

**BYLAWS
OF
ICE AGE TRAIL ALLIANCE, INC.¹**

Preface to the Bylaws of the Ice Age Trail Alliance, Inc.

The reader of these Bylaws should be aware of the description of corporate purposes contained in the Restated Articles of Incorporation of the Ice Age Trail Alliance, Inc. and the Mission Statement adopted by the Board of Directors of the Corporation.

Statement of Corporate Purposes

The corporate purposes set forth in Article III of the Restated Articles of Incorporation provide in part as follows:

"In furtherance of the above [general] purposes, the Corporation's purposes shall include the preservation for posterity of Wisconsin's Ice Age heritage; the development, construction to completion and maintenance of the Ice Age National Scenic Trail and its side and connecting trails and the protection of their corridors; the preservation and protection of the Ice Age National Scientific Reserve and all other significant areas of Wisconsin's geological history; the promotion of public awareness of Wisconsin's Ice Age heritage, the Ice Age National Scenic Trail and the Ice Age National Scientific Reserve and the encouragement of the use of the Ice Age National Scenic Trail and the Ice Age National Scientific Reserve and their facilities."

Mission Statement

The mission statement adopted by the Board of Directors of the Corporation on February 18, 2005 is as follows:

"The mission of the Ice Age Trail Alliance is to create, support and protect a 1,000-mile foot path tracing Ice Age formations across Wisconsin."

These two documents outline the philosophical and conceptual background under which the Corporation operates. The Bylaws that follow contain the governance provisions for the Corporation.

¹ Includes amendments through April 29, 2017.

**Bylaws
of
Ice Age Trail Alliance, Inc.**

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**BYLAWS
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**ARTICLE I
OFFICES**

Section 1. Principal Office. The Corporation shall maintain a principal office in the State of Wisconsin and may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

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

**ARTICLE II
MEMBERSHIP**

Section 1. Classes of Members. The Corporation shall have such classes of voting members as shall be designated by the Board of Directors at any annual meeting or at any special meeting called for the specific purpose of designating or changing classes of voting members.

Section 2. Qualification and Removal.

a. Members specified in Section 1 of this Article shall remain in good standing as long as they have paid, and continue timely to pay, the dues required of them under the particular class of membership which they select.

b. Any member may be expelled from membership, for good cause shown, by an affirmative vote of two-thirds (2/3) of the directors then in office.

Section 3. Dues. The Board of Directors may at any meeting of the Board fix, change, amend or adjust the dues and donations applicable to the classes of members.

Section 4. Termination of Membership. The failure of a member (or members, in the case of a membership in the name of multiple persons) to pay dues within thirty (30) days after the mailing of a final notice of dues payable shall result in the member(s) being automatically dropped from membership.

Section 5. Privileges of Membership.

² Includes amendments through April 29, 2017.

a. Voting. Members in good standing of each class of voting members shall be entitled to vote upon each matter submitted to a vote at any meeting of the Corporation, annual or special, and may vote either in person or by proxy, as provided in Article II, sections 13 and 14 of these Bylaws.

b. Other Privileges. Other membership privileges include participation in various activities, programs and publications of the Corporation and as may be designated from time to time by the Board of Directors. Members may be appointed to committees by the Board of Directors.

Section 6. Membership Year. Annual memberships shall extend for twelve months from the first day of the month following receipt of membership dues.

Section 7. Annual Meeting. The annual meeting of members, for the purpose of electing directors and for the transaction of such other business as may come before the meeting, shall be held in the month of April in each year, at such time and place as the Board of Directors may determine. At each annual meeting of members, a report on the affairs of the Corporation shall be presented.

Section 8. Special Meetings. Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary, and shall be called by the Secretary on the written request of not less than 5% of all members of the Corporation entitled to vote.

Section 9. Notice and Waiver of Notice.

a. Notice. Notice of any regular or special meeting shall be given by oral or written notice delivered to each member of record entitled to vote at such meeting not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or other officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

b. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, 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 member at a meeting shall constitute a waiver of notice of such meeting, except where a member 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 10. Quorum. Eighteen (18) voting members of the Corporation, present in person or represented by proxy, shall constitute a quorum for the transaction of business at any meeting of members. The affirmative vote of a majority of the members entitled to vote represented at a meeting at which a quorum is present in person or by proxy shall be the act of the members, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or Articles of Incorporation or Bylaws of the Corporation. Though less than a quorum of the

members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

Section 11. Conduct of Meetings. The President, and in his or her absence the President-elect, and in his or her absence, a Vice President chosen by the members present, and in their absence any person chosen by the members present shall call the meeting of the members to order and shall act as chair of the meeting, and the Secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 12. Proxies. Members may vote by proxy at all meetings of the members provided the proxy is in writing, signed and filed with the Secretary before the meeting. No proxy shall be valid after sixty (60) days from the date of its execution unless otherwise provided in the proxy.

Section 13. Voting by Members. Each membership shall be entitled to cast one vote upon each matter submitted to a vote at a meeting of members, except to the extent that the voting rights of any class or classes of members are enlarged, limited or denied by these Bylaws.

Section 14. Voting by Certain Types of Members.

a. Other Corporations. Memberships standing in the name of a corporation shall be voted by the president of such corporation or any other officer or proxy appointed by such president. A proxy executed by any principal officer of such other corporation or assistant thereto shall be conclusive evidence of the signer's authority to act, in the absence of express notice to this Corporation, given in writing to the Secretary of this Corporation, of the designation of some other person by the Board of Directors or the Bylaws of such other corporation.

b. Legal Representatives and Fiduciaries. Memberships held by a personal representative, trustee or other person acting in fiduciary or representative capacity shall be voted by the fiduciary or representative, either in person or by proxy, without a transfer of such membership into his or her name, provided that there is filed with the Secretary before or at the time of meeting proper evidence of his or her incumbency. Membership standing in the name of a fiduciary may be voted by such person, either in person or by proxy. A proxy executed by a fiduciary, shall be conclusive evidence of the signer's authority to act, in the absence of express notice to this Corporation, given in writing to the Secretary of this Corporation, that such manner of voting is expressly prohibited or otherwise directed by the document creating the fiduciary relationship.

c. Minors. Notwithstanding subsection b. above, a membership held by a minor may be voted by such minor in person or by proxy and no such vote shall be subject to disaffirmance or avoidance, unless prior to such vote the Secretary of the Corporation has received written notice or has actual knowledge that such member is a minor.

d. Membership in the Names of Multiple Persons. If a membership stands of record in the names of two or more persons, their acts with respect to voting shall have the following effect:

- (1) If only one votes, such act binds all.

(2) If more than one votes, the vote shall be divided on a prorated basis.

Section 15. Informal Action by Members. Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 16. Presumption of Assent. A member of the Corporation who is present at a meeting of the members, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such member's dissent shall be entered in the minutes of the meeting or unless such member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

Section 17. Chapters. The Board of Directors is empowered to create constituent units called chapters to carry out the mission of the Corporation. A chapter shall have a minimum of ten (10) members in order to obtain and maintain chapter status.

a. Purpose. A chapter shall carry out the mission of the Corporation by developing, maintaining, protecting, and promoting the Ice Age National Scenic Trail primarily within a geographic area as assigned by the Board of Directors. Chapters are integral parts of the Corporation, and not separate legal entities.

b. Membership. Membership in a chapter shall consist exclusively of Corporation members who meet the criteria specified in these Bylaws and other policies of the Corporation, including:

(1) Members of the Corporation who designate a chapter (but not more than one) on their membership application.

(2) Members of the Corporation who do not designate any chapter or "trailwide" affiliation on their application but whose mailing address is within the geographic area assigned to the chapter.

c. Voting at Chapter Meetings. With one exception, voting privileges at chapter meetings shall be extended only to current Corporation members whose membership is affiliated with said chapter.

(1) Prior to any vote, if approved by the majority of chapter officers present, voting privileges at the meeting may be extended to Corporation members who are not affiliated with the chapter (e.g., those with a Trailwide affiliation or those affiliated with another chapter) who actively engage with and contribute to the workings of the chapter as volunteers. The percentage of non-chapter-affiliated members participating in any chapter vote shall not exceed 25%.

(2) While volunteers who are not Corporation members should be invited and encouraged to participate in chapter activities, voting privileges at chapter meetings shall not be extended to those who are not Corporation members.

d. Officers. The members of each chapter shall elect a minimum of three (3) officers to lead the chapter and serve as principal contacts with the Corporation. Up to two offices may be held by the same person.

(1) At least one officer shall serve in the capacity of a Chapter Coordinator. The chief responsibility of the Chapter Coordinator shall be to serve as principal representative of the chapter and principal contact with Corporation staff.

(2) At least one officer shall serve in the capacity of Treasurer (financial officer). The Treasurer shall maintain a careful accounting of chapter finances and issue reports to fellow chapter members and Corporation staff on a regular basis.

(3) At least one officer shall serve in the capacity of Secretary. The Secretary shall record and distribute meeting minutes to chapter members, Corporation staff and other Corporation members who express an interest in the workings of the chapter.

e. Chapter Operational Guidelines. Chapters may prepare a summary operational guidelines document to codify practices for chapter operations not otherwise covered in these Bylaws. Operational guidelines, if prepared, shall be provided by the Chapter Coordinator to the Executive Director for review in advance of a chapter vote to adopt or revise said guidelines and shall conform with the Bylaws and policies of the Corporation.

f. Chapter Finances and Contractual Obligations.

(1) The Board of Directors shall allocate to each chapter a portion of membership dues collected by the Corporation from the chapter's members for the chapter's use in carrying out its responsibilities, and may allocate additional funds in its discretion. Each chapter may raise additional funds needed to carry out its responsibilities consistent with the Corporation's policies and non-profit status.

(2) A chapter shall not enter into contracts or agreements involving in excess of \$1500 without written authorization of the Executive Director.

(3) A chapter shall not enter into contracts or agreements involving real property.

(4) Each chapter shall provide timely financial records to the Corporation according to policies established by the Board of Directors and as requested from time to time by the Executive Director.

g. Chapter Annual Membership Meeting. Each chapter shall hold a chapter annual membership meeting, preferably between November 15 of one year and March 15 of the following year. Notice of the date and time of the annual meeting shall be mailed or emailed to all chapter members and the Executive Director not less than ten (10) days nor more than fifty

(50) days before the date of the meeting. The meeting agenda shall include the following action items:

- (1) Election of officers
- (2) Approval of an annual chapter budget
- (3) Report on previous year activities
- (4) Report on previous year financial activity
- (5) Report on previous year trail maintenance and stewardship activities
- (6) Report on trail construction, maintenance and stewardship needs for the coming year, including a tentative timeline and process said needs should be addressed
- (7) Report on current tool inventory
- (8) Sharing of calendar with tentative dates for chapter meetings and events

h. Trail Development, Layout, and Design. Each chapter, as an entity of the Corporation, shares in the responsibility for trail development, layout, design, construction, and maintenance within its territorial jurisdiction as determined by the Board of Directors. These activities shall be done in accordance with the standards and agreements established for the trail by the Corporation and its federal and state partners and in accordance with governmental laws and regulations. Trail development undertakings, including but not limited to new trail construction, trail reroutes, significant repair or replacement of trail infrastructure components (e.g. bridges, boardwalks, etc.), shall be approved by the Executive Director, or his/her delegate, prior to implementation. The Executive Director shall be responsible for ensuring that chapters, members, staff and appropriate entities are represented and involved in these processes. Disagreements concerning trail development, layout, design, construction and maintenance may be appealed to the Executive Committee of the Board of Directors.

i. Chapter-Initiated Reorganization. When a chapter can no longer carry out its responsibilities under these Bylaws and other governing documents of the Corporation, it may seek a reorganization which will ensure that the mission of the Corporation will continue to be fulfilled within its geographic area. The chapter's proposal shall specify that all chapter funds, tools, and inventory will be distributed to its successor or successors in the reorganization. Every effort will be made to honor any known donor restrictions on donated funds. The reorganization proposal of one or more chapters is subject to the affirmative vote of the affected chapter members. The resulting reorganization shall be subject to the approval of the Board of Directors of the Corporation.

j. Board-Initiated Reorganization. If a chapter is unable or unwilling to carry out its responsibilities established under these Bylaws, and is unable or unwilling to propose a chapter-initiated reorganization which will do so, then the Board of Directors shall initiate a reorganization. A Board-initiated reorganization shall only follow efforts to work with chapter

members to correct deficiencies and after due notice to members in the affected area. Criteria that indicate a need to reorganize a chapter include:

- (1) Consistent failure to maintain minimum membership requirements.
- (2) Failure to adhere to the mission of the Corporation.
- (3) Failure to comply with other Corporation policy or Bylaw requirements.

If the Board of Directors determines a reorganization is necessary, it may assign the former chapter's geographic area and assets to one or more adjoining chapters or to a reconstituted chapter or chapters, or dissolve the former chapter. Every effort will be made to honor any known donor restrictions on donated funds. If an immediate reorganization cannot be implemented, the assets of the former chapter shall be held by the Corporation until an approved reorganization plan can be established.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be governed by its Board of Directors.

Section 2. Number. The number of voting directors comprising the Board of Directors shall be eighteen (18). No more than eight (8) directors nor less than four (4) directors shall reside in, or be affiliated with, each of the three geographical regions as designated on the map of the State of Wisconsin attached to these Bylaws as Exhibit A. At least five (5) of the voting directors shall be current or previous officers of a chapter.

Section 3. Qualifications of Directors. The directors specified in Section 2 of this Article shall at all times be members in good standing. Directors need not be residents of the State of Wisconsin. No person who is employed by the Corporation may be a director.

Section 4. Non-voting Directors.

a. Honorary or Emeritus Directors. Either the members or the Board of Directors (by a two-thirds vote) may elect at any regular or special meeting one or more persons as honorary or emeritus directors. Those elected in such category shall serve for life and shall be authorized to attend all meetings of the members and the Board of Directors (except Closed Sessions) but shall not be entitled to vote.

b. Chapter Representatives. The Chapter Coordinator of each Chapter in good standing shall be entitled to designate one member which may include himself or herself to serve as an ex-officio non-voting member of the Board of Directors. Each Chapter Coordinator may change the designated representative one time in each twelve month period. Such chapter representative shall be authorized to attend all meetings of the members and the board of directors (except Closed Sessions) but shall not be entitled to vote.

Section 5. Election and Term.

a. Method of Election of Directors. Voting Directors shall be elected by the members at the annual meeting of the members by the affirmative vote of a majority of the voting members present in person or represented by proxy.

b. Term of Office of Directors. Voting directors shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, each class to consist no more than six (6) directors. At the close of each annual meeting, the successors to the class of regular directors whose terms expire that year shall commence to hold office for a term of three (3) years, or until their successors have been elected and qualified. Directors may serve no more than two (2) full three-year terms or a total of six (6) years together with any partial term to fill the unexpired term of a director previously elected or to complete a term of office as director under a previous bylaw provision. Directors may be re-elected after a one year interval following each six years in office (two three-year terms).

Section 6. Resignation. A director may resign at any time by filing a written resignation with the Secretary of the Corporation.

Section 7. Removal. A director may be removed from office with or without cause either by the directors or by the voting members, acting either at a regular meeting or at any special meeting called for that purpose. Removal by the directors requires the affirmative vote of at least two-thirds (2/3) of the other directors then in office.

Section 8. Vacancies. If the office of a regular director becomes vacant from any cause, including an increase in the number of regular directors, an interim regular director shall be elected by the affirmative vote of a majority of the number of directors of this Corporation then in office until a successor is elected upon expiration of the term of office for that regular director.

Section 9. Annual Meeting. An annual meeting of the Board of Directors shall be held in the month of April in each year, immediately following the annual meeting of the members, for the purpose of transacting such business as may come before the meeting.

Section 10. Regular Meetings. The Board of Directors shall meet at least quarterly and may provide by resolution for additional regular or stated meetings of the Board. All such meetings shall be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 11. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary, and shall be called by the Secretary on the written request of any three (3) directors.

Section 12. Telephone Meetings.

a. Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or may conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating directors may 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. If a meeting will be conducted through the use of any means described in paragraph 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 paragraph a. is deemed to be present in person at the meeting. If requested by a director, minutes of the meeting shall be prepared and distributed to each director.

c. The identity of each director participating in a meeting of the Board of Directors or a committee thereof by any means described in paragraph a. must be verified before the directors vote at the meeting on (i) a plan of merger or consolidation; (ii) to sell, lease, exchange or otherwise dispose of substantially all of the property or assets of the Corporation; (iii) to voluntarily dissolve the Corporation or to revoke voluntary dissolution proceedings; or (iv) to file for bankruptcy. The procedure for verifying a director's identity shall be by disclosure by the director of a confidential Director Identification Number assigned to such director in advance of the meeting by the Secretary and provided confidentially to the director with the notice of the meeting or otherwise. A transaction within the meaning of subpart (ii) of this paragraph c. shall be one which involves the sale, lease, exchange or other disposition of more than fifty percent (50%) in value of the Corporation's assets.

Section 13. Notice and Waiver of Notice.

a. Notice. Notice of the date, time and place of any meeting shall be given by oral or written notice communicated personally to each director at least forty- eight (48) hours prior thereto, or by written notice mailed to each director at least seventy-two (72) hours prior thereto, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes. 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 directors at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, or when delivered to 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 Board of Directors need not be specified in the notice or waiver of notice of such meeting.

b. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, 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 14. 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 Board of Directors, but if less than

such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice in order to attempt to secure a quorum.

Section 15. 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 Board of Directors, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or Bylaws of the Corporation.

Section 16. Informal Action by Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation or any provision of law to be taken at a meeting or any other action which may be taken at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by at least two-thirds of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of the Board of Directors.

Section 17. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate 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 the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 18. Compensation. Directors of the Corporation shall not receive compensation for serving as such. Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized in advance by the affirmative vote of a majority of directors then in office.

Section 19. Board of Director Committees.

a. Executive Committee. An Executive Committee of the Board of Directors shall consist of the seven (7) principal officers of the Corporation which are the President, President-elect, Secretary, Treasurer and the three (3) Vice Presidents identified at Article IV, Section 1, of these Bylaws. To the extent practicable, each of the three geographic regions designated on Exhibit A to the Bylaws shall be represented on the Executive Committee by at least one person. The Executive Committee shall have and may exercise when the Board is not in session all the powers of the Board of Directors in the management of the business and affairs of the Corporation subject however to the authority of the Board of Directors to take any action it deems necessary to reverse any action taken by the Executive Committee which the Board deems inappropriate.

b. Leadership Development Committee. A Leadership Development Committee shall be appointed by the President which appointment shall be approved by a two-thirds vote of the Executive Committee. The Leadership Development Committee shall nominate both directors and officers for election at the annual meetings of the members and of the Board of Directors. The Leadership Development Committee shall consist of five (5) directors who need not be

members of the Executive Committee. At least one member of the Leadership Development Committee shall reside in each of the three geographic regions designated on Exhibit A to the Bylaws. The names of persons proposed by the Leadership Development Committee for election to the Board of Directors shall be approved by a majority vote of the Executive Committee no later than December 15th of each year and the members advised of those nominees no later than the following January 15th. Additional nominations may be submitted for regional or at-large directors no later than February 15th by petition bearing the signatures of at least twenty-five (25) members of the Corporation. The names of persons proposed for election to the Board of Directors by either the Leadership Development Committee or by petition shall be included in the notice of annual meeting of members delivered as provided in Section 9(a) of Article II of these Bylaws.

