

**BYLAWS**  
**of the**  
**WISCONSIN LAND AND WATER CONSERVATION**  
**ASSOCIATION, INC.**

**December 4, 2016**

**ARTICLE I – NAME AND TYPE**

1. Name. The name of the Association shall be the “Wisconsin Land and Water Conservation Association, Inc.”, hereinafter referred to as “WI LAND + WATER” or “the Association”.
2. Type. The Association is a non-partisan not-for-profit corporation. The Association may cooperate with any other organization that shares a common purpose or goal.

**ARTICLE II – MISSION AND PURPOSES**

1. Mission. To protect, conserve and enhance Wisconsin’s natural resources by serving and representing county Land Conservation Committees (“LCCs”) and conservation department staff operating under the authorities granted in Chapter 92 Wisconsin Statutes.
2. Purposes. The Association is more specifically organized to:
  - A. Further counties’ common interests and statutory powers and duties relating to soil and water conservation, nonpoint source water pollution abatement and prevention, and other land use, natural resource management, cost-sharing, education and regulatory programs.
  - B. Facilitate information exchange as well as technical and administrative program review to solve problems and improve services common to county governments in carrying out their duties.
  - C. Provide Membership services such as newsletters, workshops, professional improvement training, conferences, environmental education, Member training, promotion of county conservation programs, and the coordination of various Member meetings.
  - D. Provide information to state and federal agencies, the legislature, congress and executive branches, and advocate for sound program policies and legislation affecting county land and water conservation programs.
  - E. Promote and assist in the development and dissemination of uniform conservation practice technical standards based on the latest research, technology and field experiences.

### **ARTICLE III – MEMBERSHIP AND DUES**

Voting Membership in the WILAND + WATER shall be open to county LCC Members and conservation department staff operating under the authorities granted in Chapter 92 Wisconsin Statutes. The WILAND + WATER Board of Directors shall annually establish Association Member dues amounts based on the amount needed to support the activities of the Association and maintain a reserve. The Association shall notify each county of annual dues assessments by May 1 of each year and the amount shall be effective as of the start of the next fiscal year of the Association. The annual dues structure shall allow for the following:

1. County Membership. Counties that pay the annual full "Member County" dues shall be "Member Counties". All Land Conservation Committee Members and conservation department staff of each "Member County" shall be "Members" of the Association and all Association services, privileges and voting rights shall be made available to them.
2. Individual Member. Individual LCC Members or conservation department staff of any county that is not a Member County may become an Individual Member by paying the annual "Individual Member" fee. All Association services shall be available to Individual Members at Member costs, but they shall have no voting rights at Annual Meetings. Individual Members may participate in and vote on all other WILAND + WATER activities.
3. Associate Members. Any non-county individual or organization that has a common interest in the mission or purposes of the Association may become an Associate Member provided they pay the annual dues for an Associate Member. WILAND + WATER services shall be available to Associate Members at discounted costs, as determined by the Board of Directors, but Associate Members shall have no voting rights.
4. Association Staff. Association staff shall be deemed non-voting Members of the Association and no dues would apply.
5. Advisors. The Association may request program updates or advice from agencies or organizations that affect county conservation programs. These advisors shall have no Association privileges or voting rights.

### **ARTICLE IV – ORGANIZATIONAL STRUCTURE, ELECTIONS AND POWERS AND DUTIES**

1. Area Associations ("Areas") and Area Representatives. The State of Wisconsin shall be divided into eight (8) Areas, as shown in Exhibit A, for purposes of electing representatives to the WILAND + WATER Board of Directors. Every county shall be included in one area at all times. For each county within an Area, the LCC shall appoint one (1) person and the conservation department shall appoint one (1) person to serve as the Area Association Board of Directors and

vote in elections of WI LAND + WATER Board of Directors. Changes to Area boundaries must be approved by a majority vote of the Area Association Board of Directors of all affected Areas. Upon determining compliance with these Bylaws, the WI LAND + WATER BOD shall incorporate Area boundary changes into Exhibit A, which shall become effective at the next Area election cycle, as described below.

By June 20<sup>th</sup> of even numbered years, each Area Association Board of Directors shall elect their Representatives to the WI LAND + WATER Board of Directors and provide the WI LAND + WATER office their contact information.

- A. Elections of Area Representatives shall be open to nominations from all Individual or County Members within the Area. Any eligible Member may nominate themselves or another Member who accepts the nomination.
  - B. The LCC representatives on the Area Association BOD shall elect one (1) LCC Area Representative and one (1) alternate to the WI LAND + WATER Board of Directors.
  - C. The county conservation department staff representatives on the Area Association BOD shall elect one (1) Area Representative and one (1) alternate to the WI LAND + WATER BOD.
  - D. All elections shall be by written ballot, unless there is only one nominee for each position.
  - E. All Area Representatives on the WI LAND + WATER Board of Directors shall serve a two (2) year term, or until a successor is elected.
  - F. Alternates may serve in the absence of the Area Representative. If an Alternate is unable to serve, the Area Representative or the Area Association BOD may appoint another eligible Member to serve on the WI LAND + WATER BOD in their absence.
  - G. Consecutive term limits of Area Representatives to the WI LAND + WATER Board of Directors may be established by the Area Association Board of Directors.
2. WI LAND + WATER Board of Directors (BOD). The Association shall be directed and managed by a Board of Directors (BOD). The BOD shall include eight (8) LCC Members and eight (8) county conservation department staff Members elected by each of the eight (8) Area Association BOD, as described above. The WI LAND + WATER BOD shall elect from the BOD a Chair, Vice Chair, Secretary and Treasurer who shall serve as the “BOD Officers”. Election voting shall be by written ballot, unless there is only one nominee for an officer position. The Chair and Vice-Chair shall be one (1) LCC Member and one (1) conservation staff Member at all times. The Board of Directors shall have the following powers and duties:
- A. Conduct an Annual Meeting of the Association, an organizational meeting after each spring election on even numbered years or other turnover, and any other meetings at the call of the Chair;
  - B. Determine the policies and procedures of the Association, which shall be published in a manual for reference by the Membership;

- C. Formulate, publish and annually update a strategic plan for the Association, consistent with the stated mission and purposes;
  - D. Keep the Membership informed of the Association's affairs, activities, programs, accomplishments, and current issues;
  - E. Define the fiscal year of the Association, approve the annual budget and Membership dues, compensation package for WI LAND + WATER Executive Director, and travel expenses for BOD Members;
  - F. Approve annual audits of the Association's financial records and accounts;
  - G. Oversee contracts for staff employment, professional services, legal counsel, loans, leases or other Association matters in accordance with adopted policies and procedures;
  - H. Elect two (2) BOD Members to the Executive Committee, and approve appointments and guiding principles for other WI LAND + WATER committees;
  - I. Approve appointments for Members to represent WI LAND + WATER on non-Association committees, and set sideboards and reporting requirements.
  - J. Remove a Member of the Board of Directors, Executive Committee or other committee upon two-thirds (2/3) majority vote and determining that a Member has missed three meetings during the current term without an alternate Member appearing in the Member's absence, failed to pay annual dues, or defamed the Association;
  - K. Coordinate activities among WI LAND + WATER committees and WI LAND + WATER staff;
  - L. Maintain and enforce these Bylaws;
  - M. Promote the WI LAND + WATER and its Membership among counties and the general public;
  - N. Delegate any BOD duties to standing or ad-hoc committees, or the Executive Director;
  - O. Determine indemnification rights and insurance needs for the Association;
  - P. Be responsible for all Association fiscal matters, policies and activities.
3. Executive Committee. The Executive Committee shall include the four (4) BOD Officers plus two additional BOD Members elected by the BOD. Elections shall be by written ballot, unless there are only two nominees. The Executive Committee shall be made up of equal numbers of LCC and conservation staff Members at all times, other than during periods of temporary vacancy. The BOD Chair shall serve as the Vice-President of the Executive Committee and the BOD Vice-Chair shall serve as the President of the Executive Committee. The Secretary and Treasurer positions shall be occupied by the same individuals on the Executive Committee as the BOD.

