

**BYLAWS OF FRIENDS OF DEVIL’S LAKE STATE PARK, INC.,
A WISCONSIN NONSTOCK CORPORATION**

Article I. Name

The name of the Corporation shall be Friends of Devil’s Lake State Park, Inc. (Friends). Its place of business is Devil’s Lake State Park.

Article II. Purpose

The purpose of this Corporation shall be for the charitable and educational purposes of supporting, assisting, and promoting the Wisconsin Department of Natural Resources (WDNR) with interpretive, scientific, historical, educational, recreational, and related visitor services at Devil’s Lake State Park.

Article III. Members

A. *Authorized membership.* The authorized membership of the Corporation shall consist of memberships with membership prices set by the Friends Board of Directors (Friends BOD) (“membership”). The owner of a membership is hereinafter referred to as a “member.”

B. *Eligibility.* Any individual shall be eligible for membership. Any family shall be eligible for a membership. A family membership includes all members of the immediate family in the household.

C. *Voting.* Each individual membership shall be entitled to one (1) vote on all matters requiring a vote of the membership. Each family membership is entitled to two (2) votes on all matters requiring a vote of the membership. Proxy voting is not permitted.

D. *Transfer of membership.* Membership is not transferable.

E. *Removal of members.* Members may be removed by a vote of a majority of the Friends BOD, with or without cause. If one or more members of a family membership are removed, any remaining members shall continue as members of the Corporation and shall be able to exercise voting rights and enjoy all other privileges of membership.

Article IV. Meetings of Members

A. *Place of meetings.* Meetings of the membership shall be held in the State of Wisconsin at a place determined by the Friends BOD or by virtual meeting.

B. *Annual meetings.* In each calendar year, an annual meeting of the members shall be held during the month of September. The Friends BOD shall give at least 30 days’ written notice of an annual meeting to each membership at the address of the membership held in the records of the Corporation. It shall be the responsibility of each membership to inform the Corporation of any change in address.

C. *Special meetings.* Special meetings of the membership may be called by the President of the Friends BOD, by a majority of the Friends BOD, or by a written request signed by 15 percent of the

memberships and delivered to the Board President. Special meetings require a minimum of seven (7) days' written notice and shall describe generally the business to be transacted at the meeting.

D. *Voting.* Voting shall be by memberships present at a meeting, including either in person meetings or virtual meetings. This includes election of directors to fill vacancies on the Friends BOD. Proxy voting shall not be allowed. A simple majority must be established to pass any motion.

E. *Procedure.* Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of voting members present and voting.

F. *Adjournment.* Meetings may be adjourned from time to time without further notice.

G. *Quorum.* A quorum of 25% of the membership is required to convene special meetings.

Article V. Directors

A. *Number and qualification.* The affairs of the Corporation shall be governed by a Board of Directors composed of no more than nine (9) persons, all who shall be members of the Corporation. At no time shall the number of directors be fewer than three (3) persons. No director shall be an employee or related to an employee of the Wisconsin Department of Natural Resources (WDNR) employed at Devil's Lake State Park. A director shall not be an immediate family member of another director nor a member of the same household of another director.

B. *Powers and duties.* The Friends BOD shall be granted the authority to manage the Corporation, to the extent provided by Wisconsin law.

C. *Term.* The term of each director shall be three (3) years beginning at the annual meeting. Each director shall be limited to two (2) consecutive terms but can otherwise serve multiple terms as a director. After two (2) consecutive terms, a Board member must be absent from the Board as a director for a period of at least one (1) year before he or she is eligible to serve as a director again. He or she shall be nominated for a Board vacancy. The term for a director that fills a vacancy shall fulfill the remainder of the term of the vacating director. This fulfillment shall constitute his or her first term of service on the Board.

D. *Election.* Election of the directors shall take place at the annual meeting of the membership. Each individual membership may cast one (1) vote and each family membership may cast no more than two (2) votes if two or more family members are present for each director vacancy. Nominations for director vacancies may come from voting members from the floor at the annual meeting where elections occur. Vacancies will be filled by nominees receiving the most votes for Friends BOD.

