

**KINNICKINNIC RIVER LAND TRUST, INC.
BYLAWS**

Adopted _____, 2019

**ARTICLE I
OFFICES AND GOVERNING LAW**

SECTION 1.1. PRINCIPAL OFFICE The corporation may have offices, either within or outside of the State of Wisconsin, as may be designated from time to time by the Board of Directors. One of such offices may be designated as the principal office.

SECTION 1.2. REGISTERED OFFICE AND REGISTERED AGENT The corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed by the Board of Directors from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law.

SECTION 1.3. GOVERNING LAW The corporation has been formed under and pursuant to the provisions of Chapter 181, Wisconsin Statutes. All references in these bylaws to the Wisconsin Nonstock Corporation Law shall mean and include such chapter as currently enacted or hereafter amended.

**ARTICLE II
MEMBERS**

SECTION 2.1. CLASSES The corporation may have multiple classes of Members, one of which is Voting Members. The corporation may confer rights and privileges upon different classes of Members from time to time. The corporation may refer to donors or supporters as “members” without conferring any formal or legal membership or voting rights upon them.

SECTION 2.2. QUALIFICATIONS All Members of the corporation shall meet the criteria or qualifications established by the bylaws and adopted policies of the corporation. Members may include those persons or organizations who have made a financial contribution to the corporation; however, no person shall be admitted as a Member of the corporation without the person’s consent.

Voting Member qualifications include a requirement to make an annual, unrestricted, financial contribution to the corporation, and such contribution shall be considered Dues per Wisconsin Law. Additionally, Voting Members of the corporation shall be person(s) over the age of eighteen (18) years who are interested in furtherance of the purposes of Corporation and are current on Dues.

SECTION 2.3. MEMBER RIGHTS Members shall be entitled to receive information about the corporation’s purposes and activities as determined by the Board of Directors from time to time. Members shall also have such additional rights and privileges as may be conferred upon them from time to time by the Board of Directors.

Voting Members shall have the right to vote on the Board of Directors' recommendation to:

- Adopt the slate of Director candidates presented by the Board of Directors;
- Adopt a plan of merger;
- Authorize the voluntary dissolution of the corporation; and
- Amend this bylaw SECTION 2.3. MEMBER RIGHTS.

SECTION 2.4. MEETING OF MEMBERS The corporation shall hold an annual meeting of the Members. This meeting shall provide an opportunity for Members to review the financial condition and activities of the corporation, elect Directors and other matters lawful and proper for Members to consider.

A special meeting of Members may be called by the Chair of the corporation or by a majority of the Board of Directors then in office. The purpose of such special meeting shall be stated in the meeting notice and may only include purposes which are lawful and proper for Members to consider.

Meeting of the Members will be held at a time and location as determined by the Board of Directors and must be held in the State of Wisconsin. Notice of a meeting of the Members shall be given in accordance with ARTICLE IX. NOTICE of these bylaws. If any Voting Member objects to the transaction of business at such meeting, the minutes shall include the objection to transaction of business.

The Chair of the corporation shall call the meeting of Members to order and shall preside over the meeting. The corporation shall keep minutes of its proceedings at a meeting of Members. The Secretary of the corporation shall keep the minutes at such meeting, but the Chair may appoint any Director or other person present to record minutes, if the Secretary of the corporation is not present.

Meetings of the Members shall be conducted according to common rules of procedure. If procedures are disputed, the latest edition of *Robert's Rules of Order* shall prevail.

SECTION 2.5. VOTING RECORD. At least ten (10) days before each meeting of Members, the Secretary the corporation shall make a complete list of the Voting Members. The list of Voting Members shall be kept on file at the registered office of the corporation or at the principal place of business of the corporation. Any Member shall be entitled to inspect the list of Voting Members at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting of Members and shall be subject to the inspection by any Member at any time during the meeting.

If the requirements of this section have not been substantially complied with, then upon demand of any Voting Member present, the meeting of Members shall be adjourned until the requirements are complied with. If no such demand is made at a meeting of Members, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

SECTION 2.6. MEMBER QUORUM AND VOTING Those Voting Members appearing in person at a meeting of the Members shall constitute a quorum. Each Voting Member shall have one vote. Voting by proxy shall not be permitted.

The affirmative vote of a majority of Voting Members present at a meeting of Members at which a quorum is present shall be the action of the corporation, unless the corporate action requires a vote of greater proportion of Voting Members under the Wisconsin Nonprofit Corporation Law, the Articles of Incorporation, or by these bylaws.