c. Standing Committees. The Finance, Development, Endowment Fund, Leadership Development and Personnel Committees shall be standing committees of the Corporation. The Development, Leadership Development and Personnel Committees shall be chaired by vice presidents of the Corporation. The Finance and Endowment Fund Committees shall each be chaired by a director of the Corporation appointed by the president and confirmed by the Board of Directors. The standing committees shall consist of at least three members of the Corporation in addition to the chair who shall be appointed by the president and approved by the Board of Directors or the Executive Committee.

d. Other Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors in office may create additional committees each consisting of three (3) or more members appointed by the president and approved by the Board of Directors or the Executive Committee. Such committees shall have such powers and duties not inconsistent with Subsection e. hereof or any existing delegation of powers to a committee as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote.

e. Nondelegable Powers; Alternative Members; Rules of Committees. No committee shall be empowered to act in lieu of the entire Board of Directors in respect to election of officers or the filling of vacancies in committees created pursuant to this Section 19. All members of the Board of Directors who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the President or the chair of such meeting. Each committee shall fix its own rules governing the conduct of its activities, not inconsistent with policies promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request.

f. Informal Action by Committees. Any action required by the Bylaws of the Corporation or any provision of law to be taken at a meeting or any other action which may be taken at a meeting may be approved without a meeting if a consent in writing setting forth the action so taken is signed by at least two-thirds of the members of the committee entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of the committee taken at a meeting.”

Section 20. Conflict of Interest.

a. Directors are subject to the Alliance's Code of Ethics and Conflict of Interest policy. Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.

b. Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.

c. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

d. If a director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained.

e. No purchase or contractual arrangement involving \$1,000 or more from or with any director or any entity of which the director is an officer, director, partner or owner shall be made without prior approval of the Board of Directors.

Section 21. Closed Session of Meeting. From time to time, the board of directors may find it necessary and/or prudent to discuss or act upon confidential matters such as personnel, real estate, litigation, discipline, or other topics of a sensitive nature. In such event, the board of directors may by majority vote declare a portion of any meeting of the board of directors a closed session and shall exclude from the closed session persons who are not entitled to vote. However, the board of directors may by majority vote invite any person to attend part or all of a closed session.

ARTICLE IV OFFICERS

Section 1. Number. The principal officers of the Corporation shall be a President, President-elect, three (3) Vice Presidents of Development, Leadership Development and Personnel, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may designate one of the Vice Presidents as Executive Vice President and may elect such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary, President and President-elect, or President and Vice President. The seven (7) principal officers shall be members of the Board of Directors.

Section 2. Election and Term of Office. The principal officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting by the affirmative vote of a majority of directors then in office. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor

is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal officer of the Corporation. Subject to the control of the Board of Directors, the President shall govern all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. President-elect. In the absence of the President or in the event of the President's death, disability or refusal to act the President-elect shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 7. The Vice Presidents. In the absence of the President and the President-elect, or in the event of the death, inability or refusal to act of both the President and the President-elect, the Vice President with longest service in that office shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. Vice Presidents by their election shall chair their designated standing committee.

Section 8. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall (a) be responsible for all funds and securities of the Corporation and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 10. Other Assistants and Acting Officers. The Board of Directors shall have the power to elect or 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, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 11. 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 Board of Directors.

Section 12. Compensation. Elected officers of the Corporation shall not receive compensation for serving as such except for those officers who are also full time employees of the Corporation. Officers may receive compensation for personal services rendered which are reasonable and necessary to carry out the exempt purposes of the Corporation and may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such compensation or reimbursement is authorized in advance by the affirmative vote of The Board of Directors.

ARTICLE V EXECUTIVE DIRECTOR

The Board of Directors may appoint an Executive Director to be responsible for the overall administration of the business of the Corporation, subject to the authority of the Board of Directors and President; and whose duties and responsibilities may be more specifically prescribed from time to time by the Board of Directors.

ARTICLE VI STANDING COMMITTEES

The Development, Leadership Development and Personnel committees shall be standing committees of the Corporation chaired by the Vice President designated with the name of the committee who shall appoint at least three (3) members of the Corporation as members of the committee, which appointments shall be confirmed by either the Board of Directors or the Executive Committee. In addition the Finance and the Endowment Fund Committees shall be standing committees of the Corporation chaired by the person appointed by the president and confirmed by the Board of Directors or the Executive Committee. The president shall also appoint directors and/or other members of the Corporation to Triad Committees comprised of representatives of the Corporation, the National Park Service and the Wisconsin Department of

Natural Resources. Such appointments shall be confirmed by the Board of Directors or the Executive Committee. The standing committees shall have such powers and responsibilities as shall be specified from time to time by the Board of Directors.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification for Successful Defense. Within 20 days after receipt of a written request pursuant to Section 3. of this Article VII, the Corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is or was a director or officer of the Corporation.

Section 2. Other Indemnification.

a. In cases not included under Section 1, the Corporation shall indemnify a director or officer against all liabilities and expenses incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is or was a director or officer of the Corporation, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:

(1) A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the director or officer has a material conflict of interest.

(2) A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(3) A transaction from which the director or officer derived an improper personal profit.

(4) Willful misconduct.

b. Determination of whether indemnification is required under this Section shall be made pursuant to Section 5.

c. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this Section.

Section 3. Written Request. A director or officer who seeks indemnification under Section 1 or 2 shall make a written request to the Corporation.

Section 4. Nonduplication. The Corporation shall not indemnify a director or officer under Section 1 or 2 if the director or officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same

proceeding. However, the director or officer has no duty to look to any other person for indemnification.

Section 5. Determination of Right to Indemnification.

a. Unless otherwise provided by the Articles of Incorporation or by written agreement between the director or officer and the Corporation, the director or officer seeking indemnification under Section 2 shall select one of the following means for determining his or her right to indemnification:

(1) By a majority vote of a quorum of the Board of Directors consisting of directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by majority vote of a committee duly appointed by the Board of Directors and consisting solely of two or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

(2) By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in sub. (1) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including directors who are parties to the same or related proceedings.

(3) By a panel of three arbitrators consisting of one arbitrator selected by those directors entitled under sub. (2) to select independent legal counsel, one arbitrator selected by the director or officer seeking indemnification and one arbitrator selected by the two arbitrators previously selected.

(4) By an affirmative vote of a majority of the members present or represented at a meeting at which a quorum is present, if there are members having voting rights. Membership rights held by, or voted under the control of, persons who are at the time parties to the same or related proceedings, whether as plaintiffs or defendants or in any other capacity, may not be voted in making the determination.

(5) By a court under Section 8.

(6) By any other method provided for in any additional right to indemnification permitted under Section 7.

b. In any determination under a., the burden of proof is on the Corporation to prove by clear and convincing evidence that indemnification under Section 2 should not be allowed.

c. A written determination as to a director's or officer's indemnification under Section 2 shall be submitted to both the Corporation and the director or officer within 60 days of the selection made under a.

d. If it is determined that indemnification is required under Section 2, the Corporation shall pay all liabilities and expenses not prohibited by Section 4 within 10 days after receipt of

the written determination under c.. The Corporation shall also pay all expenses incurred by the director or officer in the determination process under a.

Section 6. Advance Expenses. Within 10 days after receipt of a written request by a director or officer who is a party to a proceeding, the Corporation shall pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the Corporation with all of the following:

(1) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation.

(2) A written undertaking, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined under Section 5 that indemnification under Section 2 is not required and that indemnification is not ordered by a court under Section 8(b)(2). The undertaking under this subsection shall be an unlimited general obligation of the director or officer and may not be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 7. Nonexclusivity.

a. Except as provided in b., Sections 1, 2 and 6 do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

(1) The Articles of Incorporation.

(2) A written agreement between the director or officer and the Corporation.

(3) A resolution of the Board of Directors.

(4) A resolution, after notice, adopted by an affirmative vote of a majority of the members present or represented at a meeting at which a quorum is present, if there are members having voting rights.

b. Regardless of the existence of an additional right under a., the Corporation shall not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the Corporation that the director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under Section 2(a)(1), (2), (3) or (4). A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.

c. Sections 1 to 12 do not affect the Corporation's power to pay or reimburse expenses incurred by a director or officer in any of the following circumstances.

(1) As a witness in a proceeding to which he or she is not 'a party.'

(2) As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the Corporation.

Section 8. Court-Ordered Indemnification.

a. Except as provided otherwise by written agreement between the director or officer and the Corporation, a director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court under Section 5(a)(5) or for review by the court of an adverse determination under Section 5(a)(1), (2), (3), (4) or (6). After receipt of an application, the court shall give any notice it considers necessary.

b. The court shall order indemnification if it determines any of the following:

(1) That the director or officer is entitled to indemnification under Section 1 or 2.

(2) That the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, regardless of whether indemnification is required under Section 2.

c. If the court determines under b. that the director or officer is entitled to indemnification, the Corporation shall pay the director's or officer's expenses incurred to obtain the court-ordered indemnification.

Section 9. Indemnification of Employees or Agents. The Corporation may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer by general or specific action of the Board of Directors or by contract.

Section 10. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is an employee, agent, director or officer of the Corporation against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, director or officer, regardless of whether the Corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under Sections 1, 2, 6 and 9.

Section 11. Liberal Construction. In order for the Corporation to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

Section 12. Definitions Applicable to This Article.

a. "Affiliate" shall include, without limitation, any corporation, partnership, joint venture, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Corporation.

b. "Corporation" means this Corporation and any domestic or foreign predecessor of this Corporation where the predecessor corporation's existence ceased upon the consummation of a merger or other transaction.

c. "Director or Officer" means any of the following:

(1) A natural person who is or was a director or officer of this Corporation.

(2) A natural person who, while a director or officer of this Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another Corporation or foreign Corporation, partnership, joint venture, trust or other enterprise.

(3) Unless the context requires otherwise, the estate or personal representative of a director or officer.

For purposes of this Article, it shall be conclusively presumed that any Director or Officer serving as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of an Affiliate shall be so serving at the request of the Corporation.

d. "Expenses" include fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a proceeding.

e. "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses.

f. "Party" includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

g. "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person.

Section 13. 'Private Foundations. Notwithstanding the foregoing, whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not indemnify any person in a manner which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE IX SEAL

The Board of Directors may provide a corporate seal and prescribe the form thereof.

ARTICLE X CORPORATE ACTS, LOANS, AND DEPOSITS

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

Section 2. Loans. No funded indebtedness shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

ARTICLE XI ROBERTS RULES OF ORDER

In the absence of a standing rule, the conduct of all meetings of members, directors and committees shall be governed by the most recent revision of Roberts Rules of Order, unless contrary to state law.

ARTICLE XII AMENDMENTS

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular meeting thereof, by the affirmative vote of two-thirds of the directors of this Corporation then in office, providing the text of the proposed amendment be sent not less than ten (10) days nor more than fifty (50) days prior to the meeting. However, no Bylaw adopted by the members shall be amended or repealed by the directors unless the Bylaw so adopted by the members shall have conferred such authority upon the directors.

Section 2. By the Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members of this Corporation having voting rights at any regular or special meeting thereof, by the affirmative vote of two-thirds of the number of members of

this Corporation present at such meeting in person or by proxy providing the text of the proposed amendment be sent with the notice of meeting.

Section 3. Implied Amendments. Any action taken or authorized by the Board of Directors or members having voting rights, which would be inconsistent with the Bylaws then in effect but which is taken or authorized by the affirmative vote of not less than the number of directors or members having voting rights required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.