E. *Removal.* A director can be removed by majority vote of the Friends BOD at any time for any reason with or without cause.

F. *Vacancies.* In the event of a mid-term vacancy on the Board, the Friends BOD shall appoint a successor to fill the vacancy for the remainder of the term for that position. The term for a director that is appointed to fill a vacancy which occurs any time during the previous director's term will be the remainder of the term of the vacating director. This fulfillment shall constitute the appointed director's

first term of service on the Friends BOD. Vacancies will be filled by nominees receiving the most votes for Friends BOD.

G. Compensation. No compensation shall be paid to directors for their services as directors. A director may be reimbursed for out-of-pocket expenses as approved by the Friends BOD. Directors may not achieve any financial gain by the nature of his or her position or acquaintance with the Corporation, pursuant to the Friends of Devil's Lake State Park, Inc. Conflict of Interest Policy.

H. Organization meeting. The first meeting of a newly elected Friends BOD shall be held as soon as possible after the annual meeting where the new directors are elected and at such place as shall be designated by the directors. No notice shall be necessary to the newly elected directors in order to legally constitute such meeting, provided a majority of the Friends BOD shall be present.

I. Regular meetings. Regular meetings of the Friends BOD may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least two such meetings shall be held during each fiscal year. Virtual meetings or combination in-person and virtual meetings may be held in lieu of in person meetings at the discretion of a majority of the Friends BOD. Notice of regular meetings of the Friends BOD shall be given to each director, personally, or by email, regular mail, or telephone, at least five (5) days prior to the day named for such meeting.

J. Special meetings. Special meetings of the Friends BOD may be called by the President on a minimum of three (3) days' notice to each director, given personally, or by mail, telephone, or e-mail, which notice shall state the time, place, and purpose of the meeting. Meetings may be held virtually at the discretion of the Friends BOD.

K. Quorum. At all meetings of the Friends BOD, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Friends BOD.

L. Voting. Voting shall be by directors present at the meeting (in-person or virtual). Voting may also be conducted by email, as long as Robert's Rules of Order are followed. Proxy voting shall not be allowed. Action shall be taken by the majority of votes.

M. Indemnification. Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.

N. Committees. The Friends BOD may establish any standing or special committees as it deems appropriate (e.g., business committee, advisory committee).

Article VI. Officers

A. In General. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Friends BOD. This includes a Treasurer who serves the Friends BOD and may be ex officio. The Directors may appoint an assistant treasurer, and an assistant secretary, and such other officers as in their judgment may be necessary. No person may hold more than one (1) of the offices. All officers shall serve without compensation, except that they may be reimbursed for out-of-pocket expenses as approved by the Friends BOD. Officers may not achieve any

financial gain by the nature of his or her position or acquaintance with the Corporation, pursuant to the Friends of Devil's Lake State Park, Inc. Conflict of Interest Policy.

B. *Election and removal of officers.* The officers of the Corporation shall be elected annually by the Friends BOD at the organization meeting of each new Board and shall hold office at the pleasure of the Friends BOD and may be removed by a majority vote of the Friends BOD with or without cause.

C. *President.* The President shall be a member of the Friends BOD and generally manage the day-to-day operations of the Corporation subject to the direction of the Friends BOD. The President shall preside at all meetings of the Friends BOD and the membership. The President shall execute all documents on behalf of the Corporation authorized by the Friends BOD.

D. *Vice President.* The Vice President shall be a member of the Friends BOD and take the place of the President and perform the duties of the office whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Friends BOD shall appoint some other member of the Board to act in such capacity on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him or her by the Friends BOD.

E. *Secretary.* The Secretary shall maintain all records of the Corporation and shall prepare minutes of all meetings of the Board of Directors and the membership.

