#### BYLAWS of FRIENDS OF HUNT HILL AUDUBON SANCTUARY, INC.

### ARTICLE 1 Location

The principal office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Wisconsin as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the principal office shall be at N2384 Hunt Hill Road, Sarona, Wisconsin 54870.

# ARTICLE 2 Membership

SECTION 2.1 <u>Voting Members</u>. This corporation shall have members with voting rights. Individuals who desire to become members of this corporation shall become members of this corporation by applying for such membership and paying the annual dues in advance. No limitations shall be placed on members because of sex, race, or creed.

SECTION 2.2 <u>Dues.</u> The Board of Directors shall have the right to determine the dues or other payments to be made by the members of the corporation from time to time. Dues shall be payable at the time of application and shall be effective for one year from January first until December 31 of that year. If renewal dues are not received by the corporation within six (6) months after the membership anniversary date, the member shall be dropped from the membership rolls.

SECTION 2.3 <u>Honorary Members</u>. The Board of Directors may confer honorary membership on any individual or individuals based upon such criteria, and with such voting rights, as the Board of Directors shall from time to time determine.

SECTION 2.4 <u>Interests in Property.</u> The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

SECTION 2.5 **Resignations.** Any member may resign his or her membership at any time by giving written notice to the Board of Directors or to the Recording Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns his or her membership shall not be entitled to a refund of any dues or other payments made to the corporation.

## ARTICLE 3 Meetings of Members

SECTION 3.1 <u>Annual Meeting.</u> The annual meeting of the members of the corporation held for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at such time on the first Sunday in November in each year as designated by the Board of Directors and at the place, within or without the State of Wisconsin, designated from time to time by the Board of Directors. If the Board of Directors does not fix a different time or place, each such meeting shall be held at 7:30 p.m. Central Time and at the registered office of the corporation.

SECTION 3.2 <u>Special Meetings</u>. Special meetings of the members of the corporation may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of at least ten percent (10%) of the members of the corporation. Anyone entitled to call a special meeting, and the Corresponding Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof. If the Corresponding Secretary shall then to give notice of the meeting within seven (7) days from the date on which the request is made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided.

SECTION 3.3 <u>Notices.</u> Written notice of an annual or special meeting of the members, stating the time and place thereof, shall be mailed, postage prepaid, not less that fourteen (14) nor more than sixty days before the meeting, excluding the day of the meeting, to each member of the corporation. Any member may make written waiver of notice before, at or after a meeting, and such waiver shall be filed with the person who has been designated to act as Recording Secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

SECTION 3.4 <u>Voting</u>; <u>Quorum</u>. At all meetings of the members, each member shall be entitled to cast one vote on any question coming before the meeting. Cumulative voting shall not be permitted. The presence of eight percent (8%) of the members shall constitute a quorum at any meeting thereof. The members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken.

SECTION 3.5 <u>Written Action; Written Ballots</u>. Any action that may be taken at a meeting of the members may be taken without a meeting if authorized in writing and signed by all of the members who are entitled to notice of the meeting for such purpose. Election of directors may be conducted by written ballot without any actual meeting. In such cases, a written ballot describing the proposed action and providing an opportunity to vote for or against each

candidate shall be mailed or delivered to each member entitled to vote. Election by written ballot shall be valid only if the total number of ballots cast equals or exceeds the number of members required to be present for a quorum and the number of votes cast in favor of the candidate equals or exceeds the number of votes required in order to elect the candidate at a meeting of the members.

# ARTICLE 4 Directors

SECTION 4.1 <u>Number and Methods of Election</u>. At all times following the first annual meeting of the membership of the corporation, the Board of Directors of this corporation shall consist of no less than nine (9) nor more than fifteen (15) persons and the Board of Directors may further enlarge itself by approval of a two-thirds (2/3) majority of vote of the Board of Directors. The initial Board of Directors shall consist of the persons designated in the Articles of Incorporation of this corporation who shall serve until the time indicated in the Articles of Incorporation. Thereafter, directors of this corporation shall be elected by the voting members at each annual meeting.

SECTION 4.2 <u>Terms.</u> Except as otherwise provided in Section 4.1, each director of this corporation shall be elected to serve for a term of three (3) years. The members of the Board of Directors shall be divided into three (3) classes as nearly equal as possible, so that the term of office of approximately one half (1/2) of the members of the Board of Directors shall expire each year. A director shall hold up to two terms, then not be re-elected until three years have passed. A director shall hold office for the term of which he or she was elected and until his or her successor has been elected and qualified, or until his or her prior death, resignation or removal. Any director may at any time be removed with or without cause by the Board of Directors or by the membership. Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the President for the unexpired term of such director, subject to the approval of two-thirds (2/3) of the entire Board of Directors.

SECTION 4.3 <u>Ex officio and Honorary Directors</u>. The Board of Directors may, from time to time, elect one or more ex officio or honorary directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio and honorary directors shall be non-voting directors of this corporation.

# ARTICLE 5 Meetings of the Board of Directors

SECTION 5.1 <u>Annual Meetings.</u> The annual meeting of the Board of Directors held for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held immediately following the annual meeting of the members of the corporation at the time and place designated from time to time by the Board of Directors.

SECTION 5.2 <u>Other Regular Meetings</u>. Other regular meetings of the Board of Directors may be established by the Board of Directors. The Board of Directors shall meet at least six (6) times each year, including the annual meeting. Such meetings may be held without notice at the registered office of this corporation or at such other place as the Board of Directors may from time to time designate.