The primary purposes of the Executive Committee are to fulfill the obligations and conduct the business of the Board between BOD meetings, and to minimize the need to spend full BOD meeting time on routine matters the Board has authorized the Executive Committee to manage. The Executive Committee shall also oversee the Association's finances and its Executive Director, and report about its activities at each BOD meeting. The Executive Committee has the

following powers and duties, subject to adopted policies, procedures and budgets of the BOD:

- A. Hire the Executive Director, negotiate salary and benefits contracts, set annual performance expectations and priorities, annually evaluate the Executive Director's performance and implement performance based salary adjustments or any necessary disciplinary action, including termination.
  - B. Review fiscal matters of the Association and develop a draft budget and other proposals for consideration by the BOD. Focus on the financial sustainability of the Association, including long-term projections of income and expenses and make recommendations to the BOD and other Committees for changes when appropriate. All major Association expenses and income are to be evaluated, including annual dues, fees for conferences, Committee meetings, training workshops, tours, and educational events, travel policies, staffing, contracts, and other Association activities.
  - C. Oversee an annual fiscal audit of the Association, which shall be conducted by a Certified Public Accountant with the final report submitted to the Board of Directors.
  - D. Review Committee reports and assist with issue resolution as needed;
  - E. Approve Association expenses, BOD travel and other activities within adopted policies and procedures;
  - F. Any other duty as authorized by the BOD.
4. Officers. The Officer positions noted under the BOD and Executive Committee shall each be two (2) year terms or until a successor is elected or appointed. While executing their duties, Officers shall represent the entire state. Officers may delegate their duties to others, supervise the performance of such delegated duties, and revoke any such delegation at any time. The Association, BOD or Executive Committee may assign to any Officer duties other than and in addition to those described in these Bylaws. All Officers are authorized to perform the functions customarily performed by their position, including as described below:
- A. *BOD Chair*. The Chair shall call BOD meetings, prepare meeting agendas with assistance from the Vice-Chair and preside over all BOD meetings. The Chair shall ensure proper notice of BOD meetings in accordance with applicable laws and Association policies. The Chair shall designate a presiding officer for any BOD meeting if neither the Chair nor Vice-Chair will be present. The Chair shall be responsible for seeing that the policies of the Association are carried out in accordance with the applicable procedures and requirements.
  - B. *BOD Vice-Chair*. The Vice-Chair shall assist the Chair in preparing agendas for BOD meetings. In the absence of the Chair, the Vice-Chair shall perform all duties assigned to the Chair.
  - C. *President*. The President is the Chief Officer of the Association, executing all documents requiring the signature of the Chief Officer of the Association, unless otherwise delegated by the BOD. The President shall preside over all

meetings of the Executive Committee, the Annual Meeting and other meetings of the full Association. The President shall prepare agendas for these meetings with assistance from the Vice-President and ensure proper notice of these meetings in accordance with applicable laws and Association policies. The President shall be responsible for seeing that Association activities are carried out in accordance with the applicable adopted policies and procedures. The President, in consultation with the Vice-President, may appoint Members to represent WILAND + WATER on any committee, or to serve in other capacities outside of the Association. The Board of Directors shall confirm all appointments made by the President, which may be after-the-fact, if the President determined it was necessary due to the timing required for the appointment.

D. *Vice-President.* The Vice-President shall assist the President in preparing agendas for Executive Committee, the Annual Meeting and other meetings of the Association. In the absence of the President, the Vice-President shall perform all duties assigned to the President.

E. *Secretary.* The Secretary shall ensure minutes are properly recorded and posted or distributed in accordance with Association policies and public records laws under Wisconsin Statutes. The Secretary shall ensure that the Association policies and procedures manual is kept current, that all proposed resolutions or position statements are properly routed for review, and actions are recorded. The Secretary shall ensure that records are maintained of WILAND + WATER Membership, Committee appointments and guiding principles, meeting agendas and minutes. The Board of Directors may delegate the duties of the Secretary to the Executive Director or other Members with oversight from the elected Secretary.

