

## **Summary of revisions to the Bylaws**

### **Article II Membership**

#### **Item 1. Regular Members & Item 2. Associate Members**

- Revised the Membership period from “in a current fiscal year”, to a 12-month period starting at the first of the month to the last day of the previous month one year hence”. This revision better accommodates midyear donations.
- Revised the membership donation of \$35 or more, to a rate determined by annual review by the Board of Directors for the Associate and Regular members. Appendix A is added to post member rates.

### **Article III Directors**

#### **Item 7. Election:**

- Revised to add the word “annual” to clarify the “meeting” is the “annual meeting” for the election of the nominees to the board.

#### **Item 10. Organization**

- Replaced the word “Persons” and inserted “Chairs” for Committee Chairs.

### **Article IV - Officers**

#### **Item 1. – Number and Term**

- Placed term limits on the Treasurer position to serve no more than two consecutive one-year terms. The Treasurer may return to the position after one year.
- Eliminated the President Elect Officer position and moved responsibilities to the Vice President Position.

### **Article VI - Committees**

#### **Item 1 - Committee Authorization**

- Corrected Spelling of the word “organizational”.

#### **Item 2. Protocol**

- Revised the Quorum for Committees from one third to one half.

#### **Item 3. Appointments**

- Revised “In the event that no chairman is appointed by the board, a committee shall elect its own chairman.” To “The President may annually appoint, from the Board of Directors, Chairs of committees.

## **BYLAWS OF FOX CITIES GREENWAYS, INC.**

### **ARTICLE I. NAME, PURPOSE, OPERATIONAL LIMITATIONS, PROVISION FOR DISSOLUTION, PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS, CORPORATE OFFICES, AND SEAL.**

#### **1. NAME.**

The name of the Corporation is: Fox Cities Greenways, Inc.

#### **2. MISSION AND PURPOSE.**

The Corporation is organized exclusively for charitable, educational, scientific or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific mission and purpose of the Corporation shall be as follows: to acquire and hold property for conservation purposes, and to foster the development and preservation of trails and greenways in the greater Fox Cities region.

#### **3. OPERATIONAL LIMITATIONS.**

Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by: (1) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (2) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### **4. PROVISION FOR DISSOLUTION.**

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the Corporation's liabilities, dispose of all of the Corporation's assets exclusively for the purposes of the Corporation in such a manner as the board of directors shall determine, or to such organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### **5. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS.**

No member, trustee, officer, nor employee of, nor member of a committee of, the corporation, nor any other private individual, shall receive at any time any of the net

earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

**6. OFFICES.**

The principal office of the Corporation shall be in the Counties of Calumet, Outagamie, or Winnebago, State of Wisconsin. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purpose of the Corporation may require.

**7. SEAL.**

This non-stock, non-profit corporation shall have no corporate seal.

**ARTICLE II. MEMBERSHIP.**

**1. REGULAR MEMBERS.**

Regular members shall be those persons who have contributed the specified dollar amount (or more), to the Corporation as defined in Appendix A, and are at least sixteen (16) years of age. The regular membership period will be active the date the contribution was received by the Corporation and end on the first day of the month following one calendar year.

The annual regular membership contribution amount is to be determined by the Board of Directors at the first regular Directors meeting following the Annual Members Meeting. The Regular Membership contribution amount will be posted in Appendix A of these Bylaws by the last day of the month in which the membership amount is determined. In the event the Board of Directors fails to revise the regular membership contribution amount, it shall remain at the previous year's level. A roster of current membership shall be kept by the Corporation and such registration shall constitute evidence of membership. Each Regular Member shall have one vote at the annual meeting.

**2. ASSOCIATE MEMBERS.**

Associate members shall be those entities other than individuals (e.g. corporations, non-profit organizations, business enterprises) who have contributed the specified dollar amount (or more), to the Corporation as defined in Appendix A, and who are qualified by reason of their interest in and support of the Corporation. The Associate membership period will be active for the 12 months from the date the contribution was received by the Corporation and end on the first day of the month following one calendar year.

The annual associate membership contribution amount is to be determined by the Board of Directors at the first regular Directors meeting following the Annual Members Meeting. In the event the Board of Directors fails to revise the membership contribution amount, it shall remain at the previous year's level. Associate members shall have no vote, but shall, at least annually, be entitled to receive a report on the affairs and activities of the Corporation.

**3. TERMINATION OF MEMBERSHIP.**

Any regular or associate member may be disqualified, and the membership terminated by the affirmative vote of two-thirds of the members of the Corporation's Board of Directors present at any Board meeting.

**4. MEETINGS.**

The annual meeting of members shall be held in the month of January, at a time and place determined by the Board of Directors. Special meetings of the members may be called by the Board of Directors, or upon the written request of 20% of the regular members. Fifteen days' notice shall be given by the secretary of any special meeting, stating its purpose. A special meeting shall be restricted to action on the purpose for which the meeting is called. For membership meetings, fifteen (15) members shall constitute a quorum.

