

**BYLAWS OF THE
LOWER SUGAR RIVER WATERSHED ASSOCIATION, INC.**

ARTICLE I. NAME, OFFICES, AND PURPOSES

Section 1. The name of the Non-stock Corporation (hereafter referred to as the Corporation) is the Lower Sugar River Watershed Association, Inc. (LSRWA).

Section 2. The Corporation shall have its principal place of business in Green County, Wisconsin, and may have such other places of business as the Board of Directors may from time to time determine.

Section 3. The purpose of the Corporation is to receive and administer funds and to operate exclusively for charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, and in particular to serve as a forum for individuals and diverse stakeholder groups to come together to learn about and celebrate the natural resources in the watershed of the Lower Sugar River and its tributaries that sustain our health, vitality, prosperity, and the quality of our lives. The Corporation will build its capacity to identify and respond to watershed issues and risks with education and hands-on conservation projects aimed at restoring and sustaining all watershed ecosystems. To do all such things and to perform all such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501(c)(3) of the federal tax code, with all the power conferred upon non-stock Corporations pursuant to the laws of the State of Wisconsin and any other applicable jurisdiction.

Section 4. No director of the Corporation shall have any title to or interest in the corporate property or earnings in the director's individual or private capacity, and no part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II. MEMBERSHIP

Section 1. Any person who lives, works, recreates or has interest in the watershed may become a member upon payment of regular membership dues. The Board of Directors shall establish and adjust from time to time one-year membership dues and donation categories and rates as it shall deem appropriate, such as the following:

Student Dues	\$15
Individual Dues	\$25
Family/Household Dues	\$40
Sustaining Donation	\$100
Sponsor Donation	\$250
Benefactor Donation	\$500 - \$1,000

Membership shall commence upon payment of the membership dues and shall continue for one year.

All members shall be eligible to receive all annual or other reports of the Corporation, attend all meetings, and to become officers and directors. Each Student and Individual membership and each Family/Household membership shall be entitled to one vote each at the meetings of the membership. Municipalities, Organizations, or Businesses are entitled

to one vote each. Membership shall terminate automatically for non-payment of membership dues thirty (30) days following the date on which renewal payment is due. Membership dues are non-refundable and non-transferable. Memberships terminated for non-payment shall be reinstated as of the date payment is received. Any member may be removed from membership upon good cause and by a majority vote of the Board of Directors.

ARTICLE III. MEETINGS

Section 1. Unless the Board of Directors shall otherwise determine, an annual meeting of the Members will be held during the first quarter of the year and on a date to be determined by the Board. The annual meeting will be open to the general public and will include at a minimum election of board members, presentation of annual reports, and other business pertinent to the Corporation. The Board of Directors will hold at least four regular meetings each calendar year at such times and places as may be designated in the notice of the meeting; such regular meetings will be open to the public. Directors will elect officers as directed in Article V, Section 2.

Section 2. Written notice of the time and place of all meetings of the Board shall be given to each director at least seven days before the date of the meeting, either personally or by mailing via post or electronic email such notice to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting.

Section 3. Special meetings of the Board of Directors or membership may be called at any time by the President of the Corporation or in his or her absence by the vice-President or upon receipt of a written request by three or more directors. Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without consensus, if all of the directors or committee members entitled to decide thereon consent in writing either personally or via post or electronic mail. The written contents shall be filed with the minutes of the proceedings and shall have the same effect as a formal decision for all purposes.

Section 4. Any officer may be removed from their position, with cause, with an affirmative vote by two-thirds of directors holding office at that time. The matter of removal may be acted upon in a special meeting or in a closed session of any meeting of the Board of Directors, provided that the notice of intention to consider said removal is given to each director holding office at that time, including the officer affected, at least 7 calendar days prior to said meeting.

Section 5. At all meetings of the Board of Directors or of any committee appointed by the Board, each director or committee member present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the membership of the Board of Directors or committee will constitute a quorum at any meeting.

Section 6. Unless otherwise required pursuant to these Bylaws, the Articles of Incorporation for the Corporation or other applicable law or regulation, at a meeting at which there is a quorum present, a simple majority affirmative vote of the directors or committee members present is required to pass a motion before the Board of Directors or of any committee appointed by the Board.

Section 7. Proxy voting will not be permitted.

Section 8. Roberts Rules of Order will be the authority for all questions of procedure at any meetings of the Corporation.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, which is the governing body of the Corporation. The Corporation is organized on a nonstock, directorship basis and, except as otherwise provided by law; all matters which are subject to membership vote or other action in the case of a Wisconsin nonprofit membership Corporation shall be approved by action of the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the Corporation, but not less than annually.

Section 2. The Board of Directors shall serve without compensation and consist of an odd number of not less than seven persons, as the Board of Directors shall from time to time determine.

Section 3. Election of the new directors or election of current directors to a successive term will occur as the first item of business at the annual meeting of the Corporation. Directors will be elected by a majority vote of the membership, 10% of which is necessary to reach a quorum.

Section 4. The term of the initial Board of Directors will be staggered as determined by lots or on a volunteer basis, otherwise the term of each director of the Corporation will be two years, after which a director is eligible for reelection at the annual meeting, with no restriction on the number of consecutive terms.

(This section amended on March 2, 2016 by a vote of 9/0, with two directors absent, to remove previous restrictions on the number of consecutive terms.)

Section 5. When a director dies, resigns, or is removed, the Board of Directors may appoint a director to serve for the duration of the unexpired term.

Section 6. Three consecutive unexcused absences of a director will warrant discussion for removal. In such instance, director can be removed with an affirmative vote by two thirds of directors holding office at that time. Any director may be removed from the Board of Directors, for action or conduct detrimental to the purposes or mission of the Corporation, with an affirmative vote by a quorum of the members, 10% of which is necessary to reach a quorum. The matter of removal may be acted upon at any meeting of the Board of Directors, provided that the notice of intention to consider said removal is given to each director holding office at that time, including the director affected, and to members at least 7 calendar days prior to said meeting.

Section 7. By resolution of the Board of Directors, reasonable expenses may be allowed for attendance at special meetings or conferences.

ARTICLE V. OFFICERS

Section 1. The officers of this Corporation will be a President, Vice-President, Secretary, Treasurer and such officers with duties as the Board of Directors prescribes.

Section 2. The officers of the Corporation will be nominated by and elected annually by the Board of Directors at the first regularly scheduled meeting following the annual member meeting. Officers shall serve two-year term and will be eligible for nomination and re-election to another term while serving in any Board of Directors' term.

Section 3. Any officer may be removed by the Board of Directors by a vote of two-thirds of all of the Board of Directors holding office at that time. The matter of removal may be acted upon at any meeting of the Board of Directors, provided that the notice of intention to consider said removal has been given to each Board of Directors member and to the officer affected at least 7 days previously.

Section 4. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term. That office shall be elected by a majority vote of the Board of Directors.

Section 5. The President will be the chief executive officer of the Corporation. It will be the duty of the President to preside at all meetings of the Board of Directors. He or she and one additional officer will execute on behalf of the Corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Corporation.

Section 6. It will be the duty of the Vice-President to act in the absence or disability of the President and to perform such their duties as may be assigned to him or her by the President of the Board of Directors.

Section 7. The Secretary will be responsible for keeping the Corporation records. He or she will give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or by these bylaws. The

Secretary will be the custodian of all books, correspondence and paper relating to the business of the Corporation, except those of the Treasurer.

Section 8. The Treasurer will have general charge of the finances of the Corporation. When necessary and proper, he or she and the President will endorse on behalf of the Corporation all checks, drafts, notes, and other obligations and evidences of the payment of money to the Corporation or coming into his or her possession; and he or she will deposit the same, together with all other funds of the Corporation coming into his or her possession, in such bank or banks as may be selected by the Board of Directors. He or she will keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board of Directors. He or she will present to the Board of Directors prior to its annual meeting his or her annual report as Treasurer of the Corporation and will from time to time make such other reports to the Board of Directors as it may require.

Section 9. Any officer of the Corporation, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such addition duties as may be prescribed from time to time by said Board of Directors.

ARTICLE VI. EMPLOYEES

Section 1. The Board of Directors may hire employees to carry out the work of the Corporation. The Board may authorize a hiring committee to interview job applicants and make recommendations to the Board, which maintains the hiring authority.

ARTICLE VII. COMMITTEES

Section 1. The Board of Directors may create and define one or more ad hoc or standing committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. Each committee will consist of a committee chair and two or more committee members to achieve an odd number. Committee members may be members of the Board of Directors, member of the Corporation, or other interested individuals. The chair of the committee will be appointed by the President of the Corporation who will act with the Board of Directors' approval. After consultation, the President and Committee Chair will appoint the committee members. The studies, findings, and recommendations of all committees will be reported to the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of incorporation, or other applicable law or regulation. The Board of Directors may establish one or more executive committees and determine the powers and duties of such executive committee or committees within the limits prescribed by law.

ARTICLE VIII. MISCELLANEOUS

Section 1. The Corporation will have the power to indemnify and hold harmless any director, officer or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (excepting in the cases involving willful misconduct) to the extent permitted by Wisconsin law or other applicable jurisdiction. The Corporation will have the power to purchase or procure insurance for such purpose.

Section 2. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by the bylaws to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

Section 3. All checks, drafts, and other orders for payment of funds will be signed by the President and Treasurer.

Section 4. The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and committees that have any of the authority of the Board of Directors; and it will keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

Section 5. Director Conflict of Interest. No contract or other transaction between the Corporation and one or more of its Directors or officers or any other corporation, firm, association, or entity in which one or more of the Directors or officers are Directors or officers or has a material financial interest shall be entered into by the Corporation unless the fact of such relationship or interest is disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors or officers. Common or interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such contract or transaction.

(This section adopted on January 11, 2013 by a unanimous electronic vote of the Board of Directors)

ARTICLE IX. AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

Section 1. Any member of the Corporation may propose an amendment to the bylaws. Upon written notice to the Board of Directors for a Special Meeting specifically for the purpose of amending or revising the bylaws of the Corporation, which meeting shall be held not less than 30 days from the date of such notice, the Board of Directors may adopt such proposed changes by a 2/3 majority vote. No amendment to the bylaws inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

Section 2. Unless otherwise provided in the Articles of Incorporation, the Board of Directors may adopt amendments to the Corporation's Articles of Incorporation, as provided by Wisconsin Statutes and without the approval of the members, upon written notice to the Board of Directors for a Special Meeting specifically for the purpose of amending or revising the Articles of Incorporation. Said Special Meeting shall be held not less than 30 days from the date of such notice and the Board of Directors may adopt such proposed changes by a 2/3 majority vote.

ARTICLE X. DISSOLUTION

Section 1. Upon the dissolution of the Corporation, and after the payment or the provision for payment of all the liabilities of the Corporation, the Board of Directors shall distribute all of the remaining assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

THESE BYLAWS WERE APPROVED AT THE MEETING OF THE LOWER SUGAR RIVER WATERSHED CORPORATION ON MAY 2, 2012, AND APPROVED AS AMENDED ON JANUARY 11, 2013 AND ON MARCH 2, 2016.

Susan M. Lehnhardt, President

Mindy Reinstra, Secretary