

**BYLAWS OF THE
TOWN AND COUNTRY RESOURCE CONSERVATION & DEVELOPMENT, INC.
A WISCONSIN NON-STOCK, NON-PROFIT CORPORATION**

ARTICLE 1 – GENERAL

1.1 NAME. This Corporation is named the Town and Country Resource Conservation and Development, Inc.

1.2 DEFINITIONS. The following definitions shall pertain to these Bylaws

TCRCD means the Town and County Resource Conservation and Development, Inc.

Board means the Executive Board of Directors of the Corporation.

Director, unless specifically identified otherwise, means a member of the Board of Directors who is entitled to vote on all questions before the Board.

Council Member means an individual, organization, corporation, tribe, county, or local unit of government that has joined the Corporation and is entitled to vote in Council Member meetings.

Advisor means a representative of a federal, state or county agency, or other organization or association invited to participate in Board, Vision Team, Issue Team, or General Membership meetings.

1.3 STATEMENT OF PURPOSE. The TCRCD is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. More specifically, the mission of the TCRCD is to optimize opportunities for sustainable economic growth, healthy communities, and a healthy environment in the Town and Country RC&D Area through the support and coordination of our region’s agencies, municipalities and organizations.¹

1.4 COUNCIL OBJECTIVES AND ACTIVITIES SHALL BE:

1.4(a) To develop and implement an action oriented plan that promotes the conservation, and sustainable economic development of the natural resources for the area represented by Columbia, Dane, Dodge, Green Lake, Jefferson, Kenosha, Milwaukee, Ozaukee, Racine, Rock, Walworth, Washington, and Waukesha Counties in an effort to improve the social, economic and environmental conditions of the area.

1.4(b) To create a general awareness of the urgency and need for conservation, wise utilization and an orderly development of resources within the area.

1.4(c) To secure the required technical, financial, educational and other services required to develop, implement, and carry out an action-oriented plan.

1.4(d) To assist in coordinating and carrying out the local and regional development plans of

¹ 1/9/06: Added the correct mission statement.

other organizations and agencies.

1.4(e) To work on a regional basis with citizens, agencies, local governments and organizations that are already invested in the problems and opportunities of the region, so as to fill gaps where needed and ensure that efforts are optimized rather than duplicated.

1.5 DEDICATION. The properties and assets of this non-profit Corporation are irrevocably dedicated to the charitable purpose set forth in Section 1.3. No part of the earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any Council Member, Director or Officer of this Corporation or any other private person or individual.

1.6 DISSOLUTION. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization or organizations designated by the Board, which is/are dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 (c) (3) and the Regulations thereunder (or the corresponding provision or regulations of any future Internal Revenue Law of the United States).

1.7 STATEMENT OF NONDISCRIMINATION. The Corporation, its Members, Board of Directors, officers, officials, and advisors shall not discriminate on the basis of race, gender, religion, or any other basis prescribed by law, with respect to affiliation, membership, elections, appointments, employment, contracting, meetings, or any other activity.

1.8 AFFILIATION. The Board may affiliate the Corporation with the Wisconsin Association of RC&D Councils, and any other organization supportive and consistent with the purposes and goals of the Corporation.

ARTICLE 2 - ORGANIZATIONAL STRUCTURE: COUNCIL, ISSUE TEAMS, VISION TEAM, AND BOARD

2.1 ORGANIZATIONAL STRUCTURE. The TCRCD, organizationally, is comprised of all Council Members, an Executive a Board of Directors, a Vision Team, and Issue Teams. TCRCD will invite various organizations and institutions, which might not have membership, to advise and assist the TCRCD to fulfill its mission and work.

2.1(a) The council consists of all members in good standing, and such non-voting advisors that may lend assistance and advice to the TCRCD. Council members in good standing are those that have paid their financial dues and support the mission and work of TCRCD.

2.1(b) Up to 12 Issue Teams may be recommended by the Vision Team, and formed by the Board. Their purpose is to solicit, screen, and implement TCRCD projects within a current area of interest. Each Issue team will, within its volunteer membership, elect a Chair and Vice Chair.