F. *Treasurer.* The Treasurer shall oversee all fiscal matters of the Association, including but not limited to account ledger(s) and other appropriate documentation of income, expenses, financial contracts and other transactions for the Association, and providing regular reports at meetings, as requested. The Board of Directors may delegate the duties of the Treasurer to the Executive Director or other Members with oversight by the elected Treasurer.

5. Other Committees. The Board of Directors may create other Committees or Subcommittees and charge them with specific functions. It is the stated intent of these bylaws to encourage diversity among Committee Members and empower Committees to represent the Association on specific matters, following guiding principles approved by the BOD. Listed below are current approved Committees, their mission and, if applicable, their target Membership groups:

A. *Professional Improvement and Conference Planning Committee.* Concentrate solely on the annual conference of the Association, working closely with WILAND + WATER staff and many of the other association committees to identify timely workshop topics and training opportunities for LCCs and

conservation staff. Duties would include recruiting speakers, moderators and volunteers, coordinating meeting place logistics, display booths, raffles, and any other associated events, market the conference to counties, and evaluate the success of each conference upon its completion.

- B. *Legislative/Administrative Committee.* Offer opportunities for administrators (LCD staff and LCC supervisors) of county land conservation offices to meet on a regular basis, discuss and evaluate common programmatic and office operational issues with their peers, share administrative experiences and lessons learned, and solve common problems or improve program services. Promote a sustainable funding source for county conservation programs. Identify law and policy changes that are needed to improve land and water conservation programs and their delivery, and develop and implement strategies to make it happen. Evaluate any legislative, administrative rule or policy changes that affect county land and water conservation programs and develop and deliver position statements on behalf of WI LAND + WATER, within the guiding principles approved by the BOD.
- C. *Youth Education Committee.* Offer educational staff and other Members the opportunity to meet, discuss and evaluate the planning, design and implementation of youth education programs at the local or state level. Committee Members would share their experiences and lessons learned, help solve common problems and strive to improve the effectiveness of educational programs and services. *Technical Committee.* Offer technical staff and other Members the opportunity to meet, discuss and evaluate land conservation related technical issues with their peers, share experiences and lessons learned, and solve common problems or improve technical services. This includes but is not limited to conservation planning, inventory, evaluation, and modeling tools, technical certification, conservation practice design and implementation, and sponsoring technical workshops or tours. This Committee may also coordinate county review comments on draft technical standards produced by other agencies and organizations through the Standards Oversight Council process or other means. The Committee may create Subcommittees to focus on specific technical issues or programs. The Committee is authorized to issue positions statements on behalf of the Association on technical issues within guiding principles approved by the BOD.
- D. *Public Outreach Committee.* Charged with developing and implementing an outreach plan to promote county land and water conservation programs and services, the goal of the Public Outreach Committee is to increase public awareness and support for county land and water conservation efforts.
- E. *Great Lakes Committee.* Track land and water resource management issues that affect the Great Lakes and determine appropriate responses for the Association. Develop partnerships to expand Great Lakes resource protection.
- F. *Mississippi River Basin Committee.* Track land and water resource management issues that affect the Mississippi River Basin and determine appropriate responses for

the Association. Develop partnerships to expand Mississippi River Basin resource protection.

- G. *Non-WI LAND + WATER Committees.* WI LAND + WATER Members may be appointed to represent the Association on non-WI LAND + WATER Committees in accordance with Sections 2.I. and 4.C of this article. The BOD is responsible for establishing guiding principles, length of service and reporting requirements for the representative.
6. WI LAND + WATER Staff. The BOD may authorize the hiring of Association staff. The position of WI LAND + WATER Executive Director shall be authorized to represent the Association on all matters, be accountable to the President, and be subject to performance evaluations by the Executive Committee, as described in Section 3 of this Article. Any additional WI LAND + WATER staff shall be accountable to the Executive Director. Additional requirements and procedures shall be documented in a policies and procedures manual.

## **ARTICLE V – ASSOCIATION MEETINGS AND VOTING**

All WI LAND + WATER meetings, minutes and other record keeping activities shall be conducted in accordance with Wisconsin laws relating to open meetings and access to public records. In addition, the following shall apply:

1. Annual Meeting. There shall be one Annual Meeting of the Association each fiscal year, which may be held in conjunction with a conference, subject to BOD approval. The purpose of the Annual Meeting is to conduct business, discuss common concerns, vote on issues or resolutions, receive reports or presentations from the BOD and others, and possibly conduct Land and Water Conservation Board elections. The time and place of the Annual Meeting shall be chosen by the BOD. A quorum shall consist of at least one representative being present from a majority of Member Counties. No resolution or other action item may be considered at an Annual Meeting unless it has been approved by an Area Association and forwarded to the Board of Directors; or it was originated and approved by the Board of Directors; or it has been accepted for consideration by two-thirds (2/3) of the floor votes from Members Counties present. Any votes that occur at the Annual Meeting shall allow for two (2) votes per Member County, including one (1) vote representing LCC Members and one (1) vote representing county conservation staff. No proxy voting is allowed. A conservation staff person and an LCC Member must be present to cast the respective vote from each county.

*Wisconsin Land and Water Conservation Board (WLWCB) Elections.* Section 15.135 (4) Wisconsin Statutes allows for the election of three (3) LCC representatives to serve on the WLWCB, which advises state agencies on many issues and programs that directly affect county conservation programs. WLWCB elections are held during the Annual Meeting on even numbered years. The BOD requests that each Area Association BOD nominate one LCC

representative to serve on the WLWCB. If there are fewer than four (4) candidates, nominations may also be accepted from the floor at the Annual Meeting. All candidates must be LCC representatives. All voting shall be by written ballot unless there are only three candidates. Every county is allowed one (1) vote, which may be cast by an LCC representative or their designee. The candidates with the top three vote tallies shall serve a two (2) year term, which shall commence on the 1<sup>st</sup> of the year following the WLWCB election. The candidate receiving the fourth highest vote tally shall be designated an alternate representative. Should any of the elected representatives resign or become disqualified during their term, the alternate shall assume their position. Should any additional representatives resign or become disqualified, a special election shall be conducted by the Association.

2. Board of Directors Meetings. The Board of Directors shall meet at the call of the Chair. A quorum for a BOD meeting shall be a simple majority of the Board, including alternates or their designee being present. The BOD Chair shall be responsible for ensuring that a quorum is present in order to conduct any official business. Any Member may participate in an open session of a BOD meeting, but voting rights are restricted to BOD Members or their Alternate.
3. Executive Committee Meetings. The Executive Committee shall meet at the call of the President. A quorum shall be a simple majority of the Executive Committee. The President shall be responsible for ensuring that a quorum is present in order to conduct any official business. Any Member may participate in an open session of the Executive Committee meeting, but voting rights are restricted to Executive Committee Members.
4. Other WILAND + WATER Committee Meetings. WILAND + WATER Committees shall meet at the call of the Committee Chair, the President or the BOD Chair. A quorum for any committee meeting shall be deemed a simple majority of the appointed Members, their alternate or designee being present. The Committee Chair shall be responsible for ensuring that a quorum is present in order to conduct any official business. Any Member may participate in a Committee meeting, but voting rights are restricted to those Members appointed by the BOD, their Alternate or designee.
5. Area Association Meetings. Each of the designated Area Associations is responsible for determining how often they meet and in what activities they participate. Each Area Association may adopt resolutions to recommend action by the WILAND + WATER Board of Directors or the full Association, in accordance with the Annual Meeting procedures. The Area Association BOD shall ensure elections of Area Representatives to the WILAND + WATER BOD are conducted in accordance with Article IV, Section 1 of these bylaws.
6. Special Meetings. The President, BOD Chair or WILAND + WATER Committee Chair may call a special meeting of the Association, Board of Directors, or any WILAND + WATER Committee respectively to take action on a time sensitive issue. A quorum shall be consistent with the type of meeting

called. Any votes that occur at a special meeting shall follow the same rules as stated for the type of meeting being called. Any meeting of the full Association shall allow two (2) votes per county, similar to an Annual Meeting. A special meeting announcement and draft agenda shall be sent to all counties as soon as practical, but no later than twenty-four (24) hours prior to the start of the meeting, or as authorized by State Open Meeting Laws. Draft minutes from a special meeting shall be sent to all counties within seven (7) days after the meeting explaining why a Special Meeting was called, meeting attendance, and any action taken.

7. Closed Sessions. A closed session may be conducted for any meeting provided the meeting agenda included a closed session. The presiding officer shall determine who is authorized to attend.
8. Meeting Notice and Agendas. All types of WI LAND + WATER meetings shall comply with the following meeting notice and agenda requirements:
  - A. *Meeting Notice.* The Executive Director's office shall provide written notice to all counties and the BOD at least seven (7) days prior to the meeting date for all BOD or Executive Committee meetings, and at least thirty (30) days prior to the meeting date for each Annual Meeting. For other WI LAND + WATER Committees, the Committee Chair shall provide all Committee Members, BOD Members, counties and the WI LAND + WATER Executive Director's office a notice of all committee meetings at least seven (7) days prior to the meeting date. Notices shall be considered delivered the day it is emailed or, if sent by U.S. Mail, the postmarked date. The Executive Director shall also publish on the Association's website all BOD, Executive Committee and other WI LAND + WATER Committees meeting notices at least three (3) days prior to the meeting date, and Annual Meeting notices at least twenty (20) days prior to the meeting date.
  - B. *Agendas.* Agendas shall be included with all WI LAND + WATER meeting notices. Agendas shall indicate the date, time, and location of the meeting, contact information for the presiding Officer or Committee Chair, and an agenda listing specific issue(s) to be discussed and proposed action, if any. Items that require formal action may only be added or otherwise altered during a meeting upon a two-thirds (2/3) majority vote by those Members with voting rights in attendance.
9. Minutes. Minutes shall be recorded for all types of WI LAND + WATER meetings and approved at the next meeting of that body. Once approved, minutes shall be posted on the WI LAND + WATER web site and emailed to all counties within thirty (30) days, unless otherwise noted above for Special Meetings.
10. Rules of Order. Decision-making during meetings of the full Association, the Board of Directors and Executive Committee shall use a voting process in accordance with Robert's Rules of Order, unless those rules are inconsistent with

any policy or rule adopted by the Association or the Board of Directors. Decision-making within WILAND + WATER Committee meetings shall follow a consensus process if possible. If consensus cannot be reached, votes shall be taken following Roberts Rules of Order.

11. Meeting Formats. Each of the meetings described above, except the Annual Meeting, may occur in person, by conference call, videoconference or other electronic means, as prescribed by the person calling the meeting. The Annual Meeting shall always be held in person.

## **ARTICLE VI - BYLAW CHANGES**

Changes to these bylaws shall require a two-thirds (2/3) majority vote of Member Counties present during an Annual Meeting of the Association, in accordance with the procedures prescribed under Article V, Section 1 of these Bylaws. One copy of any proposed bylaw changes shall be sent to every county a minimum of thirty (30) days prior to the call to order of the Annual Meeting. The date(s) of initial adoption and any future revisions of these bylaws shall be shown following the text of the last article.

## **ARTICLE VII - DISSOLUTION**

Upon the dissolution of the Association by a majority vote of Member Counties at an Annual Meeting, the Association shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations, under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Dane County exclusively for charitable or educational purposes, or to such organization or organizations said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE VIII – TAX EXEMPT PROVISIONS**

1. Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to Directors, trustees or officers of the corporation, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.
3. Distribution of Assets Upon Dissolution. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to a Wisconsin nonprofit charitable 501(c)(3) organization. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.
4. Private Foundation Requirements and Restrictions. In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

#### **ARTICLE IX - EFFECTIVE DATE**

These Bylaws represent the result of merging the WI LAND + WATER with the Wisconsin Association of Land Conservation Employees (WALCE). These Bylaws replace all previous versions of Bylaws for the Association. The effective date of these Bylaws and any future amendment shall be posted below.

Approved by Wisconsin Land and Water Conservation Association on  
12/9/11

Approved by Wisconsin Association of Land Conservation Employees on  
3/1/12

Amended and approved by WI Land+Water on 3/11/15

Amended and approved by WI Land+Water on 3/4/16

