

**BYLAWS As Amended 2023**  
**FRIENDS OF AZTALAN STATE PARK, INC**

**Article I**

**Name and Purpose**

**Section 1.** The name of the corporation is Friends of Aztalan State Park, Inc.

**Section 2.** This corporation is organized for the charitable and educational purpose of supporting, assisting, and promoting interpretive, scientific, historical, educational, and related visitor services at Aztalan State Park, Jefferson County, Wisconsin. In order to accomplish this purpose, the corporation has the following objective:

**Provide financial support to the Aztalan State Park for the furtherance of needed services, programs, facilities, and resources, raising revenues through such methods as membership fees, donations, sales, and special events.**

**Article II**

**Membership**

**Section 1.** There shall be five classes of membership in this corporation:

**a.** Basic membership. Any person 18 years of age or older and dedicated to the purposes of this organization shall be eligible for basic membership upon acceptance of his or her application by the Board of Directors and payment of such dues and initiation fees as may be established by the Board of Directors. A basic member is entitled to one vote at a membership meeting.

**b.** Patron membership. Any person eligible to be a basic member shall be eligible for patron membership upon acceptance of his or her application by the Board of Directors and payment of such dues and initiation fees as may be established by the Board of Directors. A patron member is entitled to one vote at a membership meeting.

**c.** Corporate membership. Any company or organization shall be eligible for corporate membership upon acceptance of its application by the Board of Directors and payment of such dues and initiation fees as may be established by the Board of Directors. A corporate member is entitled to one vote at a membership meeting.

**d.** Life membership. Any person eligible to be a basic member shall be eligible for life membership upon acceptance of his or her application by the Board of Directors and payment of such dues and initiation fees as may be established by the Board of Directors. A life member is entitled to one vote at a membership meeting.

**e.** Honorary membership. Any person eligible to be a basic member shall be eligible to be an honorary member by resolution of the Board of Directors. An honorary member pays no dues or initiation fees and is not eligible to vote.

**Section 2.** All members, of all classes, shall be eligible to receive all annual or other reports of the corporation, and all members may attend the annual or other meetings of the corporation. Only basic, patron, and lifetime members may become officers or directors of the corporation or vote in any election or on any matter submitted to the membership for a vote.

**Section 3.** Any member may withdraw from the corporation upon giving notice in writing to the Board of Directors. Any member may be removed from membership upon good cause and by a unanimous vote of the Board of Directors.

**Section 4.** Members will be permitted to purchase any sales items from the corporation at a 10 percent discount.

### **Article III**

#### **Organization and Administration**

**Section 1.** The Board of Directors shall consist of at least five directors elected from the voting membership of the corporation. At the time of the adoption of these bylaws, the existing Board of Directors shall designate three of its number to serve for three years, two to serve for two years, and two to serve one year. Thereafter, at each annual meeting (to be held in Spring/early summer), directors shall be elected to succeed those directors whose terms will be next expiring. Each director thereafter shall take office on July 1 (the first of the month) following his or her election and shall serve for three years, or until a successor shall be elected or appointed. Vacancies on the Board of Directors shall be filled by selection and appointment by a majority of the remaining directors. In addition, the board of directors shall be able to appoint up to two ex-officio board members if they see fit.

**Section 2.** The Board of Directors named in the Articles of Incorporation shall constitute the initial Board of Directors.

**Section 3.** The Board of Directors shall meet as soon as practical after newly-elected directors take office and at such other times as the president may call a meeting, or at any time that the DNR liaison, with the concurrence of three or more members of the Board of Directors, may request a meeting.

**Section 4.** At its first meeting after newly elected directors take office; the Board of Directors shall elect the following officers, all of whom shall serve without compensation:

**a.** President. The president shall be a member of the Board of Directors and shall preside at meetings of the board and the membership.

**b.** Vice President. The vice president shall be a member of the Board of Directors and shall preside in the absence of the president.

**c.** Secretary. The secretary shall be a member of the Board of Directors and shall keep minutes of all meetings of the board and of the membership.

