BY-LAWS OF THE
NORTH CENTRAL AREA LAND AND WATER CONSERVATION ASSOCIATION (NCLWCA)

ARTICLE I – NAME AND TYPE.

1. Name. The name of the Association is North Central Area Land and Water Conservation Association (NCLWCA), hereafter referred to as the Association or Area Association.
2. Type. The Area Association is a nonpartisan not-for-profit affiliate of the Wisconsin Land+Water, but may act independently on any issue, as determined by the Area Association Board of Directors.

ARTICLE II – MISSION AND PURPOSES.

1. Mission. To protect, conserve and enhance the natural resources of the Area and State by serving and representing county Land Conservation Committees ("LCCs") and Conservation Department Staff operating in the Area under the authorities granted in Chapter 92 Wisconsin Statutes.
2. Purposes. The Association is more specifically organized to: further the common interests of county conservation programs in the Area; facilitate information exchange; sponsor educational and training events; elect Area Representatives to the Wisconsin Land+Water Board of Directors; conduct or support conservation research; implement conservation practices; carry out any other related activity authorized by law and the Area Association Board of Directors.

ARTICLE III – AREA DEFINITION, MEMBERSHIP AND DUES.

1. Area Definition. The counties of Florence, Forest, Langlade, Lincoln, Marathon, Oneida, Portage, Vilas, and Wood shall define the "Area" for purposes of these bylaws. Any changes to the Area boundaries must be approved by a majority vote of the Area Association Board of Directors of all affected Areas, in accordance with the Wisconsin Land+Water bylaws.
2. Membership. Each county in the Area that pays the annual Area Association membership dues shall be deemed a "member county". All LCC members and conservation department staff operating under the authorities of Chapter 92 Wisconsin Statutes within a member county shall be deemed members of this Association.
3. Dues. During the spring meeting of the Area Association Board of Directors, annual dues shall be established in an amount based on the needs of the Association.

ARTICLE IV – ORGANIZATIONAL STRUCTURE AND ELECTIONS

1. Board of Directors (BOD). The Area Association shall be governed by a Board of Directors made up of two Directors appointed by each member county following April County Board elections and reorganization, and prior to the Area Reorganizational Meeting described in Article VI(1). For each member county, the LCC shall appoint one (1) committee member and the conservation department shall appoint one (1) staff person to serve on the Area Association Board of Directors. It is recommended that each LCC and LCD also appoint an alternate representative. Each appointee shall serve a two year term or until a successor is appointed.
    a. *Election of Area President and Vice President*. The BOD shall elect from its members a President and Vice President, which shall include one (1) LCC member and one (1) conservation department staff person.
    b. *Appointment of Area Secretary and Treasurer*. The BOD shall appoint a Secretary and Treasurer for the Association, whom may be any LCC member, conservation department staff or any other person from the Area.

c. *Area Coordinator*. The BOD shall appoint an Area Coordinator, which may be any LCC member, conservation staff person or any other person from the Area.
d. *Voting*. Each county shall be entitled to two (2) votes, one vote casted by LCC and one vote casted by conservation staff, on any matter brought to the Board. Voting shall be done by roll call. If any of the appointed positions of Secretary, Treasurer or Area Coordinator are not BOD members, they shall be deemed non-voting members of the BOD.
e. *Quorum.* The quorum for NCLWCA is ten (10) voting members, which can be comprised of any number of county supervisors and county staff representatives present.
f. *Area Representatives to Wisconsin Land+Water BOD*. The Area Representatives, elected to the Wisconsin Land+Water BOD in accordance with section 3 below, shall be ex officio voting members of the Area Association BOD.
g. *Advisors*. The BOD may request other agencies, organizations or individuals to serve as advisors to the Association.

2. Officers/Executive Committee. The positions of President, Vice President, Secretary, Treasurer and Area Coordinator shall be referred to as "Officers" of the Area Association and shall collectively constitute the Executive Committee of the Area BOD. The BOD may delegate their powers and duties to the Executive Committee, as described in Article V of these bylaws.

3. Election of Area Representatives to the Wisconsin Land+Water Board of Directors. In accordance with the Wisconsin Land+Water bylaws, by June 20th of even numbered years, the Area Association BOD shall elect their Representatives to the Wisconsin Land+Water Board of Directors and provide the Wisconsin Land+Water office their contact information.
    a. Elections of Area Representatives shall be open to nominations from all Wisconsin Land+Water 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 Wisconsin 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 Wisconsin 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 Wisconsin Land+Water Board of Directors shall serve a two (2) year term, until a successor is elected or unless re-elected by a 2/3 majority vote of the BOD.
    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 Wisconsin Land+Water BOD in their absence.