ARTICLE III BOARD OF DIRECTORS

SECTION 3.1. POWERS AND DUTIES The affairs of the corporation shall be under the control and supervision of the Board of Directors. The Board of Directors has authority on behalf of the corporation to enter into all transactions and carry on all business of the corporation in the Board's discretion subject to SECTION 2.3. MEMBER RIGHTS.

SECTION 3.2. NUMBER The number of Directors shall be no fewer than that required by the Wisconsin Nonstock Corporation Law. The number of Directors shall be as determined by the Board of Directors from time to time but in no event shall consist of fewer than seven (7) nor more than nineteen (19) Directors.

SECTION 3.3. QUALIFICATIONS OF DIRECTORS All Directors shall be an individual person and be a Member of the corporation. To the extent possible, Directors shall consist of Members who are representative of the general constituency served by the corporation, who provide particular expertise that may be useful to the Board's functions, and/or who are actively involved in projects or programs of the corporation. Directors are not required to be residents of the State of Wisconsin.

SECTION 3.4. HONORARY DIRECTORS The Board of Directors shall have the authority to appoint individuals to the position of Honorary Director as the Board determines from time to time. Such individuals shall serve at the pleasure of the Board. An Honorary Director shall not have voting rights regarding affairs of the corporation. Honorary Directors may be appointed to undertake special assignments at the request of the Board. Honorary Director positions are in addition to the number of Director positions provided in SECTION 3.2. NUMBER.

SECTION 3.5. NOMINATIONS The Board of Directors shall form a nominating committee to recruit qualified persons for Director positions. That Committee shall nominate at least one person for each Director position, open or at expiring term, that the Board determines they shall fill. The slate of Director candidates shall be recommended by the Board of Directors to the Members at a duly called meeting of Members.

SECTION 3.6. ELECTION Directors shall be elected by the Voting Members.

SECTION 3.7. VACANCIES A vacancy on the Board of Directors, including a vacancy due to an increase in the number of Director positions, may be temporarily filled by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum. The Director so elected by the Board to fill a vacancy or an unexpired term shall serve until the next meeting of the Members called for the purpose of electing Directors. Such Director, if willing to continue to serve, shall be a part of the slate of candidates presented to the Members for consideration.

SECTION 3.8. TERMS Directors shall be elected for a term of three (3) years, or until their successors are duly elected and qualified, or until their resignation, removal, or death. To the degree possible, terms shall be equally staggered among the Directors. Terms shall run from the close of the meeting of Members at which the Director was elected through the annual meeting of Members in the year in which such Director's term expires.

Directors may serve for no more than three (3) consecutive terms (up to 9 consecutive years) unless otherwise approved by the affirmative vote of two-thirds (2/3) of the Directors then in office. An Honorary Director term of service shall be determined by the Board of Directors.

There shall be at least one-year intervening after serving the maximum number of consecutive terms before a person is eligible for additional service in a Director position. The initial term, even if for a period of less than three (3) years, shall be considered a full term when determining the number of consecutive terms for purposes of this provision.

SECTION 3.9. REMOVAL Any Director may be removed from the Board of Directors, with or without cause by the affirmative vote of two-thirds (2/3) of the Directors then in office if, in the sole discretion of such Directors, removal is in the best interest of the corporation. Absence without cause for three consecutive meetings of the Board of Directors may be considered grounds for removal by the Board of Directors.

SECTION 3.10. RESIGNATION A Director may resign at any time by delivering a written resignation notice to the Chair or the Secretary of the corporation. The resignation is effective when received by the Chair or the Secretary, unless otherwise specified in the resignation notice.

SECTION 3.11. COMPENSATION Directors shall not receive pay or other compensation for serving as Directors or for providing other personal services to the corporation. However, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is permitted by policies of the corporation and applicable laws.

SECTION 3.12. MEETINGS The Board of Directors shall hold an annual meeting at a date and place specified by the Board. The purpose of the annual meeting is to elect Officers and any other purpose as may be determined by the Board of Directors.

Regular meetings of the Board of Directors shall be held at such time and at such place as determined by the Board of Directors. Annual and regular meetings of the Board of Directors shall be called by Chair or Vice-Chair.

