

BYLAWS OF
FRIENDS OF THE LAKE SUPERIOR NATIONAL
ESTUARINE RESEARCH RESERVE, Inc.

Adopted on February 13, 2017

ARTICLE ONE

Name

Section 1.1. Name. The name of this corporation is “Friends of the Lake Superior National Estuarine Research Reserve, Inc.” (“hereinafter referred to as “Corporation”).

ARTICLE TWO

Offices

Section 2.1. Offices. The principal office of the Corporation shall be located at 3 Marina Drive, PO Box 2000, University of Wisconsin-Superior, Superior, WI 54880. The Corporation may have offices at such other places within and without the State of Wisconsin as the Board of Directors may from time to time determine.

ARTICLE THREE

Nonprofit

Section 3.1. Nonprofit. The Corporation is organized as a nonprofit as defined under State and federal law. The Corporation is not formed for pecuniary profit.

ARTICLE FOUR

Purposes

Section 4.1. Purposes. The purposes of the Corporation are to, within the legal purposes of a tax-exempt organization defined under Section 501(c)(3) of the Internal Revenue Code, support the mission and operation of the Lake Superior National Estuarine Research Reserve (herein referred to as “Reserve”), including raising funds, contributing volunteer efforts, and building membership in support of the nonfederal match requirements, and for other Reserve programs, facilities and operations. The Corporation shares a vision of a healthy coastal environment with the Reserve and is dedicated to the vision that Lake Superior coastal watersheds and estuaries are understood, valued, and thriving. The Corporation supports the mission of the Reserve in improving the understanding of Lake Superior's coast and estuaries by addressing issues affecting the watershed through integration of research, education, outreach, and stewardship.

ARTICLE FIVE

Membership and Dues

Section 5.1. Qualification. Membership is open to all persons and entities who are interested in the purposes of the organization, by application to the organization and payment of any dues required. All individual members in good standing over the age of 18 years shall be voting members.

Section 5.2. Dues. Annual dues for Membership shall be established by the Board of Directors and approved by the membership.

Section 5.3. Member qualifications. The Corporation relies on the support of a variety of individuals, non-governmental organizations (NGOs), and other entities for financial and other types of support in order to achieve the Corporation's mission. The Corporation, through its Board of Directors and/or Committees, may from time to time set member qualifications, categories, contribution levels, and benefits received by members from the Corporation, in exchange for particular levels of financial support. Members may receive newsletters and other communications and information from the Corporation directly or through access to the Corporation's website and may be invited to public events hosted by the Corporation. The use of the term "member" by the Corporation shall not refer to or implicate statutory membership under Chapter 181 of the Wisconsin Statutes or any membership rights associated with statutory membership in a non-stock Corporation.

ARTICLE SIX

Annual Meeting of the Membership

Section 6.1. Annual Meeting Date. The Corporation shall hold a meeting of the membership at least annually.

Section 6.2. Notice. Notice of the time and place of the Annual Meeting and of the time, place, and topics of special meetings shall be posted on the Corporation's Facebook and website and shared through newsletters, email, as well as on the Reserve's website and Facebook page and related newsletters.

Section 6.3. Quorum and Voting. At all meetings of the Corporation, ten members present in person shall constitute a quorum for the transaction of business. A majority of those present at such meetings shall be sufficient to pass any measure.

ARTICLE SEVEN

Board of Directors

Section 7.1. General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the as defined for representatives of Non-Profit Conservation Corporations in Section 23.0955 of the Wisconsin Statutes, all

management and affairs of the organization shall be exercised by or under the authority of the Board of Directors.

Section 7.2. Number, Qualification, Election and Tenure. The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, but shall never be less than seven (7) nor more than fifteen (15). Directors shall be formally elected by the Membership at the annual meeting of the Corporation. All voting members shall be eligible to serve as Directors. The members of the Board of Directors should collectively reflect a diversity of expertise, interests, and backgrounds to represent the purposes of the Corporation as it supports the Reserve and its mission. Directors should be willing to commit to attending all Board events (except for excused absence, see Section 7.10). Each Director shall, except as provided below to enable staggered terms, hold office until the third annual meeting next succeeding his or her election and until his or her successor is elected and qualified, or until removal from office, resignation, or death. The Directors shall be elected so that there are three cohorts of Directors, having staggered terms approximately one third of which expire each year. The Reserve Manager shall always serve as an *ex officio* member of the Board of Directors.

Section 7.3. Term Limitation. A Director shall not serve more than two consecutive three-year terms. Following an absence from the Board of Directors of not less than one year he/she may be elected to a third term.

Section 7.4. Meetings.

