BYLAWS

14 MILE WATERSHED ALLIANCE, CORPORATION

ARTICLE I - OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the 14 Mile Watershed Alliance, Corporation (the "Corporation") shall be in the State of Wisconsin, and located in a place chosen by the Board of Directors.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Wisconsin, as required by Chapter 181 of the Wisconsin State Statutes. The registered agent shall be either an individual resident of the State of Wisconsin or a corporation authorized to transact business in the State of Wisconsin.

ARTICLE II - PURPOSE

The purpose of the Corporation is to maintain, protect, and enhance the quality and quantity of the surface and ground waters within the 14 Mile Watershed by providing a network for communication and sharing resources between and amongst stakeholders in the watershed, and by supporting and implementing the objectives of the Nine Key Element Plan drafted by Adams County and approved by the DNR and EPA. That includes education of all stakeholders, ongoing testing, and improvement of practices throughout the watershed to meet Wisconsin River TMDL goals. This effort will also include the protection and improvement of the surface water quality of the three impoundment lakes (Camelot, Sherwood and Arrowhead) at the west end of the 14 Mile Watershed and of Lake Petenwell, for the benefit of the general public.

The Corporation shall be organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and Chapter 181 of the Wisconsin State Statutes. No asset of the Corporation shall benefit any Board member, officer or participant. The Corporation shall not participate in partisan political activity.

To maximize our impact on current efforts, 14 Mile Watershed Alliance may seek to collaborate with other nonprofit organizations that fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational, scientific and charitable purposes, as well as other committees and local area governments.

Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, Officer, member, or other private person, 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 set forth in the Articles of Incorporation and these Bylaws.

ARTICLE III - MEMBERSHIP

The Corporation shall have three types of membership:

Section 1. Committee Member. Committee Members are those members who have been assigned to one or more of the standing committees established by the Directors or President. Committee members are expected to attend and participate in all regular monthly meetings. Under the direction of the President, the Committee members will perform the day-to-day implementation of the purposes and goals for which the Corporation has been chartered. Committee members pay no dues and shall each have a single vote in matters which come before a regular monthly meeting or special meeting of the Corporation. Committee members may be removed by a majority vote of the Directors.

Section 2. Advisor/Stakeholder Member. Advisor/Stakeholder members include advisors and stakeholders in the 14 Mile Watershed who support the mission of the Corporation. Advisor/Stakeholders pay no dues and are encouraged to attend and participate in the regular monthly meetings. Advisors/Stakeholders who are not also a Director, Officer or Committee member shall have no voting rights with respect to any Corporation meetings or business.

Section 3. Donor/Sponsor Member. Donor/Sponsor members, known as "Friends of the 14 Mile Watershed" are those individuals or organizations who support the mission of the Corporation and donate funds to the Corporation. Donor/Sponsors are entitled to receive the periodic 14 Mile Watershed Alliance Newsletter and are welcome to attend and participate in the regular monthly meetings of the Corporation. Donor/Sponsors who are not also a Director, Officer or Committee member shall have no voting rights with respect to any Corporation meetings or business.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors (the "Board") of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number. The members of the initial Board of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of the Corporation shall be composed of no less than five and no more than eleven individuals.

Section 2. Chairman. At the first annual meeting of the Board, a Chairman of the Board (the "Chairman") shall be elected by majority (more than half) vote of the Directors then in office, and

shall serve for a term of 3 years.

Section 3. Nomination. Election and Term of Office. Individuals will be recommended for open positions on the Board by the Directors then in office. Directors will take office on the first day of the month following their election or upon the regular expiration of the term for that position, whichever is earlier.

At the time of a Director's election, the Director shall be assigned to Class A, Class B, or Class C, and an effort shall be made to keep each class of Directors of approximately equal size. Each Director shall hold office for a term of three years, except for the Board elected at the organizational meeting in 2021:

> Directors in Class A shall have their term expire in 2022 and every three years thereafter;
> Directors in Class B shall have their term expire in 2023 and every three years thereafter; and
> Directors in Class C shall have their term expire in 2024 and every three years thereafter.

Section 4. Resignation. Any Director may resign at any time by giving written notice to the Chairman of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman.

Section 5. Removal. Any Director may be removed from such office, with or without cause, by a two-thirds vote of all of the Directors then in office at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. The Directors then in office shall nominate one or more candidates to fill a vacancy. At the next regularly scheduled Board meeting, or at a special Board meeting called for this purpose, the Directors will elect, by a majority vote of the Directors present and voting, a candidate to fill the vacancy. A new Director will take office immediately upon approval and shall serve until the regular expiration of the term for that position.

Section 7. Regular Meetings and Annual Meeting. An Annual Meeting of the Board of the Corporation shall be held each year, at such time, day and place as shall be designated by the Chairman. In addition, the Board shall meet at least three other times throughout the year at approximately 3-month intervals. The Chairman shall give 15 days notice of any scheduled Board meeting to each Board member.

Section 8. Special Meetings. Special meetings of the Board may be called at the direction of the Chairman or by a majority of the voting Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting. Notice of the time, day, and place of any special meeting of the Board shall be given at least 3 business days prior to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively unanimously consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such Directors.

Section 13. Place of Meeting. The Board may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of Wisconsin as the Board may from time to time determine.

Section 14. Compensation. Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performances of their duties.

Section 15. Conflicts of Interest.

(a) In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

(b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE V - OFFICERS

Section 1. Officers. The officers of the Corporation shall minimally consist of a President, a Vice President, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board may deem necessary and such officers shall have the authority prescribed by the Board.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the Directors at the annual meeting of the Board.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year or until their respective successors have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chairman. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then upon delivery of notice.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a majority vote of all of the Directors then in office at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board for the unexpired term.

Section 7. President. Subject to the control of the Board and any supervisory powers the Board may give to the Chairman, the President shall have general supervision, direction, and control of the business and affairs of the Corporation including the Corporation's staff, and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside over all meetings of the Corporation.

The President shall also perform all duties incidental to this office that may be required by law and all such other duties as are properly required of this office by the Board. The President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board, these bylaws, or the Chairman. The President may sign contracts or other instruments, which the Board has authorized to be executed.

Section 8. Vice President. The Vice President shall preside over meetings of the Corporation in the absence of the President. In addition, the Vice President shall exercise the powers of the President if the President is unable to perform his or her duties for any period of time.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board.

Section 10. Treasurer. The Treasurer shall be responsible for and oversee all financial matters of the Corporation. The Treasurer shall, if required by the Board, obtain a bond for the faithful discharge of his or her duties, in such sum and with such sureties as the Board shall require. The Treasurer shall keep and maintain, or cause to be kept and maintained, the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation, and deposit all funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board.

ARTICLE VI - COMMITTEES

The Board and the President may designate and appoint one or more committees. The committees will be composed of volunteers of the Corporation, and will perform the day-to-day implementation of the purposes and goals for which the organization has been chartered. The president shall oversee and direct the activities of the committees.

ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a Director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by electronic mail, or hand delivery, and will be deemed given when received.

Section 3. Remote Meetings. Directors may participate in meetings of the Board, and Committee members may participate in regular monthly meetings, by means of a telephone conference call or by Internet-based remote meeting software which allows all persons participating in the meeting to hear each other. Participation in either of these ways shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 4. Books and Records. There shall be kept at the office of the Corporation (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board and the Executive Committee, (3) a current list of the Directors and officers of the Corporation and their residence addresses, (4) a copy of these bylaws, (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service, (6) a copy of the Corporation's Certificate of Incorporation, and (6) copies of the past three years information returns to the Internal Revenue Service.

Section 5. Records Review. The Board shall conduct an annual internal review of the books and records of the Corporation.

Section 6. Financial Audit. The Board may, at its discretion, employ a certified public accountant to audit the books and records of the Corporation.

ARTICLE VIII - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES & AGENTS

Section 1. Pursuant to Chapter 181, Wisconsin Statutes, as amended, the Corporation may choose to indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than action by or in the right of this Corporation) by reason of the fact that the

person is or was an officer, director, employee or agent of this Corporation, or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of this Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Section 2. The Corporation may choose to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses including attorneys' fees actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to have been liable for negligence or misconduct in the performance of his/her duty to the Corporation, unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that despite the adjudication of the liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Any indemnifications under Section 1 or Section 2 above, unless ordered by a court, shall be made by the corporation upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he/she has met the applicable standard of conduct set forth in sections 1 or 2 above. Further, such determination shall be made either by the Board of Directors by majority vote of a quorum consisting of directors who are not parties to such action, suit or proceedings; or if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs by independent legal counsel and a written opinion.

ARTICLE IX - AMENDMENTS TO BYLAWS

Section 1. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the Directors at least three (3) business days in advance of the Board meeting at which they will be considered for adoption. The vote of a majority of the Directors then in office or the unanimous written consent of the Directors shall be required to adopt a Bylaw amendment, provided, however that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Section 2. Reconsideration. The Board shall reconsider these bylaws every five (5) years.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in *Roberts' Rules of Order Newly Revised* shall govern all meetings in all cases in which they are not inconsistent or in conflict with these Bylaws.

ARTICLE XI - DISSOLUTION

Upon the termination or dissolution of the Corporation, the Board, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the remaining assets of the Corporation to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code, and supports the purpose, or similar purpose, for which this corporation was established, as the Board shall determine.

The organization to receive the assets of the Corporation, hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Wisconsin.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Town of Rome, Adams County, WI, to be added to the general fund.

NONDISCRIMINATION POLICY

The 14 Mile Watershed Alliance does not discriminate on the basis of race, color, national origin, sex, age, religion, military status, primary language, and/or disability.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of 14 Mile Watershed Alliance, Corporation were approved by attendees at a regular meeting, held on _____ _____, 2021 and constitute a complete copy of the Bylaws of the corporation.

Signed: _____

Date: _____