

BY-LAWS OF THE WISCONSIN COUNTY FORESTS ASSOCIATION, INC.

Established in 1968, the Wisconsin County Forests Association, hereinafter referred to as “the Association”, is a Wisconsin nonstock and not for profit corporation organized under Chapter 181 of the Wisconsin statutes *and an organization described under Section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended*. The Association is an independent entity and self-governing, operating separately from its members and their statutory requirements. The Association’s mission is to provide leadership uniting the interests of Wisconsin’s county forest program while ensuring long-term forest health and sustainability.

ARTICLE I – PURPOSE

- Be an advocate for sustainable active forest management in Wisconsin and the County Forest system.
- Provide leadership and counsel to county forestry committees on forestry policies and programs, while encouraging county participation in statewide forestry issues.
- Facilitate communication between counties and various other entities or organizations on various forestry matters.
- Provide leadership on proposed legislation affecting forestry matters, land use issues and budgets.
- Serve as a liaison for the counties with federal, state and local representatives and agencies regarding proposed and existing forestry programs.
- Act as a clearinghouse and a conduit of information for the counties.
- Work with private groups and public agencies to strengthen forestry and forest related programs in Wisconsin.

ARTICLE II – MEMBERSHIP, DUES, FISCAL YEAR

SECTION 1 MEMBERSHIP

Membership shall be open to all counties who have an established county forest program pursuant to Wis. Stat. §28.11 (1), who are current in Association dues. Each dues paying county is considered a single Member whose membership extends privileges of participation in the affairs of the Association to interested Member county elected officials and Member county staff/employees. Each Member county is entitled to a single vote on Association business and a Member county designee shall cast the Member’s vote. Nonpayment of Association dues by established due date shall be deemed a waiver of Association membership until payment is received.

SECTION 2 MEMBERSHIP DUES

Membership dues shall be set by the Board of Directors annually. Membership dues are payable after January 1 and must be received prior to April 1 of each year.

SECTION 3 FISCAL YEAR

The fiscal year of the Association shall be the same as the calendar year - January 1 through December 31, inclusive.

SECTION 4 ASSOCIATE MEMBERSHIP

If authorized and approved by the Board of Directors, Associate membership, may be offered to other counties who practice sustainable forest management on public lands, who share similar goals and objectives with this Association. The primary purpose for Associate membership will be exchange of information and collaboration on state or regional forestry issues. Associate membership dues will be set by the Board of Directors of the Association Associate members of the Association will not have voting privileges.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1 STRUCTURE OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of fifteen (15) total directors: four (4) area directors from each of the three (3) areas established under Article III, Section 2 (“Area Directors”) plus three (3) at-large directors appointed by the Board according to the process herein (At-Large Directors”). Any active County Committee member with Forestry oversight or elected County official are eligible to serve as an area director of the Association. Area directors shall be elected by the process identified in Section 2 of this Article. Any vacancy in the seat of an Area Director shall be filled by majority vote of the Board of Directors at any time.

Individuals interested in serving as an At-Large Director shall submit a completed application to the Executive Director of the Association. The Executive Committee of the Association shall present suitable candidates for the position of At-Large Director to the Board for their consideration and shall be appointed by majority vote of the Board. Individuals elected to At-Large Director shall serve in that capacity for a period of two (2) years. At-Large Directors shall have the same powers and privileges as the Area Directors, except they shall not be permitted to hold the office of President or Vice-President of the Association. Successful candidates applying for the position of At-Large Director may reapply for subsequent terms of service.

In the event vacancies occur on the Board of Directors and the Board of Directors determines the vacancy is caused by a lack of candidates expressing interest in serving, the Board of Directors may, by a majority vote, elect an individual from outside said area to serve in the vacant position(s) or fill with additional At-Large Directors. Priority should be given to any county elected individual from a Member county prior to filling any vacancy with an At-Large Director.

SECTION 2 ELECTION OF AREA DIRECTORS

For purposes of electing Area Directors, the State of Wisconsin shall be divided into three (3) areas described below:

Area 1 - Consisting of the following counties:

Iron	Bayfield	Washburn	Barron
Ashland	Douglas	Burnett	Rusk
Sawyer	Polk	Price	

Area 2 - Consisting of the following counties:

Marinette	Forest	Langlade	Vilas
Oconto	Florence	Lincoln	Oneida

Area 3 - Consisting of the following counties:

Clark	Marathon	Adams	Chippewa
Eau Claire	Juneau	Monroe	Taylor
Jackson	Wood	Vernon	

The President or Secretary shall call an Annual Meeting of the Association membership, in conjunction with the Association’s fall meeting. The meeting shall be held in September and at such time and place as designated by the President or Secretary and set forth by written notice, given electronically by the Secretary to each member of the Association at least fifteen (15) days prior to the meeting; provided, however, that any member may waive notice of any meeting, either in advance of, during or subsequent to such meeting. The purpose of the Annual Meeting of the membership shall be to elect the Association’s Board of Directors.