The Board of Directors shall meet a minimum of four times a year to review and vote upon the business/activities of the Corporation. The Chair, the Executive Committee, or any three Directors may call a special meeting to conduct business that needs to be conducted prior to the next normally scheduled meeting. Directors shall be given notice at least 24 hours prior to the start of any special meeting. Meeting notice shall be sent to each Director's email address on file with the Secretary. The meeting notice shall contain the agenda of all items to be considered during the special meeting. The Secretary or designee will record meeting minutes as with a regular meeting. Directors may participate in meetings of the Board of Directors by means of conference call, web meeting, or other means by which all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 7.5. Compensation. Directors shall serve without pay or other compensation, but may be reimbursed for some expenses incurred in the performance of their duties; for instance travel expenses to special events, expenses for Corporation supplies that are defined by vote of the Board in advance of incurring expenses, but excluding any routine expenses incurred to attend regular meetings of the Board.

Section 7.6. Action Without Meeting. Any action required or permitted to be taken

by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to the action. Consent in writing includes electronic communications. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the Board.

Section 7.7. Notice and Waiver. Notice of any regular meeting shall be given to each Director at least three (3) days prior thereto by written notice delivered by U.S. Mail, e-mail, personally or by telephone communication. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a written waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 7.8. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present. Directors are expected to attend all board meetings unless excused in advance by the Chair of the Board or other member of the Executive Committee. Directors may be granted a leave of absence by a majority of the Board of Directors, and when such a leave has been granted, the requirements for a quorum shall be adjusted by not counting that Director as a Director in establishing the number required for a quorum.

Section 7.9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by election by a majority of the Directors, and such appointee shall serve until the next annual meeting, at which time a special election will be held to fill the position for the remainder of the term.

Section 7.10. Removal. Any Director may be removed from office, with or without cause, by vote of a majority of the Board of Directors present at a duly called meeting. The vacancy shall be filled in accordance with the provisions in these Bylaws for vacancies. Unexcused absence of a Director from four meetings of the Board of Directors in any period of twelve months (except where leaves of absence have been granted) shall result in mandatory review of the Director by the Board of Directors, who shall decide for or against removal from the Board by a majority of the Board of Directors. Such decision shall be conveyed in writing to the Director. Any Director may resign from the Board of Directors at any time by giving written notice to the President or Secretary. The acceptance of such resignation shall not be necessary to make it effective.

Section 7.11. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

Section 7.12. Honorary Directors. The Board of Directors may elect up to 25 individuals who are designated as Honorary Directors. The Honorary Directors serve at the pleasure of the Board of Directors and shall have no voting rights or other corporate rights or responsibilities.

Section 7.13. Permanent Endowment. Only the income from any permanent endowment may be spent absent a unanimous vote of the Directors at a meeting held no less than seven days after the membership has received notification of the meeting and the proposal to spend a portion of these funds.

ARTICLE EIGHT Officers

Section 8.1. Officers. The officers of the Corporation shall be the Chairperson of the Board, the Chair-Elect of the Board, the Treasurer, and the Secretary. These officers also comprise the Executive Committee of the Board. The Chairperson of the Board shall be the Chief Executive Officer of the Corporation. Such other officers and assistant officers as may be deemed appropriate may be elected by and from the Board of Directors from time to time. A failure to elect any Officer shall not affect the existence of the Corporation. All Officers must be voting Directors of the Corporation.

Section 8.2. Election and Term of Office. Officers of the Corporation shall be elected by majority vote of the Board of Directors. Terms of office for the Chair, Chair-Elect and Past-Chair shall be one year. The Chair-Elect will automatically succeed to position of the Chair after the Chair's term is completed as provided in 8.5 and 8.6. Terms of the Secretary and Treasurer will be two years and shall be staggered so that both of these Officers will not be elected at the same time. Each Officer shall hold office from the end of the meeting at which the Officer is elected until the annual meeting coinciding with the end of their term and until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, or death.

Section 8.3. Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights. Any

Officer may resign at any time by giving written notice to the President or Secretary. The acceptance of such resignation shall not be necessary to make it effective.

Section 8.4. Vacancies. Vacancies in offices, however occasioned, shall be filled by election by majority vote of the Board of Directors at a special meeting for the unexpired terms of such Officers.

Section 8.5. Chairperson "Chair". Subject to the general control of the Board of Directors, the Chair shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a Corporation. Following completion of the term as "Chair," the outgoing Chair may serve a term as "Past Chair" and remain a Director not subject to the term limitations of Directors as provided in 7.3.

Section 8.6. Chair-Elect. Subject to the general control of the Board of Directors, the Chair-Elect shall discharge all the usual functions of the Chair if the Chair is not present and shall have such other powers and duties as these Bylaws or the Board of Directors may prescribe.

Section 8.7. Treasurer. The Treasurer shall keep, or cause to be kept, correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities, and other valuables which may, from time to time, come into the possession of the Corporation. The Treasurer shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee (if any), assist in the preparation of the budget, help develop fundraising plans, report as needed to the IRS, make financial information available to Board members and to the public.

Section 8.8. Secretary. The Secretary shall keep, or cause to be kept, minutes of all meetings and accurate records of decisions, accountability of the vote and accurate documentation of the Board's business, and all required government reporting.