2.1(c) The Vision Team shall be comprised of no more than 25 members. The Vision Team engages in visionary holistic planning and determines the direction of the organization. The Vision Team shall elect from within its members a Vision Team Leader and an Alternate Vision Team Leader. Membership on the Vision team is allocated in the following order of priorities up to a maximum of 25 members:

2.1(c)(1) County Members: One Vision Team member position is allocated to each county in good standing, to a maximum of 13 county-designated representatives (CDRs) on the Vision Team. A county in good standing may select, by whatever reasonable means it wishes, one person (CDR) to officially represent said county on the TCRCD's Vision Team. That appointment must be complete and so noted by the TCRCD Board at least six weeks before the Council's annual meeting.

2.1(c)(2) County Based At-Large Members: A county that has not paid its annual membership dues may not appoint a county-designated representative (CDR) to the TCRCD Vision Team. County positions on the TCRCD, which are not filled through county designation, revert first to county-based at-large (CBAL) status. Council members resident in a county with an available CBAL position may declare their candidacy and stand for election at the Council's annual meeting. A county that pays its annual dues after the election of a CBAL member to its designated county position on the Vision Team will be unable to assume a voting position on the Vision Team until the next year's election. The combined total of the CDR and CBAL Vision team members may not exceed 13.

2.1(c)(3) Issue Team Representatives: Each team will designate one council member to be the Issue Team's representative on the Vision Team. If any council member holds dual positions between Vision Team and Issue Team, all such dual-representation positions shall be computed six weeks ahead of the Council's annual meeting elections, and that number added to the pool of open-at-large (OAL) positions available to the elections.

2.1(c)(4) Open At-Large Members: If no candidate from a given county is county-designated, or selected through the county-based at-large (CBAL) election, or filled by a representative of a Issue Team, that position becomes open-at-large (OAL) status. These positions, up to a total vision team size of not more than 25 members, become available for any member in good standing to run during elections conducted by the TCRCD Council at its annual meeting. Any Council member in good standing is eligible to run for OAL positions during elections conducted by the TCRCD Council at the Annual Meeting of Members of the Corporation

2.1(c)(5) Term of Service of Vision Team Members: Members of the Vision Team, appointed by a member county, shall serve until the county replaces them. County based at-large members of the Vision Team shall serve three year terms, or until the county in question becomes a member and designates an official county representative. Existing county based at-large members shall finish out the year, and the county appointed representative shall take a seat on the Vision Team immediately after the Annual Meeting of Members of the Corporation. Issue Team representatives on the Vision Team shall serve until replaced by the Issue Team. Open at-large members shall be elected for three-year terms, with the following exceptions: if additional counties join as members, and/or if additional Issue Teams are formed during the year and seats are needed to accommodate them. Open at-large members shall finish the year and their seats will then be filled by the Issue Team representative or County Designated Representative after the next Annual Meeting of Members of the Corporation. If the number of elected open at-large members exceeds the number of seats available for this category, the seats shall be filled by lot from among the elected open at-large members. The Board will determine the lot procedure.

2.1(c)(6) Vision Team Vacancies: Vacancies on the Vision Team that occur during the year may be filled as follows: the Vision Team leader may nominate a candidate who must then be ratified by majority vote of the Vision Team. During the next Annual Meeting of the Members of the Corporation and election this seat is open and the incumbent can run for re-election onto the Vision Team.

2.1(d) The TCRCB Board is the governing body of the organization. The Board is responsible for the financial and legal well being of the organization, supervision of Council personnel, and organizational oversight. The Board and its officers shall be elected after the Vision Team has been established at the Annual Meeting of Members of the Corporation. The Board shall appoint a Nominating Committee comprised of members of the Board and Vision Team. The Nominating Committee will nominate candidates for open positions on the Board and Vision Team. Candidates for nomination may be referred to the Nominating Committee by any member of the organization. A minimum of one Board member shall be elected from the members of the Vision Team. The Board consists of seven positions, five of which are the officers: President, President Elect, Past President, Secretary and Treasurer and the two remaining positions are Director 1 and Director 2.

