

## Frequently asked questions

### **Q1. Why is the board recommending this bylaws update?**

**A1.** The Board of Directors is recommending this bylaw update to reflect the maturity of the organization that is operating soundly and according to the statutory requirements of Wisconsin, the Land Trust Alliance accreditation standards and best practices for land trust organizations. Specifically, the Board is recommending this change so that the bylaws reflect an organization that has a nominating and election process for Director succession and governing board structure with support of a non-voting membership.

This change will enable KRLT's mission and ensure continued oversight for the conservation easements and fee lands Kinnickinnic River Land Trust holds in public trust in perpetuity. The resolution adopting the Kinnickinnic River Land Trust bylaw revisions approved by the Board of Directors on October 24, 2018 is attached to this letter for your reference.

### **Q2. How will this bylaw update support KRLT's mission?**

**A2.** When the bylaw change is adopted, the Board of Directors will be the final decision makers and governing authority for Kinnickinnic River Land Trust, including the obligations and responsibilities outlined in Wisconsin Chapter 181 applicable to non-stock corporations formed and operating for charitable purposes.

Members will remain a vital part of the organization and be informed about the activities and goals and be regularly asked for continuing financial support and service as volunteers to carry out the mission. The board supports this change.

### **Q3. What is staying the same for members?**

**A3.** When the bylaw change is adopted, there will still be one class of members in Kinnickinnic River Land Trust, and membership will be established by an individual annually paying dues or making a donation to the corporation. Members will continue to receive annual financial reports and updates on the progress on the mission and goals of Kinnickinnic River Land Trust.

The Members will be invited to an Annual Meeting and other events hosted by KRLT. Membership will continue to be a requirement for serving on the Board of Directors. Members are also encouraged to serve on Committees or volunteer for service projects like annual easement monitoring, preserve maintenance, annual clean-up, representing KRLT at Parades and other events.

### **Q4. What is changing for members?**

**A4.** When the bylaw change is adopted, members will not be asked to vote to elect the members of the Board of Directors, nor be asked to vote on actions or decisions for Kinnickinnic River Land Trust.

### **Q5. What is changing, specifically, in this by law update?**

**A5.** The overall format of the bylaws was updated as a full restatement, this included minor editorial and overall layout changes to be consistent with the updates and requirements of Wisconsin Chapter 181. The notable changes in the bylaws include:

- Section 2.1 confirms that there is one class of members and all members are non-voting;

- Section 2.3 amended to reflect members do not have voting rights;
- Section 2.5 added the provision for annual member meeting to be held in the State of Wisconsin;
- Section 3.1 clarify that the affairs of the corporation are under the control and supervision of Board of Directors;
- Section 3.4 clarifies the qualifications of a Director;
- Section 3.5 clarify that the existing Board of Directors will fill open Director position through a nominating Committee process;
- Section 3.6 clarify when the Board of Directors elects new or replacement Directors;
- Section 3.8 changes the Director consecutive term length from two periods of 3 years each to three periods of 3 years each. This changes the term of consecutive Board of Directors service from 6 years to 9 years to support continuity and managed succession of Directors over their terms;
- Section 3.12 amended to include that the purpose of the annual Board of Directors meeting includes electing Directors;
- Section 3.14 clarifies the process for calling a special meeting of the Board of Directors;
- Section 3.21 clarifies how and where to record action by written consent of Directors;
- Section 4.1 updates the Officers of the Corporation to replace President with Chair and Vice-President with Vice-Chair and that change carries through the rest of the sections. This update is consistent with nonstock corporate structures and terminology for these roles;
- Section 4.3. clarifies the term of Officers to be a maximum of three consecutive 1-year periods, unless otherwise approved by 2/3 of the Directors to have a longer term and provides for a minimum of 1 year break in service in the same Officer role before being eligible for that Officer role again;
- Section 5.1 clarifies the process for establishing Committees by board resolution including provision for a charter outlining the powers and duties for such Committees;
- Section 5.4 clarifies who may be appointed as a Committee member and that the Executive Committee membership is limited to Directors. This is intended to expand member participation at the Committee level and serve as a way to develop future candidates for Director roles;
- Section 6.8 clarifies the roles authorized to sign or approve checks or payments, contracts and the financial threshold for more than one signature required on checks or contracts to ensure appropriate financial controls and prevent conflict of interest;
- Section 8.1 clarifies how the bylaws of the corporation may be altered, amended or repealed by 2/3 affirmative vote of the Directors;
- Section 9.1 clarifies and streamlines the notice process for meetings.