**ARTICLE III. DIRECTORS.**

**1. INITIAL ELECTION OF DIRECTORS.**

The incorporators whose names appear on the Corporation's Articles of Incorporation shall serve as the initial membership of the Corporation for purposes of electing an initial Board of Directors. The number of directors to be elected at the initial meeting of the incorporators shall be eighteen (18). One-third of the directors shall be elected to hold office for one year, one-third for two years, and one-third for three years.

Thereafter, at each annual meeting of the membership, one-third of the directors, or a sufficient number to fulfill the needs of the board, shall be elected to hold membership for three years.

**2. NUMBER AND TERM.**

The affairs of the Corporation shall be managed by a board of directors consisting of a maximum of thirteen directors who shall be broadly representative of the area. They shall serve for a three-year term of office, and such terms shall be staggered, with a goal of one-third (1/3) of the regular directors being elected each year.

**3. SPECIAL DIRECTORS.**

The president may, from time to time, and with confirmation by the Board, appoint a special director or directors who shall serve for a term of one year, provided that special directors are no more than one-third of the number of elected directors. All directors shall have equal voting power.

**4. LIMITATION ON NUMBER OF TERMS.**

No regular director shall serve more than two consecutive three-year terms in office and no special director shall serve more than two consecutive one-year terms in office, except as noted in Article IV, paragraph 4.01. In the case of a director originally elected to a term of less than three years, such terms shall not be counted in applying the rule stated in the preceding sentence with respect to regular directors. A former director who has been out of office for a period of one year or more shall be eligible for reelection.

**5. QUALIFICATIONS.**

Directors shall be individuals who live and/or work in the greater Fox Cities region who have indicated a desire to enhance the quality of life in the area by volunteering their efforts in furtherance of the purpose of the Corporation. In total, the board shall, to the extent practicable, be broadly representative of the population of the greater Fox Cities region, both geographically and occupationally, with special attention given to those persons best qualified to foster the development and preservation of trails and greenways.

**6. NOMINATIONS.**

To assure that the qualifications set forth in paragraph 3.05 of this Article III are met, a nominating committee composed of the past president, who shall chair the committee, and two additional persons named by the directors shall be appointed each year at least 60 days prior to the annual meeting of the members. The nominating committee shall select a slate of candidates for directors, ascertaining in each case the willingness of the candidate to serve if elected. Such slate shall be reduced to writing and transmitted to the Directors at the board meeting preceding the annual. Further nominations may be made by any member if submitted to the secretary in sufficient time to be transmitted to the Directors at the board meeting preceding the annual meeting. The Directors shall present the slate of nominees to the members at the annual meeting. In the event the annual meeting is unable to be held in person, voting may be conducted electronically for the membership to engage.

**7. ELECTION.**

Election shall be by the affirmative vote of a majority of the members present and voting at the annual meeting. Should the number of nominees exceed the number of directors to be elected, those nominees receiving the greatest number of votes shall be

declared elected as directors. In the event that two or more nominees receive the same number of votes for a seat or seats on the board, run-off elections between such nominees shall be held until all seats on the board are filled.

**8. COMMENCEMENT OF TERM.**

The newly elected directors shall assume their duties immediately.

**9. REMOVAL AND VACANCIES.**

A director may be removed by a two-thirds vote of the Board of Directors whenever in the judgment of the board the best interests of the Corporation will be served thereby. Board members are to go to great lengths to clear their schedule and to attend each board meeting. When a board member cannot attend a meeting, notice is to be provided to the President of the Fox Cities Greenways Board. Absence from three successive Fox Cities Greenways Board meetings without notification may be reason for removal or dismissal from the board. Any vacancy resulting from the removal, resignation, or inability to serve by any director shall be filled, until the next annual meeting of the membership, by the affirmative vote of the majority of the remaining directors.

**10. ORGANIZATION.**

Immediately following the annual meeting of members, or as soon thereafter as may be practicable, the new board of directors shall meet; elect the required officers of the Corporation; elect or appoint such other officers and committee chairs as may be permitted by these Bylaws and deemed desirable by the board; and appoint members to the committees enumerated in Article VI. The board may also transact such other business as may properly come before the meeting. This meeting shall be called the annual meeting of the board.

**11. MEETINGS.**

**1. Time.**

The board shall meet at least quarterly, at the call of the president, and may meet at other times at the call of the president, or when requested by at least  $\frac{1}{3}$  of the directors.

**2. Notice.**

Notice of all meetings shall be given in writing, stating the time and place and emailed to each director at least five days before the meeting.

**3. Quorum.**

At any meeting of the directors, one-half of the directors currently in office shall constitute a quorum, and the action of a majority of the directors present at any meeting shall be the action of the board, unless otherwise required by law.

**4. Action Without a Meeting**

Action may be taken without a meeting provided there is:

- A. Notification of all directors, and;
- B. There is approval of a majority all directors, and;
- C. There is a formal record recorded for the next scheduled meeting.

