciary responsibilities for the WCHF Foundation, Inc. The Board is comprised of four officers President, Vice President, Treasurer, and Secretary (at minimum, called the Executive Committee) along with volunteer at large members in a number determined by the Board.

Foundation Board Member: An individual volunteer who actively serves on the Foundation Board to govern the affairs of the WCHF Foundation, Inc. Foundation Board Members may or may not be members of Voting Member Organizations though they may be nominated by the Voting Member Organizations or Affiliate Members. Foundation Board Members have a vote at the Inductee Selection Meeting to help to select who will be inducted into the Wisconsin Conservation Hall of Fame the following year. Initial staggered three-year term limits will be set for Foundation Board Members when they hold their election for officers in January 2022.

Governor: One of five individual volunteers appointed for a three-year term by the WCHF Foundation Board for their experience, background, understanding of, and passion for Wisconsin's Conservation Movement. Each Governor acts independently to review nominations for induction that meet established nomination criteria then meet collectively as the Board of Governors to finalize a short list of nominees to be proposed for the following year's Induction. Governors may be reappointed.

Inductee Selection Meeting: A special meeting held each year by the WCHF Foundation, Inc. which invites all Voting Member Organizations to have their Representative present to help select who will be inducted into the Wisconsin Conservation Hall of Fame the following year.

Voting Member Organization Representative: An individual from a Voting Member Organization who has been identified by that organization to be a liaison to the WCHF Foundation to participate in meetings, to be emailed official notices and make the Voting Member Organization's vote during the Inductee Selection Meeting.*

**Each of the 35 Member Organization Representatives on the 2021 Board of Directors will continue as a Voting Member Organization Representative in 2022 unless the Voting Member Organization chooses a different Representative. If the Representative is elected to serve on the Foundation Board, the Voting Member Organization will choose a new Voting Member Organization Representative to act as official liaison to their organization because the Foundation Board role is independent from being on any other board.*

Voting Member Organizations: Conservation organizations or scientific or professional societies in the natural science fields serving Wisconsin that are confirmed by the WCHF Foundation Board by majority vote and pay annual membership dues in a timely manner to help support WCHF Foundation operations.*

**In 2022, each of the 35 Member Organizations on the 2021 Board of Directors will be a Voting Member Organization so long as they maintain good standing which includes paying annual dues.*

ARTICLE I NAME

Section 1. Name. The name of the Corporation shall be the “Wisconsin Conservation Hall of Fame Foundation, Inc.” (hereafter called the Foundation).

Section 2. Type of Organization. The Foundation is a nonstock, nonprofit corporation incorporated under the laws of the State of Wisconsin.

ARTICLE II PURPOSE

Section 1. Perpetual Purpose. The primary and perpetual purpose of the Foundation is to celebrate and advance Wisconsin’s conservation legacy by sharing the stories and achievements of Wisconsin Conservation Hall of Fame Inductees. In the belief that the continuing knowledge and practice of the Conservation Ethic is important to the health and well-being of the people of the State of Wisconsin, additional purposes of the Foundation include any such education, scientific, literary, historical, and charitable pursuit that will recognize the principles and significance of the Conservation Movement in Wisconsin and will foster cooperation among Voting Member Organizations (see Article IV) around that recognition. The Foundation may engage in any other lawful activities authorized by Chapter 181 of the Wisconsin Statutes as amended, but only to the extent permitted under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE III OFFICES

Section 1. Principal Office. The principal place of business and administrative office of the Foundation shall be located in the County of Portage at Schmeckle Reserve, 2419 North Point Drive, Stevens Point, WI 54481. The address of this principal office may be changed from time to time by resolution of the Foundation Board of Directors (hereafter called the Foundation Board) and by filing of a statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes. If changed, the principal office must remain in the State of Wisconsin.

Section 2. Registered Office and Registered Agent. The Foundation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the address of the principal office of the Foundation. The name of the registered agent and the address of that agent may be changed from time to time by resolution of the Foundation Board and by filing of a statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

ARTICLE IV MEMBERSHIP

Section 1. Classes of Members. The Foundation shall be composed of two classes of members, Voting and Affiliate, as hereinafter provided.

(a) Voting Member Organizations, Privileges, and Notice of Inductee Selection Meeting.

1. Definition. Organizations eligible to become Voting Members shall be conservation organizations or scientific or professional societies in the natural science field as may be recommended to the Foundation Board by the Executive Committee and confirmed by majority vote of that Board. They will pay annual dues in the amount determined by the Board before the deadline invoiced and will identify a Representative each year who may or may not be the executive head of that Voting Member Organization who will act as a liaison to the Foundation Board.
2. Voting Member Organization Representation. Voting Member Organizations in good standing may participate annually in the Wisconsin Conservation Hall of Fame Inductee Selection meeting or other special meetings of the Foundation by having their designated Representative of that organization attend.
3. Privileges. It is the privilege of each approved Voting Member Organization in good standing to choose a Representative to participate in selecting Inductee(s) for the Wisconsin Conservation Hall of Fame at the Inductee Selection Meeting which will be held annually. Voting Member Organizations will have neither votes nor responsibilities related to other Foundation administrative or business matters unless a Voting Member Organization Representative is a member of the Foundation Board or otherwise chooses to volunteer on a Committee of the Board, or for other official Foundation initiative. A Voting Member Organization's Representative is welcome to attend and observe Foundation Board meetings and nominate individuals to serve on the Foundation Board.
4. Notice of and Participation in Inductee Selection Meeting. Each Voting Member Organization Representative will be notified of the Inductee Selection Meeting in accordance with the same Meeting Forms, Notice, and Waivers of Notice requirements as Directors detailed in Article VI, Sections 2 and 3. In their meeting notice, each Voting Member Organization's Representative will be afforded an opportunity to vote in person or by email absentee vote prior to the Inductee Selection Meeting to help choose the following year's Inductee(s). Email absentee votes must be received by the Secretary or designee before the start of the Inductee Selection Meeting. Should there be a tie during the Inductee Selection Meeting, only those Voting Member Organization Representatives attending the meeting will have a chance to participate in a tie breaker.

(b) Affiliate Members and Privileges.

1. Definition. Affiliate Members shall be individuals or organizations that support the purposes of the Foundation by making an annual donation to the Foundation. Affiliate Members may or may not be individual members of Voting Member Organizations.
2. Privileges. Affiliate Members are welcome to attend and observe Foundation Board meetings, be elected for a Director position on the Foundation Board, and nominate individuals to serve on the Foundation Board. Affiliate Members may volunteer for the Foundation on the Board, on a Committee of the Board, or for another official Foundation initiative.

Section 2. Criteria, Qualification, Dues and Removal.

- (a) Qualification of Voting Member Organizations and Acknowledgment. Voting Member Organizations specified in Section 1(a) of this Article shall remain in good standing as long as they have paid and continue timely to pay the annual dues assessed by the Foundation by the annual deadline established and noted on the annual Voting Member Organization invoice sent by the Foundation and have designated a Representative to act as a liaison to the Foundation Board. The dues assessment shall be for the following calendar year and shall provide general fund support to help operate the Foundation. Voting Member Organizations in good standing will be recognized appropriately by the Foundation. Dues and donations received will be acknowledged in accordance with applicable laws.
- (b) Membership Year for Affiliate Members and Acknowledgment of Donations. Annual memberships for Affiliate Members shall extend for twelve months from the first day of the month following receipt of the Affiliate Membership donation. Affiliate Members will be recognized appropriately by the Foundation and donations will be acknowledged in accordance with applicable laws.
- (c) Removal. Any Member may be expelled from membership, for good cause shown, by an affirmative vote of two-thirds (2/3) of the Foundation Board then in office.
- (d) New Voting Member Organizations. Anyone may nominate an organization believed to meet the requirements of Voting Member Organization membership. The Executive Committee shall review all nominations and make its recommendation to the Foundation Board for consideration. If the Board approves the Executive Committee's recommendations by a majority vote, the organization shall be extended an invitation to become a Voting Member Organization.
- (e) Founding Members. All Voting Member Organizations that paid their dues and enrolled at the opening of the first Annual Meeting of the Foundation shall be designated as Founding Members.
- (f) Membership Limits. There shall be no limit to the number of memberships in both classes.
- (g) Member Control. The Foundation shall not undertake to control the policies or actions of Voting Member Organizations nor choose Representatives for Voting Member Organizations. Likewise, Voting Member Organizations shall not undertake to control the policies or actions of the Foundation.

ARTICLE V FOUNDATION BOARD MEMBERS

Section 1. General Powers. The affairs of the Foundation shall be managed by its Foundation Board.

Section 2. Number and Qualifications of the Directors.

- (a) Number. The number of Directors shall be determined by the Foundation Board from time to time, but in no event, shall there be fewer than four nor more than fifteen. Each shall serve for the term

provided in Section 3 of this Article. No amendment of this Section shall reduce the number of Directors to fewer than four.

- (b) Qualifications. Directors need not be residents of the State of Wisconsin nor of Voting Member Organizations. They must be committed to offering their time, treasure and talent to the Foundation's mission and vision. Prior Board experience is preferred. Directors specified in Section 2(a) shall at all times be Affiliate Members in good standing, that is, having made an individual annual donation to the Foundation. No person who is employed by the Foundation may be a Director.

Section 3. Election and Terms of Office.

- (a) Method of Election. Directors of the Foundation shall be elected by a majority of the then-current members of the Foundation Board. They may be nominated by a Voting Member Organization Representative, an Affiliate Member, or the current Foundation Board.
- (b) Terms of Office. There will be two different terms, one for just the initial Directors, and one for all subsequent ones.
 - 1. Initial Terms. Because the Foundation Board created by this edition of the Foundation's Bylaws is a new one, Directors will hold staggered terms of 1, 2, or 3 years so that all members' terms do not expire at the same time. To accomplish this, Directors shall deliberately be classified with respect to the time for which they shall hold office by dividing them into three classes of more or less equal size. The Directors of the first class shall hold office for an initial term of one year, the Directors of the second class for an initial term of two years, and the Directors of the third class for an initial term of three years.
 - 2. Terms after the Initial Terms. Thereafter, the term lengths for all Directors shall be three years, unless reelected, or until their successors have been elected and qualified. At the close of each Annual Meeting of the Foundation, the successors to the class of Directors whose terms expire that year shall commence to hold office for a term of three years, or until their successors have been duly elected and qualified. In the event of an increase in the number of Directors, the remaining Directors shall assign the newly created directorship(s) to the appropriate class or classes so that the three classes shall continue to consist of, as nearly as possible, an equal number of Directors. Any Director who has served for three consecutive full terms shall be ineligible for reelection for a period of one year immediately following expiration of the third full term.
- (c) Honorary Directors. The Foundation Board may appoint individuals to serve as Honorary Directors upon such conditions as the Board deems appropriate. Honorary Directors shall serve at the discretion of the Board and shall be entitled to attend Foundation Board meetings but shall not be entitled to vote.

Section 4. Resignation. A Foundation Director may resign at any time by filing a written resignation with the President or Secretary of the Foundation Board.

Section 5. Removal. A Foundation Director may be removed from office with or without cause by a vote of two-thirds (2/3) majority of the other Directors then in office either at a Regular Meeting or at any Special Meeting called for that purpose.

Section 6. Vacancies. In the event a vacancy occurs for any reason, an Interim Foundation Director may be elected by a majority of the Directors to complete the term of the vacant Board position, or to serve until a successor is elected to complete that term.

Section 7. Compensation. Directors of the Foundation shall not receive compensation for serving as Directors, but they may receive reasonable compensation for other personal services rendered that are consistent with the tax-exempt purposes of the Foundation. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with Foundation matters, provided that such reimbursement is authorized by the Foundation Board.

Section 8. Conflict of Interest. Each Foundation Director shall adhere to the most current Conflict of Interest Policy adopted by the Foundation Board.

ARTICLE VI FOUNDATION BOARD MEETINGS

Section 1. Meeting Types.