ARTICLE V – POWERS AND DUTIES.

1. Area Association Board of Directors (BOD). The Board of Directors shall oversee the affairs of the Association and shall have the powers and duties described below:
    a. Oversee the election processes described in Article IV of these bylaws;
    b. Determine the policies and procedures of the Association;
    c. Develop action plans for the Association;
    d. Sponsor events and meetings of the Association;
    e. Adopting resolutions and position statements and submitting them to the-Wisconsin Land+Water and others for consideration;
    f. Approve the financial matters of the Association, including but not limited to annual Association dues, expense reimbursements, audits of the Association's records and accounts, and other financial transactions;

g. Keep the Membership informed of the Association's and Wisconsin Land+Water affairs, activities, programs, accomplishments, and current issues;
h. Encourage Member involvement in activities and events sponsored by the Association and the Wisconsin Land+Water;
i. Delegate functions and duties of the BOD to the Executive Committee or specific Officer positions;
j. Create committees and define their purpose, term, and membership as needed to carry out Association activities;
k. In case of death, resignation or other on-going absence of an Officer, the BOD may declare the position vacant and elect or appoint a successor, as prescribed in Article IV.

2. Officers. The Officers of the Association, as described in Article IV of these bylaws, shall represent the entire Area while executing their duties. Officers may delegate their duties to others, supervise the performance of such delegated duties, and revoke any such delegation at any time. The BOD may assign to any Officer duties other than those described in these Bylaws. All Officers are authorized to perform the functions customarily performed by their position, including but not limited to those described below:
    a. *President*. The President shall consult with the Officers in calling a meeting of the Association or the BOD. The President shall preside at all Area Association or BOD meetings, and in the absence of the Association President, the chain of command is as prescribed in Section VI (10) of these by-laws. The President shall be responsible for ensuring all activities of the Association are carried out in accordance with these bylaws and any policies and procedures adopted by the BOD.
    b. *Vice President*. The Vice-President shall perform the power and duties of President in the absence of the President. The Vice-President shall also serve as Chair of Executive Committee, as described in section 3 below.
    c. *Secretary*. The Secretary shall record minutes for all types of Association meetings and route drafts of the minutes to the President and Vice President prior to distribution to the Association.
    d. *Treasurer*. The Treasurer shall deposit all funds that come into his/her possession in a bank account approved by the BOD, and, in accordance with any approved budget or upon authorization by the BOD or the President, make all disbursements for the necessary expenses of the Association. All checks shall be signed by the Treasurer, or designee. The Treasurer shall regularly submit to the BOD statements showing the receipts and disbursements of the Association and, at least annually for the preceding year, statements of the Association's assets and liabilities. The Treasurer shall arrange for audits of the Association financial records at the direction of the BOD.
    e. *Area Coordinator*. The Area Coordinator is responsible for organizing meetings, developing and distributing meeting agendas in consultation with the President and Vice President, coordinating Association events, programs, work planning sessions, and such other functions as the President or BOD may assign.

3. Executive Committee. The Officers shall collectively serve as the Executive Committee, and shall be chaired by the Vice President. The purpose of the Executive Committee is to carry out certain routine matters of business in the interim between BOD meetings, as well as any other duties authorized or assigned by the BOD. The following powers and duties shall apply to the Executive Committee:
    a. Planning events, setting meeting agendas, deliberating issues for summarization to the BOD, and carrying out directives of the Board;
    b. Authorizing interim expenditures of up to $500. Additional expenditures are permitted for special events approved by the BOD.
    c. The Executive Committee shall keep the BOD and the Association informed of their plans and actions, including the approval of minutes under Article VI(7) below.

4. Area Representatives to Wisconsin Land+Water. The people elected to the Area Representative positions, in accordance with Article IV of these bylaws, shall represent the entire Area at all times and shall regularly report to the Area BOD and the membership on Wisconsin Land+Water affairs, activities, programs, accomplishments, and current issues.

ARTICLE VI – MEETINGS.

1. Biannual Reorganizational Meeting. An Area Association Reorganizational Meeting shall be held immediately following April County Board elections and reorganization (even numbered years), and the appointment of Area Association Directors by each member county, as prescribed in Article IV(1) above. The purpose of this reorganizational meeting is to elect and appoint Area Association Officers and Representatives to the Wisconsin Land+Water BOD in accordance with Article IV. A meeting notice and draft agenda shall be sent to all Directors at least seven (7) days prior to the reorganizational meeting, unless otherwise waived by a majority of the BOD due to a time sensitive issue. The meeting notice shall include specific instructions for members to submit nominations for Area Representatives to the Wisconsin Land+Water BOD. A quorum shall consist of a simple majority of the Directors or their designee. All elections shall be by written ballot, unless there is only one nominee for each position. All other election requirements under Article IV shall apply.

