

# **FRIENDS OF THE VAN VLIET HEMLOCKS**

## **CODE OF REGULATIONS**

### ARTICLE I: NAME AND AFFILIATION

The name of this organization is the Friends of the Van Vliet Hemlocks (hereinafter “FRIENDS”).

The FRIENDS are organized as an unincorporated nonprofit association pursuant to the authority and provisions of Chapter 184 of the Wisconsin Statutes

The FRIENDS is founded under the auspices of North Lakeland Discovery Center, Incorporated (hereinafter referred to as “NLDC”), a 501c(3) organization. Due to this close relationship, the FRIENDS complies with applicable articles of NLDC by-laws.

The FRIENDS is self-sufficient in the pursuit of organization programs and activities but is partially supported by NLDC via facility, equipment, professional and volunteer staff, insurance, and communications assets.

The FRIENDS also may choose to maintain membership with other organizations related to the purpose of the FRIENDS. Examples of such affiliations may include the Last Wilderness Conservation Association, the Van Vliet Lake Association and the Natural Resources Foundation of Wisconsin.

### ARTICLE II: PURPOSE

The FRIENDS are organized for the purpose of protecting and preserving the unique ecology of a certain parcel known as the “Van Vliet Hemlocks” (depicted on the attached map) which is currently owned the State of Wisconsin, Board of Commissioners of Public Lands and for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. To that end, FRIENDS promotes the development of trails and educational materials for the benefit of the general public.

The FRIENDS acknowledge that they may not undertake any management activities, infrastructure improvement projects or habitat alteration of any type on the Van Vliet Hemlocks without advance express authorization from the Board of Commissioners of Public Lands.

The FRIENDS will serve as an organizational entity through which organization members may participate in or lead:

- ⇒ Activities supporting protection and preservation of Van Vliet Hemlocks.
- ⇒ Projects developing and/or maintaining trails, signs and interpretive materials.
- ⇒ Education efforts in collaboration with NLDC and area schools and organizations, aimed at supporting education and other recreational activities consistent with the FRIENDS’ purpose.

## ARTICLE III: MEMBERS

### SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

All members of the FRIENDS shall have the same rights, privileges, restrictions and conditions.

### SECTION 2. QUALIFICATION OF MEMBERS

The qualifications for membership in the FRIENDS are to be a monetary donor to the organization. Members may be individual, household, organization or corporate.

### SECTION 3. NUMBER OF MEMBERS

There is no limit on the number of members the FRIENDS may admit.

### SECTION 4. MEMBERSHIP RECORD

The FRIENDS shall keep a membership record containing the name, address, telephone number(s), email address if applicable, and contribution status of each member. A copy of such record shall be kept at the NLDC principal office. This record shall be accessible only by members of the FRIENDS and the Executive Director of NLDC and NLDC employees.

### SECTION 5. NONLIABILITY OF MEMBERS AND MANAGEMENT OF FRIENDS

A member of the FRIENDS or a person authorized to participate in the management of the FRIENDS shall be exempt from personal liability to the fullest extent permitted under the Uniform Unincorporated Nonprofit Association Act, Chapter 184 of the Wisconsin Statutes..

### SECTION 6. CONCLUSION OF MEMBERSHIP

The membership of a member shall end upon the occurrence of any of the following events:

(1) Upon his or her notice of resigning membership delivered to the President of the FRIENDS by any means.

(2) Upon a failure to make a monetary contribution to the FRIENDS for a period greater than 2 years.

### SECTION 7. CHARTER MEMBERS

The following organizations are designated as "Charter Members" based on their activities in support of the development of the FRIENDS:

(1) NLDC

(2) Last Wilderness Conservation Association

(3) Van Vliet Lake Association

## ARTICLE IV: MEETINGS OF MEMBERS

### SECTION 1. PLACE OF MEETINGS

Meetings of the members shall be held at NLDC or at such place or places as may be designated from time to time by the President.

### SECTION 2. ANNUAL MEETING

A regular meeting of members shall be held in the summer of each year, at such time and place as may be designated by the Board of Directors. The purpose of the meeting shall be election of officers and directors and transacting other business as may come before the meeting.

The candidates receiving the highest number of votes for each office or director position shall be elected. Each voting member shall cast one vote per vacancy. The annual meeting of FRIENDS members shall be deemed a regular meeting.

Notice for the Annual Meeting may be either on a website maintained by the FRIENDS, by e-mail or by regular mail as determined in the sole discretion of the Board. Such notice shall be given at least 30 days prior to the Annual Meeting and is deemed to be given when posted to the website or placed in transmission either by e-mail or regular mail.

### SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors or the President of the FRIENDS.

Notice for a Special Meeting may be either on a website maintained by the FRIENDS, by e-mail or by regular mail as determined in the sole discretion of the Board. Such notice shall be given at least 5 days prior to the Special Meeting and is deemed to be given when posted to the website or placed in transmission either by e-mail or regular mail. Such notice shall state the purpose of the Special Meeting.

### SECTION 4. QUORUM FOR MEETINGS

A quorum shall not be required to conduct FRIENDS business at any meeting of the organization. However, a quorum consisting of a majority of existing members shall be required to amend this Code of Regulations pursuant to the first paragraph of Article XV below.

The Board of Directors or President will determine whether any agenda items may be of sufficient interest to general organization welfare to include a proxy vote. Such agenda items will be noted in the communication of the meeting notice which shall include a proxy vote for those unable to attend the meeting.

### SECTION 5. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person, or by

proxy, at a duly held meeting will constitute action in behalf of the FRIENDS.

## SECTION 6. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or by proxy.

## SECTION 7. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President, or, if there is no President or, in his or her absence, by the Secretary or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the FRIENDS shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by common sense and civility, so rules-of-order are considered unnecessary. If the need for formal order becomes necessary, the Chairperson may choose to apply Roberts Rules of Order.

## ARTICLE V: BOARD OF DIRECTORS

### SECTION 1. GENERAL

The affairs of the FRIENDS shall be managed by a Board of Directors, each of whom shall be a member in good standing and of legal age. The Board shall have the power to control all matters of policy and expenditure of funds in the organization, per the Letter of Understanding signed by organization leadership and NLDC Executive Director, and thereafter submitted for approval by the NLDC Board of Directors. The Friends' Board may take any action which is permitted or required to be taken to preserve the general welfare of the organization.

### SECTION 2. COMPOSITION

The Board of Directors consists of a duly designated appointee of each of the Charter Members shown above in Article 3, Section 7. In addition, the Board shall consist of 5 additional directors. Officers shall be elected at the Annual Meeting of the FRIENDS. Until such time as the first annual meeting, those 5 additional directors shall be: (1) President, Tom Olson, (2) Secretary, Jill Wilm, (3) Treasurer, Paul Specht, (4) Member, John Bates, and (5) Member, Ed Brodsky. Further, in the event that the Board of Commissioners of Public Lands wishes to appoint a Director or Liaison to the the Friends' Board, it may do so.

### SECTION 3. SELECTION

Nominations for Board positions shall be elicited by members of the Board prior to the annual meeting. The slate of candidates shall be presented at the annual meeting and nominations will also be accepted during the annual meeting. Directors shall be elected at the annual meeting of the members. Any vacancy on the Board shall be filled for the remainder of the term through appointment made by the Board.

## SECTION 4. TERMS

All Officers and Directors shall serve a term of two years and are eligible for re-election. There shall be no term limits. The Board shall make a concerted effort to renew FRIENDS leadership on a regular basis, in recognition of the importance of regular renewal of leadership and ideas to ensure the overall health of the organization.

## SECTION 5. RESIGNATION

Any Board member may resign at any time by written notice to the other members of the Board.

## SECTION 6. REMOVAL

Any Board member may be removed with cause at any regular or special meeting of the FRIENDS at any time by a majority vote of all members attending.

## ARTICLE VI: OFFICERS AND DIRECTORS

### SECTION 1. PRESIDENT

The President shall establish the agenda and preside at meetings of the Friends' Board of Directors and Organization. The President shall perform all duties incident to the office of the President and other duties as may be prescribed by the Board of Directors from time to time.

The President may serve as a member of organization committees and will be an ex-officio member of all organization committees.

The President shall serve as the Chairperson of the Special Events Committee (if such committee is appointed by the Board of Directors).

### SECTION 2. SECRETARY

The Secretary shall keep the minutes of the meetings of the Friends' Board of Directors and Organization, see that all notices are given in accordance with the Procedures and perform such other duties as may be assigned by the Board.

In the absence of the President, the Secretary shall perform all the duties of the President and when so acting, shall have all the powers of the President. There shall be no presumption that the Secretary shall be President-elect or succeed the President.

The Secretary shall serve as Chairperson of the Publicity Committee (if such committee is appointed by the Board of Directors).

### SECTION 3. TREASURER

The Treasurer shall supervise the financial records of the Organization. The Treasurer shall be responsible for presentation of an annual budget to the membership, and for the accounting of all funds and property of the organization. The Treasurer shall also maintain membership records.

The Board of Directors shall serve as the Finance Committee and the Treasurer shall serve as the Chairperson of the Finance Committee.

#### SECTION 4. OTHER COMMITTEES

Other committees may be developed, as deemed necessary by the Board of Directors. The Purpose and Charge of each such committee shall be determined by the Board of Directors.

### ARTICLE VII: BOARD MEETINGS

#### SECTION 1. REGULAR MEETINGS

The Board of Directors shall meet at least twice annually, with time and place to be determined by the Board.