SECTION 5.3 <u>Special Meetings.</u> Special meetings of the Board of Directors may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of four (4) or more members of the Board of Directors. Anyone entitled to call a special meeting of the Board of Directors may make a written request to the Corresponding Secretary to call the meeting, and the Corresponding Secretary shall given notice of the meeting, setting forth the time, place and purpose thereof. If the Corresponding Secretary fails to give notice of meeting within seven (7) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 5.4 <u>Notices of Meetings.</u> Written notice of each annual or special meeting of the Board of Directors stating the time and place and purpose thereof shall be mailed, postage prepaid, not less than fourteen (14) nor more than sixty (60) days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. Any director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Recording Secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

SECTION 5.5 **Quorums and Voting.** At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote on the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes are required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

SECTION 5.6 <u>Adjourned Meetings.</u> When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken.

SECTION 5.7 <u>Written Action</u>. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all directors.

SECTION 5.8 <u>Telecommunication</u>. A director may participate in a meeting of the Board of Directors by any means of communication through which the director, other persons so participating and all persons physically present at

the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting. A conference among directors by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes person presence at the meeting.

### ARTICLE 6 Officers

SECTION 6.1 <u>Tenure of Office</u>. The officers of this corporation shall be a President, a Vice President, a Secretary (one person may act as Recording and Corresponding Secretary), a Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors to serve for terms of one (1) year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold more than one office at the same time, except the offices of (a) President and Vice President and (b) President and Secretary. The officer's mist be directors of this corporation.

SECTION 6.2 <u>President.</u> The President shall be the chief executive officer of this corporation. He or she shall preside at all meetings of the Board of Directors and the membership. He or she shall have general supervision, direction and management of the affairs of this corporation. He or she may executive on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required of authorized by the Board of Directors for the proper and necessary transaction of the business of the corporation. He or she shall be a member of each committee of the Board of Directors.

SECTION 6.3 <u>Vice President.</u> The Vice President shall perform the duties of the President in case of the latter's absence or disability. The execution by the Vice President on behalf of this corporation of any instrument shall have the same force and effect as if it were executed on behalf of the corporation by the President.

SECTION 6.4 <u>Recording Secretary.</u> The Recording Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation. He or she shall maintain a list of members of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 6.5 <u>Corresponding Secretary</u>. The Corresponding Secretary shall send notice of all meetings of the membership and the Board of Directors,

and shall conduct all correspondence relative to the business of the corporation, other than that conducted by committee chairpersons. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation, or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 6.6 <u>Treasurer</u>. The Treasurer shall have charge of the funds of the corporation, shall advise the Board of Directors on investment matters, and shall have and may exercise such other duties as may be assigned to him or her from time to time by the Board of Directors. He or she shall present the Board of Directors at its annual meeting his or her report as treasurer of this corporation, and shall from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall serve as a non-voting member of any fundraising committees and as a voting member of any finance committee.

SECTION 6.7 <u>Assistant Treasurer</u>. The Board of Directors in its discretion may elect an Assistant Treasurer who shall perform the duties and assume the responsibilities of the Treasurer as above set forth under the general direction of the Treasurer or President.

SECTION 6.8 <u>Additional Powers</u>. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by said Board.

# **ARTICLE 7 Committees**

SECTION 7.1 Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Each committee chairperson shall be a director of this corporation and shall be appointed by the President with the consent of the Board of Directors. Except for the Executive Committee, committee members will be appointed by the chairperson of that committee.

SECTION 7.2 <u>Executive Committee</u>. The Board of Directors may designate an Executive Committee composed of at least three (3) directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 7.3 <u>Meetings and Voting.</u> Each committee of this corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this corporation may be called by the chairperson of that committee, or by the President. Two days' notice by mail, telephone or telegraph shall be given of any

special meeting of a committee. Appearance at a meeting is deemed to be a waiver of notice unless the appearance is solely for the purpose of asserting the illegality of the meeting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

SECTION 7.4 <u>Telecommunication</u>. A committee member may participate in a meeting of any committee designated by the Board of Directors not described above by any means of communication through which the committee member, other persons so participating and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means also constitutes presence in person at the meeting. A conference among members of any committee designated by the Board of Directors by any means of communication through which the member of the committee may simultaneously hear each other during the conference constitutes a meeting of the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

# ARTICLE 8 Fiscal Year

Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.

# ARTICLE 9 Miscellaneous

SECTION 9.1 <u>Corporate Seal.</u> This corporation shall have no seal. SECTION 9.2 <u>Amendments.</u> These Bylaws may be amended from time to time by the affirmative vote of a majority of the members present at a special or annual meeting, provided that notice of the meeting shall have contained a copy or summary of the proposed amendment.

SECTION 9.3 <u>Indemnification.</u> To the full extent permitted by any applicable law, this corporation shall indemnify each person who was or is a party or it threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person –

(a) is or was a director, officer, employee or member of a committee of the corporation; or

(b) while a director, officer or employee of this corporation, is or was serving as a director, officer, partner, trustee, employee or agent of another organization of employee benefit plan at the request of this corporation or pursuant to his or her duties as a director, officer of employee of this corporation;

- against expenses, including attorneys' fees, judgment, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actually and reasonably incurred by such person in connection with such action, suit or proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall insure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

SECTION 9.4 <u>Authority to Borrow, Encumber Assets</u>. No officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage of pledge its real or personal property except within the scope and to the extent of the authority delegated by resolution adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 9.5 <u>Deposit of Funds</u>. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in a manner or manners authorized by the Board of Directors.

President: Katherine Stewart (Date Adopted: November 3, 2002 - FOHHAS' Annual Meeting)