2. Board of Directors Meeting. The Board of Directors shall meet at the call of the President. A meeting notice shall be sent to all Directors at least three (3) days prior to the meeting date, unless otherwise waived by a majority of the BOD due to a time sensitive issue. A quorum shall consist of a simple majority of the Directors or their designee. 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.

3. Executive Committee Meeting. The Executive Committee shall meet at the call of the Vice President. A meeting notice shall be sent to all Officers and Directors at least one (1) day prior to the meeting date, unless otherwise waived by a majority of the Officers due to a time sensitive issue. A quorum shall consist of a simple majority of the Officers or their designee. The Vice President shall be responsible for ensuring that a quorum is present in order to conduct any official business. It is expected that business of the Executive Committee would largely be a matter of consensus. If voting becomes necessary, only voting members of the BOD may vote, as described in Article IV(1) above.

4. Other Area Association Meetings. Other meetings of the Area Association shall be held at the call of the President and all LCC members and conservation staff in the Area are encouraged to participate. There shall be no quorum requirement as these meetings are generally for informational and educational purposes, including the sponsoring of events or training. If any voting should occur, the meeting shall be noticed as a joint Board of Directors and Area Association meeting and voting rights are restricted to the BOD, in accordance with the procedures under Article IV(1). The President shall be responsible for ensuring that a BOD quorum is present in order to conduct any official BOD business.
5. Other Area Committee Meetings. Other meetings of Area Committees not noted above shall meet at the call of the Committee Chair. A quorum for any committee meeting shall be deemed a simple majority of the appointed committee 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.

6. Closed Sessions. A closed session may be conducted by the board of Directors if authorized by state law and properly noticed. The President shall determine who is authorized to attend other than the BOD.

7. Minutes. Minutes shall be recorded for all types of Association meetings and approved at the next meeting of that body. Minutes of the Executive Committee shall be approved by the BOD. Once approved, minutes shall be distributed to all Area Directors, whom shall be responsible for distribution to the group they represent.

8. Rules of Order. Decision-making during BOD meetings 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 BOD. Decision-making within the Executive Committee shall follow a consensus process if possible. If consensus cannot be reached, votes shall be taken from BOD voting members only, following Roberts Rules of Order.

9. Meeting Formats. Each of the meetings described above may occur in person, by conference call, video conference or other electronic means, as prescribed by the person calling the meeting and documented in the meeting notice and minutes.

10. Chain of Operations. In the absence of the Association President, the business meeting shall be chaired by the Vice President. If both the Association President and Vice President are absent from the business meeting, the Treasurer shall chair the meeting.

ARTICLE VII - BY LAW CHANGES.

Changes to these bylaws shall require a two-thirds (2/3) majority vote at a Board of Directors meeting. Any proposed bylaw changes shall be sent to every Director a minimum of seven (7) days prior to the BOD meeting. No proposed bylaw change may conflict with Wisconsin Land+Water bylaws regarding Area boundaries or the election of Area Representatives to the Wisconsin Land+Water Board of Directors. The date(s) of initial adoption and any future revisions of these bylaws shall be shown following the text of the last article.

ARTICLE VIII - DISSOLUTION

The Association may be dissolved by a majority vote at a Board of Directors meeting. Any proposal for dissolution shall be forwarded to each member of the Board of Director at least thirty (30) days prior to the scheduled dissolution vote. Upon dissolution, 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 Article 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 applicable Circuit Court 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 IX– 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 Article 501(c)(3) of the Internal Revenue

Code, or (b) by a corporation, contributions to which are deductible under Article 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 Article 501(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 Article 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 Article 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Article 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Article 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Article 4944 of the Internal Code; and 5) shall not make any taxable expenditures as defined in Article 4945 (d) of the Internal Revenue Code.

ARTICLE X– EFFECTIVE DATE

The adoption of these bylaws shall serve to repeal and recreate any previous version. The adoption date of these bylaws shall be noted below, along with previous and future dates of adoption or amendment and the city in which the action was executed.

North Central Area Association Bylaws:

Adopted: October 25, 2013, Wausau, WI
Amended: August 20, 2015, Merrill, WI
Amended: February 12, 2016, Stevens Point, WI
Repealed and Recreated: