

**BY-LAWS
OF
THE RIDGES SANCTUARY, INC.
a Wisconsin Corporation
Adopted and Restated on October 6, 2001
Amended October 2, 2004
Amended October 1, 2005
Amended October 6, 2007**

I. Name.

The name of the Corporation shall be The Ridges Sanctuary, Inc.

II. Purpose.

The mission of The Ridges Sanctuary is to protect the Sanctuary and inspire stewardship of natural areas through programs of education, outreach, and research. Natural areas may be acquired by gift, purchase or otherwise. The Corporation is authorized to engage in such other activities of any nature whatsoever that will result in the promotion of the purposes of the Corporation.

III. Members.

- A. Voting Members.** Any person who wishes to promote the purposes of the corporation may apply for membership. Such person shall become a member upon payment of his/her annual dues. A member in good standing shall have the right to attend, participate and have voting privileges at all meetings of the membership in accord with published policy.
- B. Classes of Membership.** The classes of membership and dues shall be established and published annually by the Board of Directors.
- C. Honorary Membership.** Honorary membership may be granted in recognition of some significant service to the cause of The Ridges Sanctuary, Inc. Honorary members shall have all of the rights of members, but shall not be required to pay dues. Honorary memberships may be granted only by a majority vote of a quorum of the Board of Directors.
- D. Removal of Members.** Upon the recommendation by a majority vote of the Board of Directors, members may be removed by a vote of two-thirds of all members attending a properly noticed meeting of the membership at which a quorum is present.
- E. Meeting of Members.**
1. **Annual Meeting.** In each calendar year, an annual meeting of members shall be held during the month of August. The Board of Directors shall give at least thirty (30) days written notice of an annual meeting to each member at the address of the member shown in the records of the Corporation. It shall be the responsibility of each member to inform the Corporation of any change in address.
 2. **Order of Meeting.** The order of business for an annual meeting shall insofar as possible be as following: Call to order; proof of due notice of the meeting; reading and disposal of any unapproved minutes; annual reports of officers and committees; nominations and elections to the Board of Directors; unfinished business; new business; adjournment.

3. **Special Meetings.** Special meetings of members may be called by the president, by a majority of the Board of Directors, or by a written request signed by five percent (5%) of the voting members. Special meetings shall be held on thirty (30) days written notice, which shall describe generally the business to be transacted at the meeting.
4. **Place of Meetings.** All meetings of the members shall be held in Door County, Wisconsin, unless circumstances make the location impossible. The time and date shall be set by the Board of Directors.
5. **Voting.** Voting shall be by voting members present at a meeting. Proxy voting shall not be allowed.
6. **Quorum.** A quorum is one percent (1%) of the total membership.
7. **Procedure.** Meeting shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of voting members present and voting.

IV. **Directors.**

- A. **Number.** The management of the Corporation shall be vested in a Board of Directors consisting of no more than eleven (11) and no less than eight (8) persons.
- B. **Powers of Directors.** Directors shall be granted the authority to manage the Corporation to the extent provided by Wisconsin law.
- C. **Term.** The term of each Director shall be three (3) years. Terms of Directors shall be staggered, and limited to two (2) consecutive terms. A Director whose two consecutive terms has expired may be reelected to the Board after the passage of one (1) year. If a Director is appointed to fill a vacancy on the Board, the remainder of the term to be filled shall not be counted as part of the two-term limit. All directors shall be members in good standing of the Corporation.
- D. **Election.** Election of Directors shall take place at the annual meeting of members. Each voting member present may cast one vote for each Director position open for election at such meeting. Election shall be by a majority of the voting members present at the meeting, provided a quorum is present. If no candidate receives a majority of votes in the first round of balloting, the two candidates with the most votes will stand election in a second round. This process shall be continued until one candidate has received a majority of the votes cast.
- E. **Vacancies.** In the event of a vacancy on the Board of Directors due to death, resignation or removal, the president shall nominate a successor for Board ratification to fill the vacancy for remainder of the term for that position. Appointment of a successor after the occurrence of the vacancy shall be carried out in a timely manner.
- F. **Meeting of Directors.**
 1. **Regular Meetings.** At the first meeting of the Board of Directors after the Annual Meeting of the membership, the Board shall set a schedule of regular meetings for the period until the next Annual Meeting. A single written notice of regular board meetings will be given to all directors within ten (10) days following the annual Directors' meeting. No further notice of regular Directors' meetings shall be required.

2. **Special Meetings.** Special meetings of Directors may be called by the president or by any Director. Special meetings shall be on ten (10) days written notice, which shall describe generally the business to be transacted at the meeting.
 3. **Quorum.** A quorum of the Board of Directors shall be a majority of the Directors presently in office at the time of any meeting of the Directors.
 4. **Place of Meeting.** All meetings of Directors shall be held within the State of Wisconsin.
 5. **Voting.** Voting shall be by Directors present at the meeting. Proxy voting shall not be allowed.
 6. **Procedure.** Meeting shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of voting members present and voting.
 7. **Alternate Voting Procedures.** Acting by unanimous consent, meetings may be conducted telephonically or electronically, in real time, to the extent and under the conditions permitted by law.
- G. Compensation.** Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the Board of Directors.
- H. Indemnification.** Directors shall be entitled to indemnification for actions as Directors to the extent permitted by Wisconsin law.
- I. Board Committees.** The Board of Directors may establish or abolish any standing or special committee(s) as it deems appropriate, provided that such committee(s) may not exercise the powers of the Board.
- J. Nominating Committee.** The president of the Corporation shall, at a reasonable time in advance of the Annual Meeting, appoint a nominating committee chairperson. A nominating committee of not less than three (3) persons from the general membership shall nominate a slate of Directors from the membership to be voted on at the Annual Meeting.

V. Officers.

- A. In General.** The officers must be members of the Corporation, and shall consist of a president, vice president, secretary and treasurer.
- B. Election and terms.** The officers shall be elected annually by the Board of Directors at their first meeting following the annual meeting. Each officer shall serve a term of one year, but there shall be no restrictions on serving consecutive and/or multiple terms in these same or any other office. An officer may be removed by a two-thirds vote of the Board at any time.
- C. Duties.** The duties of each office shall include, but not be limited to, duties prescribed by law and those duties set forth below. The president may assign additional duties to any officer, as the president deems appropriate.
1. **President.** The president shall act as liaison to the Executive Director subject to the direction of the Board of Directors, select committee chairpersons, and shall preside at all meetings of the Board of Directors and the membership.

2. **Vice President.** The vice president shall exercise the duties of the president in the absence or incapacity of the president. If the president should die, resign or be removed from office the vice president shall succeed to the office of president.
 3. **Secretary.** The secretary shall maintain all records of the Corporation and shall prepare minutes of all meetings of the Board of Directors and members.
 4. **Treasurer.** The treasurer shall have custody of the funds of the Corporation and shall maintain all financial records of the Corporation. The treasurer shall report to the president, Board of Directors and members on the financial status of the Corporation.
- D. Members of the Board.** All Officers, except the Treasurer, are required to be members of the Board of Directors.
- E. Number of Offices Held.** Officers may not hold more than one office.
- F. Compensation.** All officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office.
- G. Executive Committee.** The officers of the Corporation shall comprise the Executive Committee. The Executive Director shall serve as an *ex officio* member.

VI. Miscellaneous.

- A. Fiscal Year.** The fiscal year of the Corporation shall end on December 31.
- B. Signatories.** In addition to any other powers provided herein or by law, the Board of Directors may authorize one or more officers and/or staff members of the Corporation to execute and deliver contracts, instruments, open bank accounts, execute checks and drafts in the name of the Corporation, make or obtain loans, and sell, assign, or pledge securities.
- C. Notification.** Whenever these By-Laws require written notice to members, such notice shall be mailed to each member at the member's address as shown on the records of the Corporation. Whenever these By-Laws require written notice to directors, such notice shall be mailed to each director's address as shown in the records of the Corporation. Each member and director shall be responsible for advising the Corporation of his, her or its current mailing address. In all cases, notice shall be deemed given on the date of mailing.
- D. Amendment.** These By-Laws may be amended by a majority vote of the members of the Corporation present and voting at a meeting duly called for such purpose at which a quorum of members is present. Written notice of the meeting, including the text of the proposed By-Law amendment must be given to each voting member at least thirty (30) days prior to the date of the meeting.