ARTICLE 3 – MEMBERSHIP

- 3.1 QUALIFICATIONS FOR COUNCIL MEMBERSHIP.** The Town and Country RC&D Council membership is open to all county and local governments, tribes, corporations, not-for-profit organizations and individuals who support the mission and work of the TCRCB, and live, own property in, or operate in any of the 13 counties that make up the geographical breadth of the TCRCB service area as defined under Article 1.4(a).
- 3.2 APPLICATIONS FOR MEMBERSHIP.** Applications for membership that clearly meet the qualifications for membership shall be accepted by the Secretary and entered on the membership rolls upon payment of required dues and fees. The Secretary shall refer any application that does not clearly meet the qualifications for membership to the Board for a decision as to the action to be taken. Should the application be rejected, it shall be returned to the applicant, along with any dues and fees tendered and with a written explanation of the reason(s) for rejection.
- 3.3 RIGHTS OF MEMBERSHIP.** Each Council Member in good standing shall have rights as follows:
- 3.3(a)** To vote in elections and on any matter considered by a meeting of the council members.
 - 3.3(b)** To be a candidate for elected positions on the Vision Team and/or the Board.
 - 3.3(c)** To submit resolutions for consideration by the Board of Directors or at a Council Member meeting.
 - 3.3(d)** To periodically, but not less than once a year, receive information on the activities and financial status of the Corporation.
 - 3.3(e)** To serve as a volunteer or a team member on a TCRCB Issue Team.

- 3.4 MEMBERSHIP LEVELS:** The board shall have the power to further define and adopt levels of membership. Initial membership levels shall be as follows:
- 3.4(a) Individual Membership** is open to people who wish to join on an individual basis.
 - 3.4(b) Family Membership** is open to family members who wish to join as a group.
 - 3.4(c) Organizational Membership** is open to various non-profit and other private organizations.
 - 3.4(d) County Membership** is open to the 13 counties that comprise the TCRCD Area. County membership entitles the county to one designated representative on the Vision Team.
 - 3.4(e) Corporate Membership** is open to businesses wishing to contribute at a higher level to the support of the TCRCD.
 - 3.4(f) Lifetime Membership** is open to members making a one-time contribution to the TCRCD at an amount determined by the Council Members at the Council's annual meeting.
- 3.5 MEMBERSHIP LEVEL DUES:** The initial schedule of membership dues for each membership level as described in Article 3.4 shall be adopted by the Board of Directors. Thereafter, changes to the membership dues must be approved by the Council at the Council's annual meeting, and shall be recorded in the minutes of the minutes of the Council's annual meeting. Membership dues shall be payable on an anniversary year basis. A council member delinquent for more than three (3) months following the dues payment date shall forfeit all membership privileges. Upon payment of dues, the membership shall be renewed, the dues payment date remains unchanged, and the membership considered continuous.

ARTICLE 4 – COUNCIL MEMBER MEETINGS

- 4.1 ANNUAL MEETING.** An Annual Meeting of Members of the Corporation shall be held within 60 days of the beginning of the corporation's fiscal year at a time and place to be set by the Board, or as directed by a majority of the Council Members.
- 4.2 SPECIAL MEETINGS.** A special meeting of Council Members shall be held on the call of the President or one third of the Directors then in office. In addition, a special meeting shall be called upon written request of the number of Council Members required for a quorum. If the call does not specify the date, time, and/or location, the President shall make that determination, subject to change by the Board. A special meeting shall be set at a location, date, and time not inconvenient for Council Members to attend.

4.3 NOTIFICATION OF MEETINGS.

4.3(a) Written notice of a special meeting or Annual Meeting of the Members of the Corporation shall specify the date, time, place, and purpose of the meeting and be sent to the last known mail address of the Council Member. The notice shall specify any question on which Council Member action is required. Notification shall be made not be less than fourteen days, nor more than 45 days prior to the meeting date. Official written or electronic notification shall be made to all Directors and ex officio Directors, Officers, and Council Members in good standing. The date of the mail postmark, or date of e-mail sent, shall be the effective date of notification.

4.3(b) Written or electronic (email) notice of a scheduled Board or Vision Team meetings shall specify the date, time, place, and purpose of the meeting and be sent to the last known mail or electronic (e-mail) address of the Council Member. The notice shall specify any question on which Council Member action is required. Notification shall be made not be less than fourteen days nor more than 45 days prior to the meeting date. Official written or electronic notification shall be made to all Directors and ex officio Directors, Officers, and Council Members in good standing. The date of the mail postmark, or date of email sent, shall be the effective date of notification.

4.4 QUORUM AND TRANSACTION OF BUSINESS. A quorum shall consist of twenty-five percent (25%) of the membership, or twenty five Council Members, whichever is less. Voting Council Members shall be counted to determine the presence of a quorum. If less than a quorum of Council Members is represented at a meeting, a majority of the persons present may adjourn the meeting from time to time without further notice. At such rescheduled meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified. The persons present at a duly organized meeting may continue to transact business until adjournment, or until the loss of quorum due to withdrawal of delegates.

4.5 PRESIDING OFFICER. The presiding officer at a meeting of Council Members shall be the President of the Board, or the next senior elected officer present. The seniority in descending order after the President shall be the President Elect, Past President, Secretary, and Treasurer. In the absence of any elected officer, the Council Members shall elect a presiding officer from among the delegates present.

4.6 BUSINESS TO BE CONSIDERED. A properly convened meeting of Council Members may take up any business of the Corporation. However, no final vote may be taken to change the Articles of Incorporation, to dissolve the Corporation, to amend or repeal the Bylaws, to expel a Council Member, or to remove from office any officer or Director, unless that matter shall have been specifically included in the notice for the meeting.

4.7 VOTING. Each Council Member in good standing is entitled to one vote. Council Members may cast their votes by delegate or alternate as provided herein. Individuals who are affiliated with our member organizations or corporations, or units of government, etc., may not vote individually unless they become individual members themselves.

4.8 DELEGATES AND ALTERNATES. Each Council Member is entitled to designate a voting delegate. Each Council Member may designate an alternate to vote only in the absence of the primary delegate.

4.9 QUALIFICATIONS OF DELEGATES. Each delegate and alternate shall be a resident, an owner of property, or operate within the TCRCD area.

4.10 VOTES TO DECIDE A QUESTION. All questions shall be decided by a majority vote unless a greater majority shall be required by law, the Articles of Incorporation, these Bylaws, or Robert's Rules of Order.

4.11 IDENTIFICATION OF VOTERS. On any question, the presiding officer may require that each vote be identified as to the name of the person casting it and the Council Member represented, the Director casting the vote, and/or the Council Member represented by a proxy being exercised. Such identification may also be required upon request of a majority of persons present and entitled to vote on that question. Such identification shall not be required for secret written ballots, but the persons to whom ballots are issued may be required to furnish that identification.

4.12 VOTING BY MAIL.

4.12(a) Mail or Electronic (email) Balloting Permitted. The Board may put any question to the Council Members by mail or by electronic (email) ballot vote. Notification shall state whether the vote is to be advisory or binding, shall include a full explanation of the question, and shall specify a cutoff date for receipt of responses. The deadline date shall be not less than thirty days nor more than ninety days after date of official notification of the request for vote by mail or electronic (email). The postmark or date of electronic e-mail message shall determine the official notification date.

4.12(b) Quorum Required For Mail or Electronic (email) Balloting. Questions submitted for mail ballot voting shall not be decided unless responses are received from the same number of Council Members required for a quorum at a regularly convened meeting. Each Council Member shall be entitled to the same number of votes on each question as they would have had in a regularly convened meeting. The majority required to decide the question in the affirmative shall be the same as that required at a regularly convened meeting of Council Members.

4.12(c) Certification of Results of Mail or Electronic (email) Ballot. The Board shall certify the results of each mail or electronic (email) ballot. Certification shall be recorded in the minutes of the Board meeting at which certification was made. Council Members shall be notified of the results not less than sixty days following the deadline date for receipt of responses.

ARTICLE 5 - VISION TEAM MEETINGS

5.1 THE ANNUAL VISION TEAM MEETING. The Annual Meeting of the Vision Team shall be held within 30 days following the Annual Meeting of Members of the Corporation on a date and at a place and time that the presiding officer shall announce during the Annual Meeting of Members of the Corporation. The Annual Meeting of the Vision Team may be on the same day as the Annual Meeting of Members of the Corporation provided all Vision Team members are present or have been notified of the meeting. At the Vision Team's Annual Meeting, the Team shall elect from among the Vision Team Members a Vision Team Leader, an Alternate Vision Team Leader and a minimum of one member to serve as an officer or director on the Board. The remaining Board members shall be elected from among the Council membership by the Vision Team at the Annual Meeting of the Vision Team. The position of President and Past President shall be filled by automatic succession.

5.2 OTHER VISION TEAM MEETINGS. The Vision Team may specify the dates, places, and times for holding additional regular meetings without other or additional notice. The Vision Team Leader, a recorder, and a facilitator shall conduct the Vision Team Meetings.

ARTICLE 6 – EXECUTIVE BOARD

6.1 GENERAL POWERS. The Board shall have entire authority over the activities, administration, and assets of the Corporation. The Board shall have the power to take any action it deems in the best interest of the Corporation, so long as that action is not contrary to law, the Articles of Incorporation, Bylaws, or direction by the Council Members.

6.2 BOARD COMPOSITION. The seven member Board shall consist of the President, the President Elect, the Past President, the Secretary, the Treasurer, and two (2) Directors, each of whom shall be entitled to vote. The Board may include any number of non-voting advisors.

6.3 QUALIFICATIONS OF VOTING DIRECTORS. Each candidate for election as a voting director must be a qualified Council Member in good standing at the time of election, and must agree to serve. No paid employee or contractor of the Corporation shall be elected to be a Director. Upon completion of his or her term, the Past President may be re-elected as a voting director of the Board provided he or she is qualified as provided above.

6.4 TERM OF OFFICE. Voting directors shall be elected for three year staggered terms, commencing upon the date of election and continuing until their successors are duly elected and qualified, or until their prior death, resignation, or removal. However, no voting director shall serve for more than two successive full terms. The person elected to the position of President Elect shall have an automatic six-year term of office on the Board. In the third and fifth years, that person shall automatically succeed to the offices of President and Past President respectively.

6.4(a) Transition Period: To provide a smooth transition to amended bylaws dated January 9, 2006, the incumbent President, President Elect and Past President who were elected or succeeded in 2005 shall serve in their current positions until 2007. Thereafter, the position of President and Past President shall be filled by automatic succession.

6.4(b) Transition Period: In the event, that the incumbent President, President Elect and Past President who were elected or succeeded in 2005 are unable or unwilling to continue to serve in their current positions for the additional one-year term and the respective successive positions, if applicable, then the position(s) shall be filled by duly electing a President and/or President Elect to serve a one-year term at the next Annual Meeting of the Vision Team. Thereafter the positions of President and Past President shall be filled by automatic succession.

6.5 EMERITUS AND HONORARY DIRECTORS. Emeritus and Honorary Directors may be nominated and elected at any Board or Council Member meeting. There shall be no further qualifications for Emeritus or Honorary directors. They shall be entitled to, but need not, attend each Board meeting. Such ex officio Directors shall not serve as elected officers nor vote on questions before the Board, but shall be entitled to participate in every other way, including serving on standing committees.

6.6 REQUIRED ATTENDANCE. All Directors, excluding Emeritus and Honorary Directors, shall attend all meetings unless excused by the President.

6.6.1 Telephone Meetings. Directors may participate in and hold meeting by means of a conference telephone or similar communications arrangement by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participated in the meeting for the sole and express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.6.2 Electronic Messaging: Directors may participate in and hold meetings or conduct business of the Corporation via electronic messaging or similar methods providing all Directors can participate, and that at least three business days are provided for review and comment. A motion or request is considered approved if a quorum of the total Board responds in the affirmative. If more than two Directors object to conducting business for the particular item in this manner, any decision reached is considered null and void, and no action may go forward.

6.7 COMPENSATION. Directors may not be compensated for service to the Corporation but may be reimbursed for reasonable expenses as provided in the budget.

6.8 OFFICERS and OFFICIALS

6.8.1 NUMBER AND TITLES. The Corporation's principal officers shall be a President, a Past President, a President Elect, a Secretary, and a Treasurer. The seven-member Board shall be elected by the Vision Team at the Annual Meeting of the Vision Team with a minimum of one Vision Team member being elected to the Board. The positions of President and Past President shall be filled by automatic succession.

6.8.2 APPOINTMENT AND TENURE. The normal tenure of each president position shall be two years. Should the position of President become vacant, the President Elect shall automatically succeed to that position and shall serve the balance of the uncompleted term plus two more years. In the event the President Elect succeeds to the position of President or is unable to complete his or her two-year President Elect term, the Board shall appoint an Interim President Elect to fill the vacancy from the time the position becomes open until the next annual election of Board members, should the unexpired portion of the term be sixty or more days. At the next Annual Meeting of the Vision Team, the President Elect shall be duly elected. The term of this duly elected President Elect shall be determined by the balance, if any balance exists, of the previous President Elect, who either succeeded to the position of President, prior to the normal succession period, or was unable to complete the his or her full President Elect term. Therefore if one year was remaining in the previous two-year term, the new duly elected President Elect term shall serve for one year, permitting the automatic succession process to proceed. In the event that there is not an unexpired portion of the term to be filled, the duly elected President shall serve a two-year term. The Secretary and Treasurer shall hold the office until his or her successor shall have been duly elected or until the officer's prior death, resignation, or removal.

6.8.3 ADDITIONAL OFFICERS, AGENTS, etc. In addition to the officers referred to in Article 8.1 of these Bylaws, the Corporation may have such other officers, assistants to officers, acting officers, and agents as the Board of Directors may deem necessary and may appoint. Each such person shall act under his or her appointment for such period, have such authority, and perform such duties as may be provided in these Bylaws, or as the Board may from time to time determine. The Board of Directors may delegate to any officer the power to appoint any subordinate officers, assistants to officers, acting officers, or agents. In the absence of any officer,

or for any other reason the Board of Directors may deem sufficient, the Board may delegate, for such time as the Board may determine, any or all of an officer's powers and duties to any other officer or to any Director.

6.8.4 RESIGNATIONS, VACANCIES AND REMOVAL OF DIRECTORS.

6.9.4(a) Resignation. A Director may resign by so stating in writing. Upon receipt of a letter of resignation by the Board, the position shall automatically become vacant effective then or a subsequent date specified by the resigning Director.

6.8.4(b) Vacancies. The Board shall fill by appointment any vacancy on the Board when the unexpired portion of the term is sixty or more days from among persons who meet the qualifications to serve as a Director. A person so appointed shall serve until the next Annual Meeting of the Vision Team.

6.8.4(c) Removal. By two-thirds vote and for cause, the Board may declare any Director's position vacant. Justifiable cause may include knowingly violating specific Corporation policies and regulations, conviction of a felony, or any other action reflecting adversely on the reputation or well-being of the Corporation. The Board shall not take final action on removing a Director until he or she has been given not less than thirty days notice of the intent of the Board to do so, and shall have been given an opportunity to appear in person, have a representative appear, or submit documentation on his or her behalf, in a subsequent Board meeting.

6.8.5 POWERS, AUTHORITY, and DUTIES. The Board of the Corporation shall have the powers and authority conferred and the duties prescribed by the Council through adoption of these bylaws or the officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article.

6.8.5(a) Past President. The Past President shall offer counsel to and assist the President and other officers. The Past President shall from time to time report to the Board all matters within his or her knowledge that the Corporation's interests may require to be brought to the Board's notice.

6.8.5(b) President. The President shall be the Corporation's chief executive officer and, subject to the Board of Directors' control, shall have the following duties:

6.8.5(b)(1) Determine the agenda for meetings of the Board of Directors and of Council Members.

6.8.5(b)(2) Preside at all director's meetings, and general membership meetings of the Corporation.

6.8.5(b)(3) Superintend and manage the Corporation's business.

6.8.5(b)(4) Employ, direct, fix the compensation of, discipline, and discharge its employees.

6.8.5(b)(5) Employ agents, professional advisors, and consultants

6.8.5(b)(6) Have authority to sign, execute, and deliver in the Corporation's name all instruments either when specifically authorized by the Board of Directors or when required or deemed necessary or advisable by the President in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Board to some other officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent; and

6.8.5(b)(7) In general, perform all duties incident to the office of the president and such other duties as from time to time may be assigned to him or her by the Board of Directors.

6.8.5(c) PRESIDENT ELECT. In the President's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The execution of any instrument of the corporation by the President Elect shall be conclusive evidence, as to third parties, of his or her authority to act in the President's place.

6.8.5(d) SECRETARY. The Secretary shall have, or supervise the completion of, the following duties:

6.9.5(d)(1) Keep any minutes of the Council Member Meetings and Board of Director Meetings in one or more books provided for that purpose.

6.9.5(d)(2) See that all meeting notices are duly given.

6.9.5(d)(3) Be custodian of the Corporation's corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

6.9.5(d)(4) Maintain a roll of Council Members.

6.8.5(e) TREASURER. The Treasurer shall maintain, or supervise the maintenance of, the financial accounts and records of the Corporation, and shall normally sign all checks. The Treasurer shall annually prepare a financial statement for submission to the Board and the Council Members.

ARTICLE 7 – BOARD MEETINGS

7.1 FREQUENCY. The Board shall meet at least quarterly, or at the call of the President, or four Directors.

7.2 NOTICE OF MEETINGS. The Secretary shall notify each officer and each other Elected, Emeritus, and Honorary Director of each special meeting, and of each regular meeting. Notification shall be made not less than ten days nor more than 45 days prior the meeting date. No advance notice of any Board meeting shall be required for meetings where all Directors are present and participating or where all Directors have waived notice of the meeting.

7.3 WAIVER OF NOTICE. Any Director may waive notice required by Article 7.2 or by law at any time, whether before or after the time of the meeting. The Director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board of Directors' meeting need be specified in the notice or waiver of notice of the meeting.

7.4 QUORUM. At least four Directors or a majority of Directors in office, whichever is less shall constitute a quorum for the transaction of any business at any Board meeting, but if less than a quorum is present, a majority of Directors present may adjourn the meeting from time to time without further notice.

7.5 MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION. To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating Directors may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all Directors shall be informed that a meeting is taking place at which official business may be transacted.

7.6 ACTION WITHOUT A MEETING. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of chapter 181 of the Wisconsin State Statutes to be taken by the Board of Directors at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent.

ARTICLE 8 - COMMITTEES OF THE BOARD

8.1 STANDING COMMITTEES. The Board may establish standing committees as it deems necessary to meet the functionary needs of the Corporation.

8.2 TEMPORARY COMMITTEES. The President may appoint such temporary committees as he or she deems necessary, subject to approval of the Board. Each committee shall report its work periodically to the Board.

8.3 REPORTS OF COMMITTEES. All standing committees and temporary committees shall make a report of their activities at each meeting of the Board of Directors, or at the request of the Board and/or Board President. Such reports should include a projection of the financial implications of the Corporation's work in their respective functional areas.

ARTICLE 9- FINANCES AND INDEMNIFICATION.

9.1 FISCAL YEAR. The fiscal year of the Corporation shall coincide with the calendar year.

9.2 INVESTMENT OF FUNDS. Funds not needed for current activities of the Corporation shall be invested in insured interest bearing accounts or securities providing the best available return on investment through a financial institution authorized by the Board. Investment decisions shall be made by the Executive Board or by a standing committee as established and delegated such authority by the Executive Board.

9.3 AUDITS. Financial accounts shall be audited according to the Town and Country RC&D Financial Policies and Procedures Handbook and the results reported to the Board and to the Council Members.

9.4 BUDGET. The Board shall draft and adopt an annual budget prior to the beginning of the corporation's fiscal year. Adopted budget shall be available for review by all Council members upon request.

9.5 ANNUAL FINANCIAL REPORT. The Treasurer shall prepare an annual financial report for the fiscal year ending prior to the Council's Annual Meeting. That report shall be presented to the Board prior to the Council's Annual Meeting, and shall be published in writing and made available to all Council Members upon request.

9.6 SIGNATURES ON FIDUCIARY INSTRUMENTS. The Treasurer, or another officer or officers as authorized by the Board of Directors, shall sign all checks and all investment instruments authorized by the Board. The President and the Treasurer, or any two officers designated by the Board, shall execute any instrument creating a financial obligation of the Corporation unless the total of the amount is less than \$500.00.

9.7 INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Corporation shall indemnify its present and former officers and directors as provided by Chapter 181 of the Wisconsin State Statutes.

ARTICLE 10 - CONFLICT OF INTEREST

10.1 CONFLICT OF INTEREST. No director, officer or employee of the Corporation shall have or acquire any interests, direct or indirect, in any project which the Corporation is operating or promoting or in any contact relating to any such project of the Corporation without making written disclosure to the Corporation of the nature and extent of his or her interest. No director who has such interest shall vote on any matter relating to it nor be present during the final deliberations and vote on the matter. Further, no director, officer, or employee of the corporation shall violate the conflict of interest regulations as established by funding sources or as established by or contrary to Wisconsin Statutes Section 181.225 or their successors.

ARTICLE 11 - AMENDMENTS.

11.1 AMENDMENTS. These by-laws, or any part thereof, may be amended or repealed by majority vote of the Council when a 30-day notice of the proposed changes have been submitted to Council members.

JANUARY 9, 2006

The undersigned hereby certify that the foregoing Bylaws are a true and complete copy of the Bylaws adopted by unanimous vote of the Council properly convened on February 11, 2006.

Linda Caruso
President

Diane Herman
Secretary