#### **ARTICLE IV. OFFICERS.**

##### **1. NUMBER AND TERM.**

The elected officers of the Corporation shall be a president, vice president, a secretary, and a treasurer. The board may, if it deems appropriate, appoint such other officers and assistant officers as it may see fit. The president shall serve a one-year term, with a one-year extension of a final three-year term as board member allowed if necessary to fulfill this term obligation. The Treasurer shall serve no more than two consecutive one-year terms. The Treasurer may return to the position after a one year gap.

All other officers shall serve for a term of one year and until the election of officers at the next annual meeting, but all shall serve at the pleasure of the board which shall have full power of suspension and removal of any officer with or without cause. Every officer shall perform those duties assigned by the board or otherwise required by law. A vacancy in any office shall be filled by the board for the balance of the term of office.

##### **2. PRESIDENT,**

The president, or, in his or her absence, disability, or failure to act, the vice president, shall be the chief executive officer of the Corporation. The president shall preside at all meetings of the membership and the Board of Directors of the Corporation. The president shall execute and deliver all documents on behalf of the Corporation unless another person be authorized by the board or required by law to do so. Term limits shall be waived for the president to fulfill their duty, as outlined in Article IV Section I of the bylaws.

##### **3. VICE PRESIDENT.**

The vice president shall preside over all meetings of the membership in the absence of the president, serve as an assistant to the treasurer, be appointed to serve on the Outagamie Greenways Committee, to assist in the planning and preside over the annual meeting Committee. Vice president will serve as the chair of the nominating committee should the Past President not be available.

##### **4. SECRETARY.**

The secretary shall maintain and keep the corporate records current and the minutes of all meetings of the members, the board and of any committee of the board. The secretary shall give notices of all meetings of the members and of the board and such other notices as may be required, and shall execute, attest, and deliver documents of the Corporation, when authorized by the Board of Directors.

**5. TREASURER.**

The treasurer will be responsible for the keeping of complete accurate financial records and books of account for the Corporation and for reporting to the board at regular intervals on the financial affairs of the Corporation.

**6. PAST PRESIDENT.**

The Past President shall be the person who held the position of President prior to the most recent election of officers. Term limits shall be waived, if necessary, to permit Past President to serve on the board of directors. The Past President will chair the committee to nominate board of directors and officers for the succeeding year. Should the past president be unavailable, the nominating committee shall be chaired by the vice president.

**7. REMOVAL.**

Any officer may be removed from office whenever in the judgment of the board the best interests of the Corporation will be served thereby by the affirmative vote of two-thirds of all current directors at any regular or special meeting called for that purpose.

**ARTICLE V. EXECUTIVE DIRECTOR.**

1. The board may appoint an executive director upon such terms and conditions as it deems proper. The executive director, upon appointment, shall serve at the pleasure of the board and shall be responsible for the conduct of the business of the Corporation within its prescribed policies. The executive director will be an at-will employee, who can be removed at any time and for any reason, with or without cause, by an affirmative vote of a majority of the board. The executive director will report to the president and will be responsible for hiring, assigning, supervising and terminating employees of the Corporation pursuant to the policies established by the board.

**ARTICLE VI. COMMITTEES.**

**1. COMMITTEE AUTHORIZATION**

The Board of Directors may create committees, as needed, to conduct organizational business. These committees may be longstanding committees or organized on an ad hoc basis.

**2. PROTOCOL.**

Each committee shall establish its own operating rules, meeting schedules, work programs and assignments. One-half of the members of any committee shall constitute

a quorum for the transaction of business.

**3. APPOINTMENT.**

The President may annually appoint, from among the Board of Directors, Chairs of committees. The board may also appoint such other committees as it may from time to time deem desirable. Such other committees shall have duties as the resolution establishing such committee shall designate. Such other committees may include persons other than board members. The president shall be an ex-officio member of all committees.

**4. COMMITTEE CHAIR**

The Committee chair shall be responsible for overseeing the committee, serving as liaison between the Committee and the Board of Directors, and selecting members to serve on the committee.

**ARTICLE VII AMENDMENTS.**

These Bylaws may be amended or repealed in whole or in part by a majority of the members of the Corporation or, subject to the approval of the members, by a majority of the board of directors.

**Appendix A**  
**Membership Dues Schedule as of January 1, 2024**

**REGULAR MEMBERSHIP DUES:**

Regular membership dues are the amount of \$35 or more donated to the Corporation as of January 1, 2024.

**ASSOCIATE MEMBERSHIP DUES:**

Associate membership dues are the amount of \$35 or more donated to the Corporation as of January 1, 2024.

Membership dues are reviewed and posted in Appendix A per Article II – Membership, sections 1, and 2.

Date of Review: \_\_\_\_\_.

Date Posted: \_\_\_\_\_.

Amended and executed in duplicate this 25 day of January 2024 by the current board of directors:

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Gwen Sargent– President

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Kim Biedermann

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Dennis Kittel – Vice President

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Holly Femal

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Adam Breest – Secretary

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David Kittel

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Julie Last – Treasurer

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David Martin

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Michelle Bachaus

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Derek Murphy