F. *Treasurer.* The Treasurer may or may not be an elected member of the Friends BOD but serve by appointment. He or she shall have responsibility for corporate funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. The Treasurer shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Corporation in such depositories as may from time to time be designated by the Friends BOD. The Treasurer need not be a member of the Friends BOD. The Treasurer shall not be an employee of the WDNR or married to an employee of the WDNR. If not a director, the Treasurer shall not have a vote as a member of the Friends BOD. The Treasurer shall report the financial status and performance of the Corporation at Friends BOD's meetings, including audit reports, financial activity, changes to accounts, and/or changes to Corporate property. The Treasurer shall present the financial performance of the Corporation to the members of the Corporation during the annual membership meeting in September each year. Members may also request in writing to the Board President information pertaining to the financial performance and status that might not otherwise be provided. Requests of records will be provided by the Treasurer within fourteen (14) days of the written request and will be made available at the Devil's Lake State Park Headquarters.

Article VII. Fiscal Management

A. *Fiscal year.* The fiscal year of the Corporation shall begin on the 1st day of November every year.

B. *Execution of corporate documents.* With the prior authorization of the Friends BOD, all notes and contracts shall be executed on behalf of the Corporation by either the President or the Vice President, and all checks in excess of \$1,000 shall be executed on behalf of the Corporation by a minimum of two signatures including the President, Vice President, or Treasurer.

C. *Specific donations.* Money received by donation for a specific purpose shall be expended only for the purpose specified by the donor.

D. *FDIC.* The Corporation shall maintain all funds in any financial institution whose deposits are insured by an agency of the United States and only to the limit of agency insurance per financial institution. The Friends BOD shall determine the financial institutions used for this purpose.

Article VIII. Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Friends BOD or a majority vote of the membership where a quorum is 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 IX. Property Coordinator

The Property Coordinator shall serve as the WDNR representative to the Friends BOD and shall advise the Board on all program needs, publications, and activities. The Property Coordinator shall be the Park Superintendent or such person as the Superintendent shall appoint. The Property Coordinator shall meet with the Friends BOD but shall have no vote on actions taken by the Friends BOD. The Property Coordinator shall not be authorized to sign checks, contracts, or otherwise act as a representative of the Corporation. The Friends BOD may authorize the Property Coordinator to supervise day-to-day business activities of the Corporation and submit to the Board such reports of its affairs as may be requested, as well as an annual report at the annual meeting. The Property Coordinator is authorized to call a meeting of the Friends BOD if he or she determines that emergency action is necessary.

Article X. Property and Assets

A. 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 dues, non-specified donations, 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 Devil's Lake State Park and its mission and activities and items budgeted annually by the Friends BOD. Money received by donations for specific purposes shall be expended only for the purposes directed and specified by the donor.

B. Withdrawals of any kind (check, automated clearing house (ACH), bank draft, or wire transfer) from any of the Corporation's accounts shall require authorization from two (2) of the three (3) signers on Corporation accounts. The designated signers shall be the Corporation's President, Vice-President, and/or the Treasurer. Withdrawals for the closing of accounts and/or the transfer of funds to a new financial institution must be approved by the Friends BOD in advance of the transaction(s). Exceptions for two (2) signature withdrawals are allowed from the Corporation's accounts for amounts of \$1,000 or less per transaction. This exception would be maintained in coordination with the terms of the financial institutions where the accounts reside. Exceptions would also include automated and electronic payments made to vendors or contractors on a monthly or annual basis for ongoing services, including for example social media contractors, internet services, and web-hosting fees, where the monthly or annual charges have previously been approved by the Friends BOD and documented in meeting minutes.

C. The Corporation shall maintain all funds in any financial institution whose deposits are insured by an agency of the United States and only to the limit of agency insurance per financial institution. The Friends BOD shall determine the financial institutions used for this purpose.

D. No income of the Corporation shall be distributable to its directors or officers, except reimbursement for expenses incurred for the benefit of the Corporation. Reasonable compensation may be established for services or work performed by contractors of the Corporation.

Article XI. Dissolution

In the event of dissolution of the Corporation, all net assets shall be transferred to the Devil's Lake State Park gift and donation account. Any portions of funds donated for a specific purpose at Devil's Lake State Park will be so designated to the extent possible.

Last revision by Friends of Devil's Lake State Park approved August 3, 2022.