

**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
Amended April 18, 2017**

I. Name.

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

II. Mission

The mission of The Ridges Sanctuary, Inc. is to protect the natural areas in Door County known as “The Ridges Sanctuary” and inspire stewardship of natural areas through programs of education, outreach, and research.

III. Members.

- A. Voting Members.** Any person who wishes to promote the purpose of The Ridges Sanctuary, Inc. 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 accordance with these by-laws.
- B. Classes of Membership.** The classes of membership and dues shall be established by the board of directors and published annually by the Ridges Sanctuary, Inc.
- 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 voting at a properly noticed meeting of the membership at which a quorum is established.
- 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 Ridges Sanctuary, Inc. 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 Ridges Sanctuary, Inc. It shall be the responsibility of each member to inform The Ridges Sanctuary, Inc. of any change in address.
 2. **Order of Meeting.** The order of business for an annual meeting shall insofar as possible be as follows: 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 of the board, by a majority of the board of directors, or by a written request signed by five percent (5%) of the voting members. Notice of a special meeting shall be given within thirty (30) days of receiving a written request and 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 or The Ridges Sanctuary, Inc.
5. **Voting.** Voting members shall vote at a meeting or by submittal of a written ballot. Proxy voting shall not be allowed.

Note: A written ballot includes a ballot transmitted or received by electronic means.
6. **Quorum.** A quorum is one percent (1%) of the total membership. Quorum for a member meeting is calculated by determining the sum total of members present at a meeting plus the number of members represented by written ballots.
7. **Procedure.** Meetings 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.

IV. **Directors.**

- A. **Number.** The management of The Ridges Sanctuary, Inc. 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 Ridges Sanctuary, Inc. to the extent provided by Wisconsin law.

Note: See chapter 181, Wisconsin Statutes.
- 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 re-elected 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 Ridges Sanctuary, Inc.
- D. **Nomination.** A committee established by the board of directors shall develop and maintain a list of candidates to be considered as directors. These candidates must be members in good standing of the Ridges Sanctuary, Inc. For each director vacancy occurring in the upcoming year, the committee will nominate one person from the list of candidates for board consideration to stand for election to the board.
- E. **Election.** Election of directors shall take place at the annual meeting of members. Each voting member may cast one vote for each director position open for election. Election shall be by a majority of the voting members, provided a quorum is met. 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.
- F. **Vacancies.** In the event of a vacancy on the board of directors due to death, resignation or removal, the board president shall appoint, subject to board approval, a successor to fill the

vacancy for the 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.

G. 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 of setting the schedule. No further notice of regular directors' meetings shall be required.
2. **Special Meetings.** Special meetings of directors may be called by the executive director, the president of the board or any director. Within ten (10) days of calling the meeting, a written request for a special meeting shall be given and 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.** Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of the directors present at the meeting.
7. **Alternate Voting Procedures.** Meetings may be conducted telephonically or electronically, in real time, as permitted by applicable law.

H. Compensation. Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the board of directors.

I. Indemnification. Directors shall be entitled to indemnification for actions as directors to the extent required by Wisconsin law.

J. 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.

V. Officers.

- A. In General.** The officers must be members of The Ridges Sanctuary, Inc., 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 the same or any other office. An officer may be removed by a two-thirds vote of the board at any time.
- C. Vacancies.** In the event of an officer vacancy due to death, resignation or removal, the board president shall appoint, subject to board approval, a successor to fill the vacancy for the 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.

- D. 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 prepare minutes of all executive committee meetings and closed meetings of the board of directors.
 4. **Treasurer.** The treasurer shall have access to the funds of The Ridges Sanctuary, Inc. and all financial records of The Ridges Sanctuary, Inc. The treasurer shall report the financial status of the Ridges Sanctuary, Inc. to the board of directors and members.
- E. Members of the Board.** All officers are required to be members of the board of directors.
- F. Number of Offices Held.** Officers may not hold more than one office.
- G. 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.
- H. Executive Committee.** The executive committee shall be comprised of the officers of the board of directors. The executive director shall serve as an *ex officio*, non-voting member.

VI. Miscellaneous.

- A. Fiscal Year.** The fiscal year of The Ridges Sanctuary, Inc. 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 Ridges Sanctuary, Inc. to execute and deliver contracts, instruments, open bank accounts, execute checks and drafts in the name of The Ridges Sanctuary, Inc., 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 sent to each member at the member's mailing or electronic address as shown on the records of The Ridges Sanctuary, Inc. Whenever these by-laws require written notice to directors, such notice shall be sent to each director's mailing or electronic address as shown in the records of The Ridges Sanctuary, Inc. Each member and director shall be responsible for advising The Ridges Sanctuary, Inc. of his or her current mailing and electronic address. In all cases, notice shall be deemed given on the date of mailing or electronic transmission, whichever occurs later.
- D. Amendment.** These by-laws may be amended by a majority vote of the members of The Ridges Sanctuary, Inc. during a meeting duly called for such purpose provided a quorum is established. Written notice of the meeting, including the text of the proposed by-law amendments, must be given to each voting member at least thirty (30) days prior to the date of the meeting.