#### SECTION 2. SPECIAL MEETINGS

Special meetings may be called by the President, or any officer in consultation with the President, at such time and place as may be stated in the notice of the meeting.

#### SECTION 3. ANNUAL MEETING

There shall be no annual meeting of the Board of Directors.

#### SECTION 4. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. Board members may participate either in person or by telephone.

#### SECTION 5. VOTE

The vote necessary for passage of any matter at any meeting of the Board, committees, or other groups of the organization shall be a simple majority of those present and eligible to vote.

#### SECTION 6. NOTICE

Notice of Board meetings shall be given in writing, by e-mail or orally at least three (3) days before the scheduled date of the meeting, except in an emergency where twenty-four (24) hours will suffice.

#### SECTION 7. ACTION BY CONSENT

Any action required or permitted by these Procedures to be taken by the Board of Directors at a meeting, may be taken without a meeting, if a unanimous consent is attained via written, telephone, or email communication.

### ARTICLE VIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

## SECTION 1. CONTRACTS

The Friends may enter into contracts or execute and deliver services in the name of and on behalf of the Friends' group, pending NLDC Executive Director approval. Any person contracting on behalf of FRIENDS shall make known to the other party to the contract that FRIENDS is organized as an unincorporated nonprofit entity pursuant to Chapter 184 of the Wisconsin Statutes

## SECTION 2. LOANS

No loans shall be contracted on behalf of the FRIENDS and no evidences of indebtedness shall be issued in its name.

## SECTION 3. CHECKS

All orders for the payment of money issued in the name of the FRIENDS, shall be signed by such officer or officers, of the organization and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors of the organization.

## SECTION 4. DEPOSITS

All funds of the FRIENDS not otherwise employed shall be deposited from time to time to the credit of the FRIENDS in such banks, trust companies or other depositories as may be selected by or under authority of the NLDC Board of Directors.

### ARTICLE IX: COMPENSATION

No member of the Board of Directors or committee member shall receive any compensation from the FRIENDS for services to the organization by reason of performance of regular duties of position. Employees of NLDC may participate in or serve the FRIENDS but will receive no additional compensation from the organization for such activity, except in such instances as stated in the Friends' and NLDC's mutually agreed upon Letter of Understanding.

### ARTICLE X: GIFTS

Gifts made to the FRIENDS shall be subject to the approval of the organization Board of Directors. The Board shall follow guidelines developed by the NLDC Board of Directors regarding the acceptability of the organization, gifts, bequests, and other transfers.

### ARTICLE XI: BOOKS AND RECORDS

The FRIENDS shall keep complete books and records of accounts and minutes of the proceedings of its Directors. All records of the organization may be inspected by any Board member by request.

All financial records of the FRIENDS shall be reviewed by the Board of Directors under the supervision of the Treasurer, who shall report the results of such review during regular organization meetings.

A file cabinet for FRIENDS records will be maintained by the organization at the NLDC office. The President will be the custodian of the records.

#### ARTICLE XII: FISCAL YEAR

The fiscal year of the FRIENDS shall be October 1 through September 30.

#### ARTICLE XIII: RULES AND PROCEDURES

The order of business for Board of Director meetings shall be as follows:

- a. Call to Order
- b. Reading and approval of the minutes.
- c. Reading and approval of officer and committee reports.
- d. Report of the President.
- e. Unfinished business.
- f. New business
- g. Adjournment.

#### ARTICLE XIV: DISTRIBUTION OF ASSETS

If the FRIENDS is dissolved, the assets of the organization remaining, after paying or making provisions for the payment of all liabilities of the organization, shall be distributed to NLDC to be used for the benefit of the Van Vliet Hemlocks.

#### ARTICLE XV: ADOPTION AND AMENDMENTS

These Procedures shall be initially approved by simple majority of FRIENDS members present, or vote by proxy, at a meeting designated for this purpose.

These Procedures may be amended, altered, or repealed by the Board of Directors at any regular meeting of the Board of Directors or at any special meeting, provided, in either case, that written notice of any proposed amendment shall be given at least thirty days before the meeting, which notice shall include a brief statement of the nature of the amendment. A majority vote by the Directors is required in order to amend these Procedures.

The Executive Director of NLDC shall be presented with the opportunity to review these Procedures before being presented to the FRIENDS membership for approval. The Executive Director also shall be informed of all changes proposed to these Procedures, and he or she shall be responsible for determining whether action by the NLDC Board of Directors is necessary before implementing any provisions contained herein.

#### ARTICLE XVI: DISCRIMINATION

The FRIENDS programs and activities are available to all people regardless of race, color, creed, age, national origin, sex, handicap, religion, or socio-economic level.

# BCPL Van Vliet Lake Hemlocks Property Non-Motorized Trails Distances in Miles



Scale 1:10,000

