

BY LAWS  
Of  
CRAB LAKE CONSERVATION FOUNDATION, INC.

ARTICLE 1

MISSION STATEMENT

To preserve, protect and enhance the present character of the Crab Lake, Wisconsin region with respect to its natural beauty, its wild plant and animal life, its geological and geographical formations of scientific interest, and its other scientific and educational potential; to facilitate serious study and research in ecology and other natural sciences as they pertain to the Crab Lake area; to acquire and maintain undeveloped lands in the Crab Lake area.

ARTICLE 2

MEMBERS

SECTION 1. Classes of Members. The Foundation shall have Regular Members consisting of natural persons who are in good standing by the payment of annual dues. Membership is non-transferable.

SECTION 2. Dues. The Board of Directors shall, from time to time, fix the annual dues payable by Members.

SECTION 3. Voting Rights. Each Regular Member in good standing shall be entitled to one vote on each matter submitted to a vote of the Members.

SECTION 4. Termination and Expulsion. Membership is terminated upon death, voluntarily withdrawal, or expulsion. A member may be expelled upon a two-thirds (2/3) vote of the members.

ARTICLE 3

MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. An annual meeting of the Members will be held immediately following the Board of Directors' Meeting on the last Saturday in the month of July in each year (or, if postponed, the following day) for the purpose of electing the at large Director and for the transaction of such other business as may come before the meeting.

SECTION 2. Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or ten Regular Members.

SECTION 3. Place of Meeting. The Board of Directors may designate any place and use any method of communication within the State of Wisconsin as the place of meeting for an annual meeting or for any special meeting of the Members.

SECTION 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of the Members shall be delivered either personally, by mail or email to each Member entitled to vote at such meeting, not less than thirty days or more than sixty days, before the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Foundation with postage thereon prepaid.

SECTION 5. Informal Action by Members. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, 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.

SECTION 6. Quorum. One-fourth of the Members entitled to vote present in person, by teleconference or by proxy shall constitute a quorum at any meeting of Members unless a larger number is required by law. A majority of the votes entitled to be cast by such Members present in person, by teleconference or by proxy shall be necessary for the adoption of any matter properly before the meeting, unless a greater proportion is required by statute or these Bylaws.

SECTION 7. Proxies. Members shall be entitled to vote by proxy executed in writing and received by the Secretary prior to the meeting. The proxy shall include a box for approving a Board recommended at large Director as well as a line for a write in candidate. The proxy shall remain valid for eleven (11) months from the date of the proxy, unless a different period is expressly provided on the proxy form or the proxy is withdrawn or revoked by the Member.

## ARTICLE 4

### BOARD OF DIRECTORS

SECTION 1. General Powers. The policies and affairs of the Crab Lake Conservation Foundation (hereafter referred to as the Foundation) shall be determined, directed and managed by its Board of Directors. Directors must be members in good standing.

SECTION 2. Number, Tenure and Qualifications. The number of Directors of the Foundation shall be at least five. Directors shall consist of the President, Vice President, Secretary and Treasurer of the Crab Lake Property Owners Association (hereafter

referred as the Association) and one or more at large Foundation Members, so as to ensure there are at least five Directors. The Association's Officer Directors shall serve until new Association Officers have been elected by the Association's Board. The at large Foundation Directors shall have a one year term and shall hold office until the Director's successor is elected and qualified. The Foundation at large Directors may serve, if elected, up to five consecutive terms. At the end of the five terms, two years must elapse before a Member is eligible to be re-elected as a Director. In addition, the President, Vice President, Secretary and Treasurer (the "Officers") of the Foundation shall act and vote as Directors except in electing the Officers. The Officers shall be counted in determining a quorum and a majority of the Directors for all matters before the Board, with the exception of nominating and electing Officers.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw at the same place and on the same day as the annual meeting of the Members. At its regular annual meeting the Board of Directors shall nominate the Member(s) proposed to be elected as the at large Director(s).

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five Directors. The person or persons authorized to call special meetings of the Board may call the meeting via email and fix any place within the State of Wisconsin as the place for holding any special meeting of the Board called by them.

SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least fourteen days previously thereto in writing to each Director and shall state the purpose or purposes for which the special meeting is called. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 7. 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 law or by these Bylaws.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors at its next meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

SECTION 9. Compensation. Directors shall not receive any compensation for their services as Directors.

SECTION 10. Informal Action by Directors. Any action required by statute or these Bylaws to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors at the next meeting.

SECTION 11. Removal. A Director may be removed, with or without cause, by a majority vote of the Members, at any regular or special meeting of the Members.

## ARTICLE 5

### OFFICERS

SECTION 1. Officers. The Officers of the Foundation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may appoint an Assistant Secretary and an Assistant Treasurer, as it shall deem desirable; however these persons shall not act or vote as Directors.

SECTION 2. Election and Term of Office. The Officers of the Foundation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors and outside the presence of the Officers. 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 until his successor shall have been duly elected and shall have qualified. Officers who are unable or unwilling to serve in their offices are urged to resign as officers.

SECTION 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause.

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 chief executive officer of the Foundation; shall be responsible for administering its policies and affairs as determined and directed by the Board of Directors; shall preside at all meetings of the Members and of the Board of Directors; and 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. The President may sign, with the Secretary or any other proper officer of the Foundation 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 or by statute to some other officer or agent of the Foundation.

SECTION 6. Vice President. In the absence of the President or in event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. Secretary. The Secretary shall keep and make available to any requesting Member the minutes of the meetings of the Members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and, if requested, give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article 7 of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurer shall give a bond for the faithful discharge of the Assistant Treasurer's duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretary and Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary and the Treasurer or by the President or the Board of Directors.

## ARTICLE 6

### COMMITTEES

SECTION 1. Committees. The President and the Board of Directors each may designate and appoint such committees of the Foundation or of the Board of Directors as they deem necessary or desirable.

SECTION 2. Quorum. Unless otherwise provided in the appointment of a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 3. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with its appointment.

## ARTICLE 7

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, 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 Foundation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the President or Treasurer.

SECTION 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the Foundation any gift, contribution or bequest provided they are used or expended solely for the benefit of the Foundation.

## ARTICLE 8

### BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account including the names and addresses of the Members and shall also keep minutes of the proceedings of its Members, Board of Directors and committees. All books and records of the Foundation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE 9

### FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE 10

SEAL

The Foundation has no seal.

ARTICLE 11

WAIVER OF NOTICE

When any notice is required to be given under the provisions of the Wisconsin Non-Stock Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giver of such notice.

ARTICLE 12

AMENDMENTS TO BYLAWS

The Bylaws may be amended by either the Members or the Board of Directors at a regular or special meeting; provided, however, that in the event of conflicting amendments, the action of the Members shall control.

Adopted July 27, 2013