Section 8.9. Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his or her powers or duties to any other Officer or to any Director.

ARTICLE NINE Other Committees

Section 9.1. Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees.

Section 9.2. Committees. Such committees shall have such functions and may exercise such powers as may be lawfully delegated by the Board.

Section 9.3. Meetings. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days' notice to the other members of such committee, or on such shorter notice as may be agreed to by each of the other members of such committee.

Section 9.4. Vacancies. Vacancies on any committee shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

Section 9.5. Removal. Any committee member may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Any committee member may resign at any time by giving written notice to the President. The acceptance of such resignation shall not be necessary to make it effective.

Section 9.6. Manner of Acting. The acts of a majority of the members of a committee present at any meeting shall constitute an act of the committee.

Section 9.7. Minutes. Each committee shall keep regular minutes of their proceedings and report the same to the Board of Directors as required. Minutes, once reviewed and approved by vote as accurate by the committee shall be posted in the members-only section of the Corporation website.

ARTICLE TEN

Books, Records And Reports

Section 10.1. Minutes, Books and Records. The Corporation shall keep correct and complete minutes of the proceedings of its Board of Directors, and committees, and shall keep correct and complete books and records of account.

Section 10.2. Inspection of Corporate Records. Any Director shall have the right, for any proper purpose and at any reasonable time, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation.

ARTICLE ELEVEN Execution of Documents

Section 11.1. Execution of Documents. All documents to be executed by the Corporation including deeds, mortgages, leases, promissory notes or other instruments except checks, shall be executed by the Chair and the Secretary. All

checks issued by the Corporation shall be executed by the Treasurer and the Chair or such other persons as the Executive Committee may designate.

Section 11.2. Contracts, Checks, Books and Accounts. The Board may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as is from time to time to be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer plus another Officer of the Executive Committee. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board designates. As specified in Article 10, the Corporation shall keep or cause to be kept correct and complete books and records of account, and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

Section 11.3. Receipt and Use of Property. The Corporation may receive and accept such property, from any person, firm, trust or Corporation, to be held, administered and disposed of in accordance with the provisions of the Articles and Bylaws, but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in a manner which is inconsistent with the purposes of the Corporation or maintenance of its tax-exempt status. The Board shall implement a review process or gift acceptance policy or procedure for assessing proposed gifts to the Corporation to ensure legal review and that any accepted gift provides overall benefit to the Corporation, taking in consideration all aspects of the proposed gift. All property received and accepted by the Corporation shall be held, administered and invested to advance the purposes of the Corporation. Distribution from income or principal, or both, to advance the purposes of the Corporation, shall be made in such amounts and at such times as shall be determined in accordance with policies adopted by the Board of Directors.

ARTICLE TWELVE Fiscal Year

Section 12.1. Fiscal Year. The fiscal year of the Corporation shall be the period from the first day of November through the last day of October.

ARTICLE THIRTEEN Indemnification

Section 13.1. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by

Chapter 181 of the State of Wisconsin Statutes. .

ARTICLE FOURTEEN Tax Exempt Status

Section 14.1. Non-Profit Organization. Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Code law), and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.

Section 14.2. No Private Gain. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the organization.

Section 14.3. No Lobbying. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation except as otherwise provided in IRC Section 501(h), or any initiative or referendum before the public, and the organization shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 14.4. Private Foundation. In any year in which the Corporation is deemed a private foundation as described in Section 509(a), the Corporation shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the Corporation shall not (a) engage in any act of self-dealing as defined IRC 4941(d), (b) retain an excess business holdings as defined in Section 4943(c), (c) make any investments in such a manner as to subject the Corporation to tax under Section 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal Tax laws.

ARTICLE FIFTEEN Conflict of Interest

Section 15.1. Conflict of Interest. Should any item come before the Board of Directors that might result in a Director having or appearing to have a conflict of interest either by occupation, place of residence or other holdings, or any other interest, the Director shall make his/her personal interest known to the Board as soon as he or she recognizes a possible conflict and shall refrain from voting on matters regarding the issue. Any disagreement regarding whether or not a Director may have a conflict of interest shall be resolved by a vote of the remaining Directors

in attendance. Any Director not voting as a result of a conflict shall not participate in discussions regarding the issue in his or her capacity as a Director.

ARTICLE SIXTEEN

Discrimination

Section 16.1. Discrimination. The Corporation does not discriminate on the basis of age, sex, gender identification, religion, color, or national origin.

ARTICLE SEVENTEEN

Amendment

Section 17.1. Amendment. These Bylaws may be altered, amended or repealed and new Bylaws may be proposed by the Board of Directors at any meeting, provided however, that notice of the proposed action shall have been given to all Directors. Approval of new Bylaws shall be by a majority of the membership attending the Annual Meeting.

ARTICLE EIGHTEEN

Dissolution

Section 18.1 Dissolution. The Corporation shall be dissolved upon the affirmative vote of two-thirds (2/3) of all the Directors. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation.