

## RESOLUTION ADOPTING THE KINNICKINNIC RIVER LAND TRUST BYLAW REVISIONS

### RESOLUTIONS NUMBER 2018-10-01

1. **WHEREAS**, the Kinnickinnic River Land Trust was incorporated under Chapter 181 of the Wisconsin Statutes as a nonstock corporation with Members on August 20, 1993 by Robert W. Chambers as the original incorporator and Article XI of the articles of incorporation provides that Membership provisions would be set forth in the bylaws of the organization;
2. **WHEREAS**, the Wisconsin Secretary of State accepted the Kinnickinnic River Land Trust nonstock articles of incorporation as of December 8, 1993 formally acknowledging the organization's existence and such articles were recorded at 8:00 a.m. on December 7, 1993 in the Pierce County, Wisconsin Register of Deeds Office in Volume 292, Pages 299-303;
3. **WHEREAS**, the Kinnickinnic River Land Trust bylaws were originally adopted August 20, 1993 wherein Article 1, Section 3 provides for one class of Members and wherein Section 1 provides membership is open to all persons over the age of eighteen (18) years who are interested in furtherance of the purposes of the Corporation and wherein Section 2 membership is established by an individual paying dues or making a donation to the corporation.
4. **WHEREAS**, the Kinnickinnic River Land Trust follows Wisconsin Chapter 181.0610 whereby all Members shall have the same rights and obligations with respect to voting, dissolution, redemption and transfer, nomination and election of Directors or any other matters, and the bylaws provide that such rights include action on adopting, altering, amended or replacing bylaws or temporary suspension of bylaws as long such actions are consistent with the Articles of Incorporation and the laws of the State of Wisconsin;
5. **WHEREAS**, the Kinnickinnic River Land Trust bylaws provide in Article 1, Section 11 that the Members appearing in person at a meeting of the Members shall constitute a quorum and in accordance with Wisconsin Chapter 181.0721(1) each Member is entitled to one vote on each matter voted on by the Members, and further the bylaws do not provide for proxy, representation by delegation or other means of voting that are not in person at the meeting of the Members;
6. **WHEREAS**, the Kinnickinnic River Land Trust follows Wisconsin Chapter 181.0723(1) providing that a majority of the votes entitled to be cast by Members present at a meeting at which a quorum is present is required for the adoption of any matter voted upon by the Members
7. **WHEREAS**, the Kinnickinnic River Land Trust bylaws were last amended by action of the Members on February 24, 2014 and such amendment did not change the Member eligibility, admission or voting rights;
8. **WHEREAS**, the Kinnickinnic River Land Trust Board of Directors in 2017 evaluated the organizational structure and direction for a western Wisconsin regional land trust through a collaboration with Bayfield Regional Conservancy (BRC) and Western Wisconsin Land Trust (WWLT) and such evaluation included comparative review of Bylaws and Wisconsin statutory requirements under Chapter 181;
9. **WHEREAS**, the Kinnickinnic River Land Trust intends to remain an independent, non-profit, land trust operating with a focus on land and water conservation in the Kinnickinnic River watershed, and to not merge with BRC or WWLT;
10. **WHEREAS**, the Kinnickinnic River Land Trust Board of Directors now determines that the organization has reached sufficient maturity after twenty-five (25) years of continuous operation to amend the rights of Members to be non-voting and to update the bylaws to reflect that change;
11. **WHEREAS**, the Kinnickinnic River Land Trust Board of Directors has determined that certain other format and structural changes in the bylaws were appropriate to conform to current Wisconsin Statute 181 based upon

advice of legal counsel, Brent Johnson, Esq of Lommen, Abdo, P.A. admitted and licensed to practice in the State of Wisconsin;

12. **WHEREAS**, in accordance with Wisconsin State Statute 181.0723(2) - Amendment to Change Voting Requirements; A bylaw amendment to increase or decrease the vote required for any member action must be approved by the members;
13. **NOW, THEREFORE BE IT RESOLVED**, that the Board of Directors of the Kinnickinnic River Land Trust recommends to the Members the following replacement bylaws of the corporation wherein the rights of Members are changed to be non-voting and that the Board of Directors shall have the same rights and obligations with respect to voting, dissolution, redemption and transfer, nomination and election of Directors or any other matters on behalf of the Corporation.
14. **NOW, THEREFORE BE IT RESOLVED**, that the Board of Directors of the KRLT calls a Special Meeting of the Members to be held on December 6, 2018, and orders that a written notice be sent to all Members stating that the purpose of the Special Meeting is to consider Bylaw amendments.

I hereby certify that the foregoing resolution and attached bylaws were duly adopted by an affirmative two-thirds or greater majority of the Directors at the Board of Directors of the Kinnickinnic River Land Trust, Inc. on the 24<sup>th</sup> day of October 2018 and that sufficient Notice of the purpose of the meeting was given to all Directors pursuant to the bylaws.

Board of Directors Member	Signature/ Date
Robert Chambers, Original Incorporator	
Judie F. Babcock, President	
Chris Bye, Vice President	
Shawn Monaghan, Treasurer	
Alison Page, Secretary	
Jeff Bump, Director	
Charles Rader, Director	
David Sienko, Director	
David Drewiske, Director	
Deborah Wulf, Director	
Cline Hickok, Director	