**d.** Treasurer. The treasurer need not be a member of the Board of Directors and shall not be an employee of the Department of Natural Resources. Unless a member of the board, the treasurer shall have no vote in actions taken by the board. The treasurer shall administer the finances of

the corporation and supervise the keeping of the corporation's financial records. The treasurer shall submit an annual financial statement to the board for presentation and approval at the annual meeting. The treasurer shall furnish a bond to the corporation in the sum of \$5,000 at the expense of the corporation.

**Section 5.** The Board of Directors shall formulate all the operational policies of the corporation and shall coordinate its activities through the DNR liaison and a business manager if one is employed. Only law, the Articles of Incorporation, these bylaws, and the policies of the Department of Natural Resources shall limit the powers of the board.

**Section 6.** The DNR liaison shall be the superintendent or such other person as the superintendent shall appoint to this position. The term of office shall be until replaced by the superintendent. The DNR liaison shall serve as the Department of Natural Resources representative to the Board of Directors and shall advise the board on all program needs. The DNR liaison shall meet with the board but shall have no vote on actions taken by the board. The DNR liaison shall act as an advisor on all publication activities. The DNR liaison shall not sign checks or legal contracts as a representative of the corporation. The DNR liaison shall supervise the day-to-day business activities of the corporation, and may submit an annual report, verbally or in writing, to the Board of Directors at each annual meeting.

**Section 7.** Executive Director

### **Position Description**

The purpose of the position of Executive Director is to provide education, administrative and promotional leadership, be an external point of contact, and provide continuity for the goals and objectives of the organization. The Executive Director is appointed by the board and may serve as a volunteer or as a compensated employee. The Executive Director serves as an ex officio, nonvoting member of the board of directors, but may serve as an officer of the board if needed. In all matters, the Executive Director reports directly to the board of directors and serves at the pleasure of the board.

### **Major Responsibilities**

#### **Administration**

Serve as chief contact for The Friends of Aztalan State Park and liaison between the FOASP and DNR

Inform the membership of upcoming events and other information through email and mailings

Prepare reports, statements, and other documents required by the DNR, State of Wisconsin, or federal government. Assist the Treasurer with the preparation of financial statements as needed.

Maintain files and organizational documents, including minutes of all board meetings

Maintain central membership database

Order supplies for the organization as needed. The executive director may spend up to \$100.00 per month for supplies without prior board approval and must submit receipts for reimbursement on a monthly basis. Any purchases exceeding \$100.00 must be approved by the board of directors.

## **Promotion**

Promote Aztalan State Park through lectures, presentations, tours, and written materials. Contribute articles and information to the newsletter and website.

Develop partnerships with other organizations, businesses, and units of government to promote the site.

Plan and organize special events, and secure advertising for such events.

## **Fundraising**

Lead efforts to secure financial support for the organization and proposed visitor center through donations, grants, major gifts, special projects, and endowments.

## **Board Responsibilities**

Assist the board of directors in policy and governance and provide support to all organization committees.

Prepare short-term and long-term plans in conjunction with the board.

Prepare a monthly report on activities, including reimbursements needed, for the board.

**Section 8.** A business manager may be appointed as a volunteer or hired by and serve at the pleasure of the Board of Directors. The business manager shall serve as the corporation's on-site liaison with the Department of Natural Resources and shall represent the corporation in all business activities. The business manager shall authorize the expenditures of the corporation's funds for sale publications, printing, stationery, travel, employment of clerks, and incidental expenses incurred in the conduct of the corporation, provided that no individual expenditure exceeds the sum of \$100 without the prior approval of the board or through the authorized budget.

The business manager shall hire and discharge all employees of the corporation and shall conduct those business transactions necessary to hire and discharge. The business manager shall be the immediate supervisor of all persons employed by the corporation, except when a person is hired for specific interpretive duties, at which time that person shall be supervised by the property superintendent or interpreter.

The business manager shall take and maintain minutes of all meetings of the Board of Directors and all minutes shall be read and approved at the next following meeting of the board.

**Section 9.** A legal counsel may be appointed as a volunteer or hired by and serve at the pleasure of the board of Directors. The legal counsel would serve as the corporation's legal counsel and represent the corporation in all legal matters and activities.

**Section 10.** The Board of Directors may select and appoint an advisory committee of interested scientists, historians, and Friends of Aztalan State Park, available for consultation on matters of the corporation and technical questions. Committee members should represent the principal fields of the corporation's endeavor and should be invited and encouraged to offer suggestions and criticisms of the policies and work of the corporation.

Members of this committee shall hold office for one year, subject to reappointment. All immediate past directors shall serve on this committee for one year. The superintendent of

Aztalan State Park shall at all times be a member of this committee. Any number of persons may serve on this committee. The Board of Directors may replace inactive members upon notice.

## **Article IV**

### **Meetings**

**Section 1.** A quorum of ten percent or 25 members, whichever is less, is required at meetings of the members.

The president shall conduct meetings. Only voting members present may vote on the election of directors or other motions made at meetings.

All meetings will be conducted according to Roberts Rules of Order.

**Section 2.** The corporation shall hold an annual meeting in an appropriate place in the Spring or early Summer (see Article III, Section 1) but no later than June 21. Notice of the time and place of such meeting and its agenda shall be given by mail or electronic means (e.g., email or website) to all members of the corporation. Other meetings may be called by the Board of Directors or by the written request of ten percent of the members of the corporation.

**Section 3.** At the annual meeting, the President shall present the annual report of the corporation's activities and, its plans for the future. The treasurer shall present a financial report. Directors shall be elected at the annual meeting in accordance with Article III, Section 1 of these bylaws. Nominations for such positions shall have been made by the president on behalf of the Board of Directors and included in the notice of the annual meeting. Other nominations may be made from the floor at the meeting. Those nominees receiving the highest number of valid votes cast will be elected; a tie vote will be broken by the president.

## **Article V**

### **Property, Funds, and Assets**

**Section 1.** All property, funds, and assets of any nature received or acquired by the corporation shall be taken, held, disposed of, and expended in the following manner:

All money received from membership fees and the sale of publications, or derived in any manner from the business operations of the corporation, shall be deposited in an operations fund and shall be used for the support of Aztalan State Park and its missions and activities; publication of technical and popular publications; the development of the library and interpretive center; purchase of sales publications, stationery, miscellaneous supplies, and equipment, travel expenses, secretarial employment, and other miscellaneous expenses incurred by the corporation in the usual course of business.

Money received by donations for specific purposes shall be expended only for the purposes specified by the donor.

**Section 2.** The corporation shall maintain all funds in any bank or savings and loan association whose deposits are insured by an agency of the United States. The Board of Directors shall determine the financial institutions used for this purpose. All checks drawn from checking accounts and withdrawals from savings accounts shall require the signature of the treasurer or president.

**Section 3.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 4.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article VI**

### **Miscellaneous**

**Section 1.** The principal place of business of the Friends of Aztalan State Park shall be in Aztalan Township, Jefferson County, Wisconsin.

**Section 2.** The Board of Directors may adopt a corporate seal as it sees fit.

## **Article VII**

### **Amendment of Bylaws**

**Section 1.** Power to repeal or amend these bylaws and to adopt additional bylaws is hereby delegated to the Board of Directors, and may be executed at any meeting of the board provided that proper notice has first been given to the individual directors by mail or electronic means (e.g., email, web site, or conference call) at least one week before the meeting. Such action must be executed by a two-thirds vote of the directors present.

These bylaws also may be amended by a majority vote at any duly noticed meeting of the

members at which a quorum is present.

## **Article VIII**

### **Dissolution**

**Section 1.** In the event of the dissolution of the Friends of Aztalan State Park, or any change to the bylaws which allows engagement in activities not directly related to the missions and activities of Aztalan State Park or the state park and forest system, all net assets shall be transferred to the Aztalan State Park gift and donation account. Any portion of funds donated for specific purposes at Aztalan State Park will be so designated to the extent possible.