Special meetings of the Board of Directors may be called by the Chair, or by a simple majority of the Executive Committee or by a simple majority of the Directors then in office, to be held at a time and place determined by the Chair or the Directors calling the meeting.

Meetings of the Board of Directors will be held at a location convenient for Directors as determined by the Board of Directors. Meetings of the Board of Directors do not need to be held in the State of Wisconsin.

SECTION 3.13. NOTICE AND WAIVER Notice of any meeting of the Board of Directors shall be given in accordance with ARTICLE IX. NOTICE of these bylaws. If any Director provides a Waiver of Notice or objects to the transaction of business at such meeting, the minutes shall include the Waiver of Notice or objection to transaction of business.

SECTION 3.14. CONDUCT OF MEETINGS The Chair, and in his or her absence, the Vice-Chair, and in his or her absence, any other principal Officer present, shall call a meeting of the Board of Directors to order and shall preside over the meeting. The Board of Directors shall keep minutes of its proceedings.

The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors, but the Chair may appoint any Director or other person present to act as secretary of the meeting. Meetings of the Board of Directors shall be conducted according to common rules of procedure. If procedures are disputed, the latest edition of *Robert's Rules of Order* shall prevail.

SECTION 3.15. BOARD QUORUM AND ACTION OF THE BOARD A majority of the Directors then in office shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. If less than such majority of Directors is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

The affirmative vote of a majority of Directors present at a meeting at which a quorum is present shall be the action of the corporation, unless the corporate action requires a vote of greater proportion of the Directors under the Wisconsin Nonprofit Corporation Law, the Articles of Incorporation, or by these bylaws, or by any adopted policy of the corporation.

Each Director shall have one vote. Voting by proxy shall not be permitted.

SECTION 3.16. PRESUMPTION OF ASSENT A Director present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest. A vote of dissent or notice of a conflict of interest shall be recorded in the minutes of the meeting of the Board of Directors.

SECTION 3.17. ACTION BY WRITTEN CONSENT OF DIRECTORS The Board of Directors may take action without a meeting by written action signed or consented to by electronic communication by two-thirds (2/3) of the Directors then in office. All Directors then in office shall subsequently receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or on the tenth (10th) day after the date on which written notice is given, whichever is later.

Results of the action by written consent shall be recorded in the minutes of the subsequent meeting of the Board of Directors.

SECTION 3.19. ELECTRONIC COMMUNICATIONS A Directors participating in a meeting by electronic communication constitutes presence at the meeting. Any Director has the

right to participate in a meeting of the Board of Directors by means of a conference technology or any other electronic communications device when all Directors:

- Participating in the meeting can simultaneously hear or read each other's communications;
- Immediately receive all communication during the meeting and communication is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors;
- Are notified as provided in these bylaws in SECTION IX. NOTICE that a meeting is taking place at which official business may be transacted.

ARTICLE IV OFFICERS

SECTION 4.1. OFFICERS The principal Officers of the corporation shall consist of a Chair, Vice-Chair, a Secretary and a Treasurer. Such principal Officers shall be Directors.

The corporation may have such other Officers of the corporation as the Board of Directors may deem necessary and such Officers shall have the authority, responsibilities and duties prescribed by the Board. No person may simultaneously hold more than one Officer role.

SECTION 4.2. ELECTION OF OFFICERS The Officers of the corporation shall be elected by the Directors at the annual meeting of the Board of Directors, or at any other regular or special meeting of the Board of Directors, if needed to fill a vacant Officer role.

SECTION 4.3. TERM The principal Officers of the corporation shall serve for a term of one (1) year or until their successors have been duly elected and qualified or until their resignation, removal, or death. No Officer may continually hold the same principal Officer role for more than three (3) consecutive terms unless otherwise approved by the affirmative vote of two-thirds (2/3) of the Directors then in office.

A Director must have at least one (1) year intervening after serving the maximum number of consecutive terms before being eligible for additional service in the same principal Officer role.

SECTION 4.4. REMOVAL Any Officer of the corporation may be removed from an Officer role, with or without cause, by the affirmative vote of two-thirds (2/3) of the Directors then in office if, in the sole discretion of such Directors, removal of such Officer is in the best interest of the corporation.

SECTION 4.5. RESIGNATION An Officer may resign at any time by delivering a written resignation notice to the Chair or the Secretary of the corporation. The resignation is effective when received by the Chair or the Secretary, unless otherwise specified in the resignation notice.

SECTION 4.6. VACANCIES A vacancy for any Officer position shall be filled by the Board of Directors by election as provided in SECTION 4.2. ELECTION OF OFFICERS.

SECTION 4.7. DUTIES OF THE CHAIR The Chair of the corporation shall, when present, preside at all meetings of the Board of Directors and of the Executive Committee, and shall perform such other duties as are normally incident to the office of Chair, required by Federal or State law, or as may be prescribed by the Board of Directors from time to time. The Chair serves as an ex-officio member of all Board committees.

SECTION 4.8. DUTIES OF THE VICE-CHAIR The Vice-Chair of the corporation shall perform the duties of the Chair in the absence of the Chair or in the event of his or her death, refusal or inability to act, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as may be assigned by the Chair or by the Board of Directors from time to time.

SECTION 4.9. DUTIES OF THE SECRETARY The Secretary of the corporation shall:

- Keep the minutes of the meetings of the Board of Directors;
- See that all meeting notices are duly sent in accordance with the provisions of these bylaws or as required by law;
- Ensure the record of Voting Members is complete and available at any meeting of Members;
- Ensure that corporate records are properly kept;
- Perform all duties incident to the office of Secretary, required by Federal or State law; and
- Perform such other duties as may be assigned by the Chair or Board of Directors from time to time.

The duties of the Secretary may be delegated, as appropriate, to someone who is not an Officer of the corporation. The Secretary shall oversee such delegated duties to ensure they are performed in a timely and appropriate manner.

SECTION 4.10. DUTIES OF THE TREASURER The Treasurer of the corporation shall be responsible for all funds of the corporation. The Treasurer shall:

- Ensure that the corporation gives and receives receipts for monies due and payable to the corporation;
- Ensures that the funds of the corporation are deposited in its name in the corporation's accounts with financial institutions;
- Performs all of the duties incident to the office of Treasurer, required by Federal or State law;
- Ensure there is an annual review by the Board of Directors over the financial condition of the corporation; and
- Perform such other duties as may be assigned by the Chair or by the Board of Directors from time to time.

The duties of the Treasurer may be delegated, as appropriate, to someone who is not an Officer of the corporation. The Treasurer shall oversee such delegated duties to ensure they are performed in a timely and appropriate manner.

SECTION 4.11. COMPENSATION Officers shall not receive pay or other compensation for serving as Officers or for providing other personal services to the corporation. However, Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is permitted by policies of the corporation and applicable laws.

ARTICLE V COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 5.1. COMMITTEES The Board of Directors may establish by resolution one or more standing committees or ad hoc committees having such powers and duties as provided for by the Board of Directors. Each committee shall be chaired by a current Director.

The Board of Directors shall provide a charter for each standing and ad hoc committee. Such charter shall outline the powers and duties of the committee, committee member eligibility and any other relevant guidance. No committee shall be granted authority to:

- Remove of any Director or Officer of the corporation;
- Extend the maximum consecutive term of a Director or principal Officer;
- Hire or Terminate the Executive Director or staff of the corporation;
- Approve or direct the borrowing of funds or assumption of debt;
- Adopt a plan of merger;
- Authorize voluntary dissolution of the corporation or direct the sale of substantially all of the corporation's assets;
- Amend the bylaws of the corporation;
- Amend or restate of the Articles of Incorporation; or
- Take any action that is contrary to, or a substantial departure from the direction of the Board, or which represents a major change in the affairs, business or policies of the corporation.

Pursuant to the charter of the committee or a specific request of the Chair or Vice-Chair of the corporation, a committee may make recommendations to the Board of Directors on these corporate actions or propose changes for consideration by the Board of Directors.

SECTION 5.2. EXECUTIVE COMMITTEE The Board of Directors may establish an executive committee. The Board of Directors may delegate to such committee the authority to act on behalf of the Board of Directors in the governance of the corporation. Any executive committee established by the Board shall consist of all of the principal Officers of the corporation and any other Directors or Officers selected by the Board. The Chair shall convene and preside over the executive committee.

SECTION 5.3. COMMITTEE ACTIVITIES AND MINUTES The committee chair, or his/her designee, shall report to the Board of Directors from time to time regarding the committee's activities. Each committee shall keep minutes of its proceedings. Committee meetings will be held at a location and time convenient for committee members as determined by the committee chair.

SECTION 5.4. COMMITTEE MEMBERSHIP Except for the executive committee which shall be comprised only of Directors and Officers, any person, who is not a Director, may be appointed to serve as a member of a committee and may act on matters brought before such committee in accordance with the powers and duties as outlined in the committee charter.

SECTION 5.5. ELECTRONIC COMMUNICATION A committee may conduct their meeting by means of electronic communications, if convenient for the participants.

ARTICLE VI ADMINISTRATION AND FINANCIAL MANAGEMENT

SECTION 6.1. RECEIPT OF PROPERTY The corporation may receive and accept such property, whether real, personal or mixed, by way of gift, bequest, purchase or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with the provisions of the Articles of Incorporation, these bylaws, and adopted policies of the corporation. No gift, bequest, or devise of any such property shall be received and accepted if it is conditioned or limited in a manner which is inconsistent with the purposes of the corporation or maintenance of its tax-exempt status.

SECTION 6.2. OPERATIONS The principal and income of all property received and accepted by the corporation shall be held, administered, recorded and invested to advance the purposes of the corporation. The corporation may make payments or distributions from income or principal, or both, to advance such purposes in such amounts and at such times as shall be determined by the Board of Directors.

The Executive Director and the Treasurer, together, shall have the authority to open or close an account with a financial institution in the name of the Corporation.

SECTION 6.3. INVESTMENTS AND DEPOSITS Except when specifically provided by bequest, devise, or deed of gift, the Board of Directors may hold, invest or reinvest any funds or properties received by the corporation, subject only to the purposes of the corporation and the maintenance of its tax-exempt status, without restrictions as to the retention of property, diversifications of investment, or to the type of investments which are or may hereafter be permitted by law, or any similar restrictions and subject to the adopted policies of the corporation.

SECTION 6.4. BORROWING OR ASSUMPTION OF DEBT No monies shall be borrowed on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors in office.

SECTION 6.5. SEPARATE FUNDS Assets of the corporation may be segregated, held, invested and disbursed in separate funds as such funds may be established by the Board of Directors from time to time.

SECTION 6.6. CORPORATE ACTS. Corporate acts must be approved by a resolution of the Board of Directors.

SECTION 6.7. SIGNING AND ATTESTATION AUTHORITY Each principal Officer of the corporation shall have authority to sign, execute and acknowledge on behalf of the corporation all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business.

Except as otherwise provided by the Wisconsin Nonstock Corporation Law, the Board of Directors may authorize any Officer, employee or agent of the corporation to sign, execute and acknowledge such documents and instruments.

The Secretary of the corporation is authorized and empowered to sign in attestation all documents or resolutions so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the corporation.

SECTION 6.8. EXECUTION OF INSTRUMENTS All instruments for remittance (checks, drafts or order for payment of money) shall be signed in the name of the Corporation.

The Executive Director is authorized to sign or approve on behalf of the corporation, when the amount of the remittance is less than \$5,000, and the payee is not the Executive Director or any member of his or her family. A principal Officer, or other employee or agent of the corporation authorized by the Board of Directors, must sign or approve a remittance of any amount payable to the Executive Director or any member of his or her family.

The Executive Director and one of the principal Officers is required to sign or approve on behalf of the corporation, when the amount of the instrument for remittance is more than \$5,000.

SECTION 6.9. AGENTS The corporation is authorized and empowered to retain and engage such employees, agents, attorneys, accountants, investment counsel, and other firms or persons as may be determined by the Board of Directors.

SECTION 6.10. FISCAL YEAR The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of June of each year.

SECTION 6.11. CORPORATE SEAL The corporation has no corporate seal.

ARTICLE VII INDEMNIFICATION

SECTION 7.1. INDEMNIFICATION The corporation shall, to the full extent permitted or required by the Wisconsin Nonstock Corporation Law, indemnify any current or former Director or Officer, and may by resolution of the Board of Directors indemnify any employee or agent, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, Officer, employee or other agent of the corporation. However, there shall be no indemnification of a current or former Director or Officer, employee or other agent of the corporation in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the corporation for damages arising out of his or her own gross negligence in the performance of a duty to the corporation.

Amounts authorized by the Board of Directors to be paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, employee or other agent of the corporation. The Board of Directors may authorize that the corporation may advance expenses or where appropriate may itself undertake the defense of any Director, Officer, employee or other agent of the corporation. However, such Director, Officer, employee or other agent of the corporation shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification.

SECTION 7.2. INSURANCE The Board of Directors may authorize the purchase of insurance on behalf of any individual who is a Director, Officer, employee, or other agent of the corporation against any liability asserted against and incurred by the individual in his or her capacity as a Director, Officer, employee, or agent of the corporation, whether or not the corporation is required or authorized to indemnify or allow expenses to the individual against that same liability asserted under law.

ARTICLE VIII AMENDMENTS

SECTION 8.1. AMENDMENT PROCESS The bylaws of this corporation may be altered, amended or repealed and new bylaws adopted by the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office at any meeting of the board call for that purpose. The notice of the meeting of the board shall set forth a summary of the proposed amendments. This Section does not apply to SECTION 2.3. MEMBER RIGHTS, which may only be amended by the majority vote of the Voting Members present at a meeting of the Members call for such purpose.

ARTICLE IX NOTICE

SECTION 9.1. NOTICE Except as otherwise required by the Wisconsin Nonstock Corporation Act, notice of the date, time and place of meetings of the Members or meetings of the Board of Directors shall be given as follows. Notice of any:

- Meeting of the Members shall be given no less than ten (10) days before the meeting and include the purpose of the meeting;
- Annual meeting of the Board of Directors shall be given no less than seven (7) days before the meeting;
- Regular or special meeting of the Board of Directors shall be given no less than two (2) days before the meeting;
- Meeting of the Board of Directors which will address an amendment to the Articles of Incorporation or the bylaws or the removal of a Director or Officer shall be given no less than seven (7) days before the meeting. The notice of the meeting must include the purpose of the meeting and a summary of the proposed action.

SECTION 9.2. METHOD OF NOTICE Meeting notice may be given personally, by mail (to the Director's or Member's last known address), by telephone (including facsimile communication

when directed to a telephone number at which the Director or Member has consented to receive notice), or by electronic mail (when directed to an electronic mail address at which the Director or Member has consented to receive notice).

Personal or telephone notice is effective on the date when communicated. Electronic mail is effective on the date when received. Mail is effective five (5) days after deposit in the U.S. mail, if mailed postpaid and correctly addressed.

SECTION 9.3.NOTICE WAIVER Attendance of a Voting Member at a meeting of Members shall constitute a waiver of notice of such meeting, except when the Voting Member attends for the express purpose of objecting at the beginning of the meeting of Members to the transaction of any business because such meeting is not lawfully called or convened.

Any Director may waive notice of a meeting of the Board of Directors by signing a written waiver at any time, whether before, at, or after the time of meeting or providing other written or verbal confirmation that notice is waived. Attendance of a Director at a meeting of the Board of Directors shall also constitute a waiver of notice of such meeting, and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when the Director objects at the beginning or during the course of the meeting to the transaction of business because the Director states the meeting is not lawfully called or convened.

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ACKNOWLEDGMENTS

I hereby certify that the bylaws have been duly recommended to the Members by the BOARD OF DIRECTORS of the KINNICKINNIC RIVER LAND TRUST, INC. in a resolution adopted at a regular board meeting on May 29, 2019 and shall replace all previous versions of bylaws adopted by KINNICKINNIC RIVER LAND TRUST, INC. and shall be effective July 1, 2019 subject to the approval by the MEMBERS of KINNICKINNIC RIVER LAND TRUST, INC.

Date:

Alison Page, Secretary – Kinnickinnic River Land Trust, Inc.

I hereby certify that Notice of a Member Meeting was sent on June 3, 2019 and was sufficient notice per ARTICLE I, Section 7. Notice of Meeting of the bylaws (last amended 2/24/2019) to be held on June 26, 2019 at the United Methodist Church at 127 South Second Street, River Falls, WI 54022 regarding the matter of restatement of bylaws of KINNICKINNIC RIVER LAND TRUST, INC.

Date:

Alison Page, Secretary – Kinnickinnic River Land Trust, Inc.

I hereby certify that these restated bylaws have been reviewed and approved in accordance with the organizations bylaws by a majority of the MEMBERS of the KINNICKINNIC RIVER LAND TRUST, INC. in attendance at the meeting of the Members on June 26, 2019 and replace all previous versions of bylaws previously adopted by KINNICKINNIC RIVER LAND TRUST, INC. and shall be effective July 1, 2019.

Date:

Alison Page, Secretary – Kinnickinnic River Land Trust, Inc.