- (a) **Annual Meeting and Purposes.** There shall be one Annual Meeting of the Foundation Board each year at a time and place determined by them. Specific tasks for this Annual Meeting include (1) approval of the operating budget for the succeeding year, and (2) filling Board of Director positions for classes of Directors whose terms expire that year. Prior to this meeting, the Foundation Board shall notify Voting Member Organizations and Affiliate Members to invite nominations for Board of Director positions. This notice may be given through a general announcement on the website.
- (b) **Regular Meeting.** The Foundation Board shall meet regularly at a time and place determined by them.
- (c) **Special Meetings Including the Inductee Selection Meeting.** Special Meetings of the Foundation Board may be held at any time and place for any purpose or purposes. Such meetings may be called by the President, or by the Secretary upon the written request of any three Directors. One special meeting is the Inductee Selection Meeting which invites a Representative of each Voting Member Organization to vote on who will be inducted into the Wisconsin Conservation Hall of Fame in the following year from a short list of finalists presented by the independent Board of Governors. In addition to each Voting Member Organization Representative having a vote on who will be inducted, each Foundation Director will also have a vote on selection for induction only if the Foundation Director is not already a Voting Member Organization Representative.

Section 2. Meeting Form. Any or all Directors may participate in any Annual, Regular, or Special Meeting or in any Committee meeting of the Foundation Board. The exception to this policy is that meetings of the Board of Governors are confidential and therefore closed to all visitors. Such meetings may be held in person or by phone conference calls or audio/video conferencing. If meetings will be held through the use of telephone or any other means of electronic communication, the following apply:

- (a) Conditions for meetings not held in person. If a meeting is conducted through the use of telephone or any other means of electronic communication, either (i) all participating directors must be able to simultaneously hear each other during the meeting, or (ii) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.
- (b) Notice for meetings not held in person. If a meeting will be conducted through the use of any means described in Subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in Subsection (a) is deemed to be present in person at the meeting.

Section 3. Notice and Waiver of Notice.

- (a) Notice. Notice of the date, time, and place of any Annual, Regular, or Special Meeting shall be given by oral, written, or electronic notice delivered personally to each Director at least forty-eight hours prior thereto. Notice may be personally communicated in person, by telephone, by facsimile, by email, or by other form of wire or wireless electronic communication; written notice may be delivered by United States mail or private carrier. If mailed, such notice shall be deemed to be delivered either when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Foundation, with postage thereon prepaid, or when delivered by a private carrier addressed to the Director at such address with next-day delivery specified. The purpose of, and the business to be transacted at any Special Meeting of the Foundation Board need not be specified in the notice or waiver of notice of such meeting.
- (b) Waiver of Notice. Whenever any notice is required to be given hereunder, 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 is not lawfully called or convened.

Section 4. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Foundation Board. However, if less than such majority is present at a meeting, then a majority of the Directors present may adjourn the meeting without further notice.

Section 5. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Foundation Board, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes or the Articles of Incorporation or by these Bylaws.

Section 6. Action Without Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken at a meeting of the Directors may be taken without a meeting. Written notice setting forth the action so taken and its effective date and time shall be sent to all Directors entitled to vote with respect to the subject matter thereof. Directors shall respond in writing with their vote followed by their full name, first and last. Written votes must be received by the Secretary or designee prior to the date and time set forth in the original communication requesting action without Meeting. An electronic signature shall be as valid as an original signature. A consent in writing signed by two-thirds of the Directors shall be required to pass the action. Such consent shall be placed in the minutes and shall have the same validity as a vote of the Foundation Board taken at a meeting.

Section 7. Presumption of Assent. A Foundation Director who is present at a meeting of the Foundation Board or a committee thereof at which action on any Foundation matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting, or unless such Director shall file a written dissent to such action with the person acting as Secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary as soon as adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VII OFFICERS

Section 1. Number and Qualifications. The principal Officers of the Foundation shall be the President, a Vice President, Secretary, and Treasurer. The same individual may simultaneously hold more than one office, except those of President and Secretary, or President and Vice President. Officers shall be current members of the Foundation Board.

Section 2. Election and Terms of Office. The Officers of the Foundation shall be elected annually by the affirmative vote of a majority of the Foundation Board. Each Officer shall hold office for a term of one year, until a qualified successor is elected upon expiration of the term of that Officer, or until that Officer's death, resignation, reelection, or removal.

Section 3. Powers and Duties of Principal Officers.

(a) **President.** The President shall, when present, preside at all meetings of the Foundation Board and shall govern all the business and affairs of the Foundation. The President may sign, with the Secretary or any other proper Officer of the Foundation authorized by the Foundation Board, any deeds, mortgages, bonds, contracts, or other instruments that the Foundation Board has authorized to be executed. In general, the President shall perform all duties incident to that office and such other duties as may be prescribed by the Executive Committee or Board from time to time. The

President shall be an ex officio member of all standing or special Committees. (See also Article XIII, Corporate Acts for powers of this Officer.)

- (b) Vice President. In the absence of the President, or in the event of the President's death, inability, or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Foundation Board. In the absence of the President, the Vice President shall preside over the Executive Committee.
- (c) Secretary. The Secretary shall (a) be responsible for the minutes of the Foundation Board meetings, (b) see that all notices and invoices are duly given in accordance with the provisions of these Bylaws, (c) be custodian of the Foundation records including membership records, and, in general, (d) perform all duties incident to the office and such other duties as from time to time may be assigned by the President or the Foundation Board. (See also Article XIII, Corporate Acts for powers of this Officer.)
- (d) Treasurer. The Treasurer shall have oversight responsibility for all funds and securities of the Foundation and for moneys due and payable to it and shall perform all of the duties incident to the office and such other duties as from time to time may be assigned by the President or the Foundation Board. The Treasurer shall keep adequate and accurate books of accounts, recording therein the amounts of all funds, securities, and assets of the Foundation. The Treasurer shall counsel with and make recommendations to the Executive Committee on the investment and reinvestment of the Foundation funds and securities, and shall complete all financial negotiations and transactions in accordance with the majority vote of the Executive Committee or the Foundation Board. (See also Article XIII, Corporate Acts for powers of this Officer.)

Section 4. Other Assistants and Acting Officers. The Foundation Board shall have the power to appoint any person to act as assistant to any Officer or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally.

Section 5. Additional Officers. Any additional officer not specified above shall have only such authority, duties, and responsibilities as shall be specifically authorized and designated by the Foundation Board.

Section 6. Resignation. Any Officer may resign at any time by filing a written resignation with the President or Secretary of the Foundation Board.

Section 7. Removal. Any Officer elected by the Foundation Board may be removed by the Board whenever, in its judgment, the best interests of the Foundation will be served thereby.

Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Foundation Board for the unexpired portion of the term.

Section 9. Compensation. Officers of the Foundation shall not receive compensation for serving as Officers but may receive reasonable compensation for other personal services rendered. In addition, Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters provided that such reimbursement is authorized by the Foundation Board.

ARTICLE VIII EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 1. Executive Committee.

- (a) **Formation and General Purpose.** The Foundation Board has, by a majority vote, created an Executive Committee, which shall function as a leadership team for the full Board. The President, Vice President, Secretary, and Treasurer shall, at a minimum, make up the Executive Committee. This Committee shall have all the powers of the Board in managing the business and affairs of the Foundation when the Board is not in session.
- (b) **Specific Tasks.** In addition to the general duties noted above, the Executive Committee has several specific responsibilities: (1) Annually, it shall appoint a Nominating Committee for the purpose of identifying candidates for Officer positions. (2) The Executive Committee, through the Treasurer, shall present for Foundation Board action at each Annual Meeting an operating budget for the succeeding year. (3) It shall review and recommend to the Foundation Board the names of organizations to become Voting Member Organizations. (4) It shall obtain an audit of Foundation accounts at fiscal year end. (5) It shall review new nominations received each year for completeness and compliance with posted guidelines, and for incomplete nominations, will attempt to obtain missing info.
- (c) **Oversight.** All Executive Committee actions are subject to the authority of the Foundation Board to reverse any action taken by the Executive Committee that the Board deems inappropriate. If the Foundation Board has more than the minimum of four Directors who are Officers, the Executive Committee shall not be empowered to act in lieu of the entire Foundation Board with respect to the election of officers or filling of vacancies on the Board or on Committees created.
- (d) **Membership.** The Executive Committee shall be comprised at a minimum of the President, Vice President, Secretary, and Treasurer of the Board. Additional Members-at-Large may be added to the Executive Committee by majority vote of the Foundation Board.
- (e) **Quorum.** After a five-day notice of any Executive Committee meeting, unless specifically waived by all members of the Committee, three members of the Executive Committee shall constitute a quorum.

Section 2. Other Committees.

- (a) **Formation and Purpose.** The Foundation Board may, by a majority vote, create such other Committees as it shall deem necessary and appropriate, consistent with the tax-exempt purposes of

the Foundation. Such Committees may be necessary to implement the objectives, policies, and programs of the Foundation.

- (b) Membership. The Board may designate persons who are not Directors to serve as voting members of other Committees. These persons must be committed to the Foundation mission and vision and have time, talent, and treasure to share through their Committee tasks.
- (c) No Delegable Powers; Rules of Committees. No Foundation Committee shall be empowered to act in lieu of the entire Foundation Board with respect to the election of officers or filling of vacancies on the Board or on Committees created pursuant to this Section. Each Committee shall fix its own rules governing the conduct of its activities and shall make such reports of its activities to the Board as it may request, or as requested by the Board.

ARTICLE IX HALL OF FAME SELECTION PROCESS

Section 1. Selection. Foundation Directors and each Voting Member Organization through their single Representative as defined in Article IV will annually select individuals to be inducted into the Wisconsin Conservation Hall of Fame at an Inductee Selection Meeting. The selection of individuals to be inducted will be presented by the Foundation Board from a slate prepared by an independent Board of Governors. The number of people to be inducted during that award cycle will be determined by majority vote of the Foundation Board and communicated to each Voting Member Organization Representative at least thirty days before the Inductee Selection Meeting when the Voting Member Organization Representatives also receive the slate of finalists for their consideration. Meeting Form, Notice, and Waiver of Notice requirements from Article VI, Sections 2 and 3 shall apply to Voting Member Organization Representatives as well as to Foundation Directors for the Inductee Selection Meeting.

Section 2. Board of Governors.

- (a) Membership and Responsibilities. The Foundation Board will appoint a five-member Board of Governors that will act independently to review nominations for induction that meet standard nomination criteria determined by and adopted by affirmative vote of two-thirds (2/3) of the Foundation Board. In a confidential session, the Board of Governors will discuss and prepare the slate of individuals recommended for induction. Candidate qualifications are regarded as ‘personnel matters,’ and because such matters are discussed candidly at this meeting, it is not open to any visitors – from the Foundation or public except at Board of Governors’ request (just as government committees go into closed sessions when meeting to discuss such matters). A liaison from the Board of Governors will later present this slate to the Voting Member Organization Representatives and Foundation Directors at an Inductee Selection Meeting and will highlight why each nominee was recommended. During the Inductee Selection Meeting to be held annually, each Voting Member Organization’s Representative is afforded the opportunity to join Foundation Directors in voting from the slate presented to make the final selection for induction.
- (b) Qualifications and Terms of Governors. Appointees to the Board of Governors will be called Governors and will be chosen based on their passion for and experience, background, and

understanding of Wisconsin's Conservation Movement. Governors will serve overlapping three-year terms and may be reappointed.

- (c) Independence and Action as a Separate Body. The Board of Governors will be independent of the Foundation Board, the Executive Committee, all other Foundation Committees, and Voting Member Organizations and have no policy authority nor responsibilities for the Foundation. However, advice from the Governors will be sought in shaping adjustments to selection criteria to improve the process and continually strengthen the Foundation's ability to satisfy its purpose in Article II. Finalization of the slate of individuals recommended for induction is the work of the Board of Governors as a body, not their individual work.
- (d) Removal of Governors. Any Governor may be removed from a position on the Board of Governors by affirmative majority vote of the Foundation Board for not being sensitive to conflict-of-interest situations with or about nominees or disclosing confidential nominee selection discussions that took place during Board of Governors meetings.

Section 3. Induction Voting. The slate of finalists for induction into the Wisconsin Conservation Hall of Fame will be available annually to each Foundation Director and Voting Member Organization's Representative (see Article IV) at least thirty days prior to the Inductee Selection Meeting at which voting will occur to choose who will be inducted into the Wisconsin Conservation Hall of Fame the following year. After the completion of the voting process by the Foundation Directors and the Voting Member Organization Representatives at this Inductee Selection Meeting and taking into account absentee votes by Representatives of Voting Member Organizations and Foundation Directors received by the Secretary or designee before the start of the Inductee Selection Meeting (see Article IV, Section 1(a)4), decisions are final. Based on the predetermined number of persons to be inducted (see Section 1 of this Article), the finalist(s) with the most total votes from Foundation Directors and Representatives of Voting Member Organizations will be inducted the following year.

Section 4. Nomination, Technical Review and Removal from the Nomination Pool.

- (a) Nomination. Any individual may be nominated for consideration for induction and need not be re-nominated. Once an individual is nominated, their name will remain in nomination unless removed from the Nomination Pool by two-thirds (2/3) vote of the Foundation Board (see (d) below).
- (b) Standards and Criteria. The nomination standards and criteria and time for accepting nominations will be publicized clearly on the Wisconsin Conservation Hall of Fame website.
- (c) Technical Review. Between the annual due date for receipt of all nominations and the date of the Board of Governors to review them, all nominations will undergo technical review. This will be done by a 3-member Technical Team appointed by the Executive Committee. The Technical Team will review the pool of nomination files to determine (1) the completeness of biographical information (not the quality or caliber of nominee) for each nomination; and (2) compliance with current, publicized standards and criteria for nomination. The Technical Review will be completed in accordance with the timeline publicized on the Foundation website. Those applications passing

Technical Review will be accepted and move on to consideration for induction by the Board of Governors. Where more information is required, the Executive Committee or designee will attempt to contact the nominator to request more complete biographical material. If the Technical Team determines a nominee does not meet current, publicized standards and criteria for induction and a reasonable effort has been made to obtain additional information from the nominator, the Foundation Board of Directors shall review that application and determine its disposition.

- (d) Removal of Applications from the Pool. A Foundation Board vote of two-thirds (2/3) is required to remove a nominee from the pool. Reasons for removal may include incompleteness of an application or it is deemed insufficient to meet publicized standards by the Foundation Board or to be otherwise inappropriate for induction into the Hall of Fame.
- (e) Reacceptance of Removed Applications. Once an application is removed due to inappropriateness for induction (e.g., ethical standards), it will not be accepted as a resubmission. If an incomplete nomination which had been formerly removed is later completed to meet publicized criteria and is deemed appropriate for induction, it may be resubmitted for Technical Review.

ARTICLE X EMPLOYEES AND ADMINISTRATIVE CONTRACTS

Section 1. Employees or Contractors for Administrative Services. The Foundation Board may recruit, select, and hire qualified Foundation employees such as an Executive Director and/or contract with qualified individuals or organizations to provide administrative services or project oversight to carry out the mission of the Foundation and to fulfill functions that may from time to time be assigned by the Board and President.

ARTICLE XI INDEMNIFICATION

Section 1. Indemnification. Each past, present and future Director and Officer, whether or not then in office, shall be indemnified by the Foundation against all expenses actually and necessarily incurred by or imposed upon him or her (including but without being limited to judgments, costs, and counsel fees) in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been a Director or Officer of the Foundation, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled, under any bylaw, agreement, or as a matter of law, or otherwise.

ARTICLE XII FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Foundation shall end on the last day of December in each year.

ARTICLE XIII CORPORATE ACTS, LOANS, AND DEPOSITS

Section 1. Corporate Acts. Unless otherwise directed by resolution of the Board or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for payment of money of the Foundation, and all deeds, mortgages, conveyances, and other written contracts, agreements, and instruments to which the Foundation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Foundation shall be signed by the President, the Secretary, or the Treasurer. The Board may, however, authorize any one of such Officers or one or more other Officers or agents including an Executive Director or Administrative Assistant to sign any of such instruments for and on behalf of the Foundation without necessity of counter signature.

Section 2. Loans. No moneys shall be borrowed on behalf of the Foundation, and no evidence of such indebtedness shall be issued in its name, unless authorized in advance by a resolution of the Foundation Board. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to its credit in such bank or other depositories as the Foundation Board may select.

Section 4. Transfer of Securities. Upon authorization of the Foundation Board, the Treasurer or the Secretary shall have the authority -- as may be customary or necessary -- to effect a regular transfer of any stocks or other registered securities standing in the name of the Foundation. They may also from time to time execute and deliver on behalf of the Foundation proxies on any and all stock owned by this organization, appointing such person or persons to represent the stock owned by the Foundation, and may alter and rescind such proxies at such time and from time to time as deemed advisable.

Section 5. Assets Distribution. No part of the principal of the invested funds of the Foundation shall be distributed except pursuant to a resolution adopted by the affirmative vote of a majority of the Foundation Board, and provided, however, that such proposed distribution is not in violation of the terms under which the property proposed to be distributed was received by the Foundation.

Section 6. Bonding. The Officers and Employees of the Foundation shall, as the Foundation Board directs, furnish a bond in form and with one or more sureties satisfactory to the Foundation Board for the faithful performance of the duties of their respective offices.

Section 7. Financial Reporting and Audits. Within 180 days after the conclusion of each fiscal year, the Foundation shall cause to be prepared complete and accurate financial statements for such fiscal year. At the close of the fiscal year, or at any other time that the Executive Committee may deem advisable, it shall cause the Foundation's accounts to be audited by a committee or a skilled accountant or firm of accountants. Such committee, accountant, or firm of accountants shall submit to the Foundation Board a verified statement of the finances of the Foundation.

ARTICLE XIV CORPORATE PROPERTY

Section 1. Corporate Property. All property of any kind received by the Foundation shall be devoted exclusively to the furthering of the Foundation's purposes as expressed in the Articles of Incorporation and these Bylaws and consistent with applicable laws. The Foundation Board will develop all policy matters with regard to the Wisconsin Conservation Hall of Fame museum, gallery, archives, and/or intellectual property.

ARTICLE XV TAX-EXEMPT STATUS

Section 1. General. This Foundation is nonstock and nonprofit. It shall seek tax-exempt status from taxing authorities and shall carry on no activity that would threaten such status.

Section 2. Net Earnings. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to, its Foundation Board, Officers, or any private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 3. Influencing Legislation. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in any political campaign on behalf of or against any candidate for public office.

Section 4. Prohibited Activities. Notwithstanding any other provision of these Bylaws, the Foundation 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)(3) of the Internal Revenue Code, as amended.

ARTICLE XVI DISSOLUTION

Section 1. Dissolution. In the event of any full or partial dissolution of the Foundation, in any manner or for any reason, the assets of the Foundation that remain after making provision for outstanding obligations shall be distributed exclusively to conservation, natural resources, or scientific organizations organized and operated solely for purposes consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code, as amended, as determined and approved by the Foundation Board and in accordance with the lawful activities and purpose of the Foundation.

ARTICLE XVII AMENDMENTS

Section 1. Amendments. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Foundation Board present either in person or by proxy at any Annual, Regular, or Special Meeting thereof (see Section VI), providing the text of the proposed Amendment be sent with the notice of meeting.

* * *

Certified a true and correct copy of the Bylaws adopted on the 4th day of January, 2022, by the Wisconsin Conservation Hall of Fame Foundation Board to go into effect on January 4, 2022, as the new Foundation Board is installed in accordance with the 2021-2023 Strategic Plan adopted by the Board of Directors on June 17, 2021.

A handwritten signature in black ink, appearing to read "Michael Engleson", with a long horizontal flourish extending to the right.

Michael Engleson