In conjunction with the Annual Meeting of the Association, there shall be held in even numbered years a joint meeting of the counties within each area described above. The purpose of said meeting in each of the three (3) areas shall be to elect four (4) individuals, as set forth in Section 1 above, from within the area to serve as Area Directors. Nominations for Area Directors can be submitted to the Executive Director prior to the start of the Annual Meeting. Terms shall be for a period of two (2) years. Area Directors shall be elected by secret ballot, facilitated by the Executive Director by majority vote of the counties in the area which the Area Director seat applies. Each county shall be entitled to only one vote, regardless of the number of individuals present, for each of the area's four (4) Area Director positions.

SECTION 3 REGULAR MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet for the purpose of electing officers and for the transaction of such other business in conjunction with the Annual Meeting of the Association in even numbered years, subsequent to election of Area Directors. Other regular meetings shall be held at such time and place as may be designated by the Executive Committee from time to time.

SECTION 4 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called for any purpose at any time by the President, or shall be called by the President upon the request, in writing, of any five (5) members of the Board of Directors. Notice of the time and place of all special meetings of the Board of Directors shall be given electronically by the Secretary to each Director at least three (3) days prior to the special meeting, provided, however, that any Director may waive notice of any meeting, either in advance of, during or subsequent to special meeting. Notice may be delivered by either email, phone or mail, provided the Secretary keeps a confirmation that the email, phone or mail was received by the recipient.

SECTION 5 QUORUM

A simple majority of seated members of the Board of Directors shall constitute a quorum.

The positions of President and Vice President of the County Forest Administrator Group, as well as the Chair of the Legislative & Forest Certification Committee, the Chair of the Personnel Committee and the Chair of the Budget Committee shall serve as ex-officio members. Ex-officio members may serve, at the discretion of the President of the Board of Directors, as voting members of the Board of Directors in order to fulfill quorum requirements.

Board members may attend meetings via remote communication to conduct business as necessary. The Board may take action pursuant to Wis. Stat. § 181.0821 as long as two-thirds (2/3) of the Area and At-Large Directors evidence consent to such action consistent with Wis. Stat. § 181.0821(1m).

SECTION 6 ORGANIZATION OF MEETINGS AND ORDER OF BUSINESS

The President, and in his/her absence the Vice-President, shall preside at meetings of the Board of Directors and at all meetings of the Members, with the Executive Director to act as recorder at said meetings; but in the absence of either or any of such officers, their functions may be performed by any member of the Board selected by those present. The regular order of business shall be:

- (1) Call of the roll;
- (2) Approval of minutes of previous meetings;
- (3) Reports of officers and committees;
- (4) Unfinished business;
- (5) New business.

All meetings of the Association, or its Board of Directors, shall be conducted under the latest edition of "Robert's Rules of Order, Newly Revised".

SECTION 7 POWERS

The management, control and operation of the affairs, business and property of the Association are vested in the Board of Directors. The Board may adopt such rules, regulations, policies and procedures for the conduct of business as deemed sensible and may in the execution of the powers granted, delegate certain authority and responsibility to the Executive Committee and/or the Executive Director. Powers of the Board shall include but not be limited to: determining eligibility for membership; determining annual membership dues; create standing committees of the Association and define their duties; employing and setting the salary for Association staff; oversee all Association fiscal matters and activities; maintaining and enforcing these bylaws; and taking the steps necessary to promote the goals and objectives of the Association, as outlined in the Strategic Plan.

SECTION 8 REMOVAL

The Board may remove any Officer or Director two-thirds (2/3) vote of all seated Directors, at any regular or special meeting of the Board upon recommendation of two (2) or more Directors. A statement of reason(s) shall be delivered by electronic means to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. The statement shall be accompanied by a notice of time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given opportunity to be heard prior to the Board' actions on removal at the meeting where the Board is to take action on the removal.

SECTION 9 CODE OF CONDUCT

The Board of Directors shall abide by a Code of Conduct (Appendix A) adopted by the Board of Directors, as such Code of Conduct may be amended from time to time.

SECTION 10 CONFLICT OF INTEREST

The Board of Directors shall abide by a Conflict-of-Interest Policy (Appendix B) adopted by the Board of Directors, as such Conflict-of-Interest Policy may be amended from time to time.

ARTICLE IV – OFFICERS

SECTION 1 PRINCIPAL OFFICERS; ELECTION

The principal officers of the Association shall be President, Vice-President, Secretary and Treasurer. The officers shall be elected at the Annual Meeting by the process defined in Section 2 of ARTICLE II. The officers shall be elected from among the Directors, except the Executive Director of the Association shall serve as Secretary.

SECTION 2 TERMS OF OFFICE

The officers shall hold office for two (2) years and until their respective successors are elected. The term of office of any officer shall be terminated by: 1) death, 2) resignation from office, 3) loss of his/her elected seat on their respective County Board, or 4) removal from office by majority vote of the Board of Directors, provided any officer removed from office shall be given an opportunity to address the Board prior to the vote for removal.

SECTION 3 FILLING OF VACANCIES

A vacancy in any office may be filled until the next succeeding election by the affirmative vote of a majority of the Directors present at any regular or special meeting of the Board of Directors. The Board of Directors may appoint an interim Secretary in the event of the vacancy in Executive Director.

SECTION 4 PRINCIPAL DUTIES

The principal duties of the officers shall be as follows:

- (a) The President shall preside at all meetings of the Board of Directors and generally perform all duties usually incumbent upon such office. He/She is the Chief Executive Officer of the Association, subject to the control of the Board of Directors; with the execution of contracts, deeds, leases, conveyances, and instruments generally on behalf of the Association. He/She shall counter-sign evidences of indebtedness, and other documents required to be signed by the Secretary or Treasurer; and shall perform such other duties as may from time to time be prescribed by these by-laws or delegated to him/her by the Board of Directors. The President shall be the principal spokesperson for the Association; however, the President may delegate the Executive Director to fill that responsibility.
- (b) The Vice-President shall perform the duties of the President in the case of the latter's absence or disability, and, in addition, such other duties as may from time to time be prescribed by these by-laws or delegated to him/her by the Board of Directors.
- (c) The Executive Director of the Association shall serve as Secretary. The Secretary shall have custody of the minute books; keep a record of all meetings of the Board of Directors; send out any required notices of meetings of the Board; countersign all deeds, leases, conveyances and other documents requiring the seal of the corporation; and perform such other duties as usually devolve upon such office. He/She shall, in addition, perform all such duties as may from time to time be imposed upon him/her by these by-laws or delegated to him/her by the Board of Directors.
- (d) The Treasurer shall have knowledge of all moneys, securities and valuable papers of the Association; shall have knowledge of all collections and dispersals of funds; shall have knowledge of account balances and make reports from time to time as required by the Board of Directors; and perform such other duties as usually devolve upon such office. He/She shall, in addition, perform all duties as may from time to time be imposed upon him/her by these by-laws or delegated to him/her by the Board of Directors.

SECTION 5

The Board of Directors may appoint one or more Assistant Secretaries and one or more Assistant Treasurers to act with or for the Secretary or Treasurer, respectively.

SECTION 6

All officers shall serve under the supervision and direction of the Board of Directors, and shall perform any and all additional duties as may be directed by the Board.

ARTICLE V – COUNTY FOREST ADMINISTRATOR GROUP

There shall be established a county forest administrator group. The principal representative for each county member shall be the county forest administrator, or comparable position, or his/her delegate. The county forest administrator group serves to provide information, expertise and guidance to members, the Association's staff, committees and Board of Directors. The group has the ability to identify issues for the Association to address and also acts as technical advisors. The group functions at their own discretion and is independent from the Board of Directors.

SECTION 1 – OFFICERS, ELECTION, TERMS OF OFFICE

The principal officers of the County Forest Administrator Group shall be President and Vice-President. The officers shall be elected by nomination and voice vote at the conclusion of the Association's spring meeting. The officers shall be elected from among the County Forest Administrator Group. Terms shall be for a period of one (1) year.

The term of office for either officer shall be terminated by: 1) his/her death, 2) resignation or loss of his/her employment, or 3) his/her term of office may be terminated by a vote of a majority of members of the county forest administrator group present at any regular or special meeting whenever in their judgment the best interests of the Association will be served thereby. The Past President serves as an advisory member when and where necessary.

SECTION 2 – SCHEDULE

At a minimum, the County Forest Administrator Group shall convene via conference call quarterly.

ARTICLE VI – COMMITTEES

SECTION 1 INTERNAL COMMITTEES

The Association shall have standing committees consisting of, but not limited to: Executive Committee, Legislative & Forest Certification Committee, Personnel Committee, Budget Committee and Audit Committee.

- (a) **PURPOSE OF COMMITTEES:** All internal committees are intended to assist the Board of Directors in managing the affairs of the Association. A Committee’s role is to make recommendations and/or forward resolutions to the Board of Directors for consideration and action. All Committee meetings shall be conducted under the latest edition of “Robert’s Rules of Order, Newly Revised”.
- (b) **COMMITTEE MEMBERS & CHAIR(S):** The Executive Committee shall appoint members to the committees at the Annual Meeting of the Board and thereafter as needed. Committee members shall select an individual from their membership to serve as Chair, subject to confirmation of the President of the Board of Directors. Association staff shall serve as advisory members, except where the Executive Director acts as Secretary for the Board and therefore a member of the Executive Committee.
- (c) **COMMITTEE ROLES AND STRUCTURE**

EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the four (4) Board officers plus the President and Vice President of the County Forest Administrator group. The Executive Committee may act in place of and instead of the Board between regular meetings on all matters except those specifically reserved to the Board in these Bylaws, pursuant to delegation of authority to such committee by the Board. All actions of the Executive Committee shall be reported to the Board.

The Executive Committee shall meet at the request of the President of the Board of Directors, or by call the Executive Director, or on request of three (3) members of the Executive Committee.

LEGISLATIVE & FOREST CERTIFICATION COMMITTEE

The Legislative & Forest Certification Committee shall be comprised of ten (10) County Forest Administrators plus the President, Vice President, and past President of the County Forest Administrators group and two (2) members of the Board of Directors.

The Legislative & Forest Certification Committee is responsible for all matters relating to, but not limited to, forest certification, local, state and federal legislative issues, regulatory matters, and grant programs. In addition, this Committee shall generally be responsible for discussing all natural resource related matters of interest to the Association and Board of Directors.

In addition to the role of providing recommendations and/or resolutions to the Board of Directors, the Legislative & Forest Certification Committee may also provide recommendations and guidance to the

entire membership in circumstances where it is desirable to provide consistency across the membership and assure compliance with various programs and statutes.

The Legislative & Forest Certification Committee shall meet as necessary to conduct business. Meetings shall be scheduled just prior to Board of Directors meetings in order to provide recommendations and resolutions.

BUDGET COMMITTEE

The Budget Committee shall be comprised of five (5) county forest administrators and two (2) members of the Board of Directors.

The Budget Committee is responsible for the development and maintenance of the Association's annual operating budget, membership dues structure, spending priorities and revenue creation. The Budget Committee also acts as the Investment Committee and has oversight of the Association's investments. The committee shall develop recommendations, where necessary, concerning the Association's Financial Policy, Investment Policy, Internal Financial Controls and/or Financial Bookkeeping. The Committee shall review the general written year end budget vs. actual statement for the preceding year ending December 31, prior to publication.

The Budget Committee shall meet, at a minimum, annually and as needed.

PERSONNEL COMMITTEE

The Personnel Committee shall be comprised of five (5) county forest administrators and two (2) members of the Board of Directors.

The Personnel Committee is responsible for the hiring, firing, setting staff compensation and benefits, and broad oversight of the performance of all Association staff. The Personnel Committee delegates supervision, assignment delegation, coordination, performance evaluation and suspension authority for other Association staff to the Executive Director. Termination of other association staff requires action by Personnel Committee after receiving and reviewing termination recommendations from the Executive Director.

The Personnel Committee shall meet, at a minimum, annually in order to conduct staff performance evaluations, to review compensation and as needed.

AUDIT COMMITTEE

The Audit Committee shall be comprised of four (4) members of the Board of Directors.

The Audit Committee is responsible for annually reviewing the financial records of the Association.

The financial review shall occur prior to the first Board of Directors meeting of the fiscal year.

SECTION 2 AD HOC COMMITTEES

The Board of Directors or the Executive Committee may establish ad hoc committees for the purpose of handling tasks or problems of a specific and short-term nature. Ad hoc Committees shall automatically dissolve upon completion of the final report to the Board, Executive Committee or other standing committee. The size of an ad hoc committee shall be determined by the Executive Committee and members shall be appointed by the President of the Board of Directors. An ad hoc committee may be formed to provide information directly to the Board of Directors or to any standing committee of the Association, at the discretion of the Executive Committee.

SECTION 3 EXTERNAL COMMITTEES

The Association is likely to be involved with numerous external groups and entities where it is advantageous for Association staff and members to serve in various roles in committees and other working groups in order to represent the Association's interests. The Executive Director shall be the principal representative for all external committees and is authorized to serve the Executive Director's discretion. The Executive Director is authorized to designate other staff or individuals to participate in external committees. The Executive Director shall maintain a working list of external committees and present said list annually to the Board of Directors for approval. The Board of Directors or a standing committee may also appoint members to serve in various roles and functions. Members serving on External Committees are expected to provide periodic reports to the Executive Director and Board of Directors.

ARTICLE VII – INDEMNIFICATION

The Association shall, to the extent legally permissible in Wis. Stats. §§181.0871-181.0889, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding, not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to, and not exclusive of, all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article, shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by, or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article, shall apply to such officer, director, or employee with respect to those acts or omissions, which occurred at any time prior to such amendment or repeal.

ARTICLE VIII – AMENDMENTS

By-laws shall be adopted, amended, or repealed by a two-thirds vote of the current Members present at the Annual Meeting or special meeting of the Association. Proposed changes to the Association By-laws shall be noticed as an item on the Annual Meeting agenda to consider By-Laws amendments with a scheduled vote and by providing all current Members a copy of the proposed amendments at least 30 calendar days in advance of the scheduled date to vote on such amendments.

ARTICLE IX – DISSOLUTION

This Corporation shall be dissolved in the manner required by law at the time of dissolution. The assets shall be distributed consistent with the Corporation's Articles of Incorporation.

WISCONSIN COUNTY FORESTS ASSOCIATION

BOARD OF DIRECTORS CODE OF CONDUCT

Why Have a Code of Conduct?

- to promote high standards of practice;
- to provide a benchmark for members to use for self-evaluation;
- to establish a framework for professional behavior and responsibilities.

Expectations

- I will act in good faith, honesty and due diligence at all times. Members' conduct in meetings and while representing the Association shall reflect standards of courtesy and respect.
- I will attend meetings in a regular fashion, to the best of my ability, and be prepared. I understand my attendance is important to keep Association business moving.
- I understand the Board of Directors speaks in a unified voice. The President and/or Executive Director, or someone specifically designated by the President, shall represent the Board to the public. Board members shall publicly stand by and uphold decisions of the Board.
- I shall take due care to ensure that any confidential or sensitive information discussed by the Board is not made public.

Responsibility

- I understand that I am an agent of the Wisconsin County Forests Association and our members expect me to serve with dignity, receiving input, explaining my actions, accepting the result of the board's decisions, and engaging in continuous improvement.
- I prepare for meetings, read materials, research issues, make decisions, and keep required confidences.
- I do not use my position or the resources of the Association for personal or political gain.
- I am a prudent steward of resources and actively consider the impact of my decisions on the financial, social and resource stability of the Association.

Fairness

- I promote consistency, equity and non-discrimination in decision-making and customer service.
- I make decisions and recommendations based upon research and facts, involving staff and stakeholders, and taking into consideration short and long-term goals.
- I encourage diverse participation in our decision-making processes.

Respect

- I treat all individuals of the Board, Association staff, members and the public with patience, courtesy, civility and respect, even when we disagree on what is best for the Association and its members.
- I refrain from participating in negative activity and commentary, and avoid personal attacks against fellow Board members, Association members and their staff, committees and boards, Association staff and the public to ensure the reputation and integrity of the Association.

Honesty

- I provide accurate information and am honest with all individuals of the Board of Directors, members, elected officials, county staff, county board supervisors, committees and boards, the public and others.
- I am prepared to make decisions when necessary for the organization's best interest, whether those decisions are popular or not.
- I take responsibility for my actions, even when it is uncomfortable to do so.

WISCONSIN COUNTY FORESTS ASSOCIATION

CONFLICT OF INTEREST POLICY

ARTICLE I

Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict-of-Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

I have received, read and understand fully the Conflict of Interest policy and will comply with the statement by bringing any potential conflict of interest situations to the board for consideration.

Joe Waichulis Date:

Phil Schneider Date:

Bill Bialecki Date:

Bill Schradle Date:

Rick Seefeldt Date:

Lolita Olson Date:

Jeff Olsen Date:

Hank Novak Date:

Henry Schienebeck Date:

Mike Luedeke Date:

Jeff Barkley Date:

Henry Sullivan Date:

Chris Sybers Date:

Mike Beyer Date:

Joe Muehlbach Date: