

Bylaws of
FRIENDS OF HOYT PARK, INC.
A NONPROFIT CORPORATION

ARTICLE I MEMBERSHIP, DUES, PURPOSE, AND POWERS

Section 1.1 Membership. Any individual who subscribes to the purposes and basic policies of the Friends of Hoyt Park, Inc., herein referred to as FHP, may become a member subject only to compliance with the provisions of the Bylaws. Membership in the FHP shall be available without regard to race, color, creed, national origin, sex, sexual orientation, marital status, disability, or religious preference. All memberships shall be non-voting with exceptions outlined in Article II Section 2.3, elections of the Board of Directors. All members shall be able to vote at the annual meeting.

Section 1.2 Dues. Each member of the FHP shall pay annual dues as may be determined by the Board of Directors.

Section 1.3 Purpose. The purpose of the FHP is to:

- support planning with the Madison Parks Division for the continued use of Hoyt Park.
- assist with the protection and maintenance of Hoyt Park's diverse natural areas, historic structures, and recreational land.
- raise funds for the benefit of Hoyt Park.
- link with other organizations and institutions for the benefit of Hoyt Park and for the enjoyment and safety of its users in achieving these purposes.

Section 1.4 Powers. The FHP shall have all powers now or in the future given by law to non-stock corporations organized under the laws of the State of Wisconsin, provided, however, that such powers may be exercised only to further the purposes of the FHP as stated in Section 1.3, and provided further that:

- (a) No part of the net earnings or receipts of the FHP inure to the benefit of any private individual, except that the FHP may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purpose, as stated in Section 1.3.
- (b) The FHP may not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) IRS of 1986, or subsequent amendments, or by a corporation, the contributions to which are tax deductible under Section 170(c)(2) IRS of 1986, or subsequent amendments, or by a corporation, the contributions which are tax deductible under Section 170(c)(2) IRS of 1986, or subsequent amendments.

Section 1.5 Annual Business Meeting. A regular annual business meeting shall be held for all members in April of each calendar year, at a place and time to be designated by the Board of Directors. The purpose of this meeting shall be to inform the membership of the business transacted by the Board of Directors and the committees of FHP, and to plan a course of action for the coming year.

- (a) Officers and other members of the Board of Directors shall be elected at this meeting.

- (b) All members shall be notified of the time and location of business meetings at least thirty (30) days prior to a business meeting.
- (c) At least ten (10) voting members shall be present to conduct a business meeting.
- (d) All business meetings shall be conducted in accordance with “Roberts Rules of Order,” Newly Revised.

Section 1.6 Special Meetings. Special meetings shall be called upon petition of ten (10) FHP members and within sixty (60) days of receipt of petition by an Officer of the Board of Directors. The conditions for running the meeting shall be the same as described in Section 1.5 (b), (c), and (d).

ARTICLE II BOARD OF DIRECTORS

Section 2.1 General Powers. The business and affairs of the FHP shall be managed by its Board of Directors. The Board of Directors shall function as a governing Board of Directors; however, the Board of Directors may authorize any officer or officers, agent or agents, to act in behalf of the FHP and said authority may be general or confined to specific instances.

Section 2.2 Number.¹ The Board of Directors shall not consist of less than three (3) nor more than seven (7) elected directors, and up to seven (7) non-elected directors as follows:

- (a) Up to seven (7) elected Board members serving staggered terms, elected by the membership;
- (b) One (1) staff member of the Madison Parks Division, ex-officio, non-voting;
- (c) The District Alderperson person, ex-officio, non-voting;
- (d) Up to five (5) individuals who represent established neighborhood associations whose area may be adjacent to or have an interest in Hoyt Park, ex-officio. Each association will appoint its own representative, and no more than one (1) representative shall serve from each such association.

Section 2.3 Election and Term of Members of the Board of Directors. The term of those members of the Board of Directors who are elected shall be for two (2) years each, with three (3) members being elected in odd numbered years and four (4) members being elected in even numbered years, except for the first year of incorporation, when three (3) members shall be elected for a one (1) year term and four (4) shall be elected for a two (2) year term.

A nominating committee of five (5) members of FHP shall be appointed by the Board of Directors. It shall be the duty of this committee to nominate candidates for the Board of Directors of FHP to be elected by the membership at the April annual meeting. All nominees for the Board of Directors shall be members of the FHP. Before the election at the annual meeting in April, additional nominations from the floor will be permitted.

Except as otherwise stated herein, no director shall serve more than two (2) consecutive terms.

Vacancies which occur on the Board of Directors prior to the completion of an elected term shall be filled by nomination and vote of the remaining directors at a time specified by the Board. Said newly

¹ Amended to 7 non-elected board members, generalized Park and Alder language, and added a 5th neighborhood association, 4/22/13.

elected director shall complete the term of the vacating director and thereafter he/she may be eligible for election to two (2) additional consecutive terms.

Section 2.4 Meetings of the Board of Directors. The Board of Directors shall meet at least quarterly and at such other times as may be determined by the Board or its chairperson. The place of the meeting shall be as determined by the Board.

Section 2.5 Quorum. A majority of the elected Board members present shall constitute a quorum for the transaction of business by the Board.

Section 2.6 Voting. A director must be present at any meeting to cast a vote on any question or transaction by the Board. No proxy voting of any kind will be permitted.

Section 2.7 Minutes. Written minutes of the Board of Directors meetings shall be kept at the office of the agent or as otherwise directed by the Board of Directors. The minutes shall be kept by the Secretary or such other person as so directed by the Board.

Section 2.8 Robert's Rules. Unless otherwise proved by the Articles of Incorporation of the FHP or these Bylaws, or the Statutes of the State of Wisconsin, Robert's Rules of Order, Newly Revised, shall prevail during the transaction of business at all meetings of the Board of Directors of the FHP.

Section 2.9 Compensation. No directors may receive compensation for his/her service as a director. However, nothing herein contained shall be construed to preclude a director from serving the FHP in any other capacity or receiving reasonable compensation therefore.

Section 2.10 Conflict of Interest. No contract or other transaction between the FHP or one or more of its directors or officers, or between the FHP and any other corporation, firm, association, or entity in which one or more of the directors or officers are directors or officers, or have material financial interests shall be entered into by the FHP unless the fact of such a relationship or interest is disclosed or known to the Board of Directors and the Board of Directors authorizes, approves, or ratifies the contract or transaction by voice or consent sufficient for the purpose, without counting the votes or consents of such interested directors or officers. Directors common to the FHP and another corporation or interested directors or officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors, which authorizes, approves, or ratifies such a contract or transaction.

ARTICLE III OFFICERS

Section 3.1 Enumeration of Officers. The officers of FHP shall be the chairperson, vice-chairperson², the treasurer, and the secretary, each of whom shall be an elected member of and elected by the Board of Directors. No two offices may be held by the same person.

Section 3.2 Election and Term of Office. The officers of the FHP shall be elected by the Board of Directors at a meeting of the Board of Directors immediately following the Annual Business meeting. Each officer shall hold office for a term starting at this meeting and until the next election.

Section 3.3 Vacancies. The vacancy in any office caused by death, resignation, dismissal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

² Vice-Chairperson added 4/21/1998

Section 3.4 Duties. All officers and agents of the FHP shall have such authority and perform such duties in the management of the FH as may be determined by the Board of Directors. Additionally, by way of enumeration, but not limitation, the officers shall perform as follows:

- (a) **Chairperson.** The Chairperson shall preside at the meetings of the Board of Directors and the annual business meeting, and shall have duties, responsibilities, and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at times be subject to the policies, control, and direction of the Board of Directors. The Chairperson may sign and execute, in the name of the Friends of Hoyt Park, Inc. any instrument or document consistent with the forgoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws or some other officer or agent of the FHP. The Chairperson may prescribe the duties of the other officers of the FHP in a manner not inconsistent with the provisions of these by laws and the directions of the Board of Directors.
- (b) **Vice-Chairperson.** The Vice-Chairperson shall, in the absence of the Chairperson, fulfill the duties of the Chairperson as described in Article III, Section 3.4(a). The Vice-Chairperson shall perform all the duties incident to an Officer of the Board of Directors, and other such duties as, from time to time, may be assigned by the Board of Directors.³
- (c) **Secretary.** The Secretary shall perform or have performed under the Secretary's direction the following functions: keep at the principal office of the FHP or such other place as the Board of Directors may direct, the Articles of Incorporation, Bylaws, and book of minutes of all meetings of the Board of Directors and committees of the FHP; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; see that the books, reports, statements, and all other documentation and records required by law are properly kept and filed; inform the membership of activities of the Board of FHP and in general perform all duties incident to the office of the Secretary, and such other duties as, from time to time, may be assigned by the Board of Directors.
- (d) **Treasurer.** The Treasurer shall perform or have performed under the Treasurer's direction the following functions: have charge and custody of all funds and securities in the name of the FHP, and deposit all such funds and securities in the name of the FHP in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; keep and maintain adequate and correct receipts, disbursements, gains, losses, and fund balances; render statements on the condition of the finances of the FHP to the Board of Directors on a quarterly basis; assist any outside auditors, engaged by the Board of Directors, in auditing the books and records of the FHP; keep up-to-date membership lists, assist with the formation of an annual budget, and, in general, perform all the duties incident to the office of the Treasurer and such other duties as, from time to time, may be assigned to the Treasurer by the Board of Directors.

³ Vice-Chairperson duties added 4/21/1998; Section 3.4 subsections renumbered.

ARTICLE IV COMMITTEES

Section 4.1 Establishment and Appointment. Committees of FHP shall be established as needed.

Section 4.2 Reporting to the Board of Directors or the Membership. Chairs or members of said committees shall give oral or written reports to the Board of Directors or the membership as directed by the Board of Directors.

ARTICLE V AMENDMENTS

Section 5.1 Amending the Bylaws. These Bylaws may be amended at any annual business meeting or special meeting of the FHP by a two-thirds (2/3) affirmative vote of those eligible regular members present and casting ballots at said meeting. Amendments may also be made by mail ballot of the voting members with a two-thirds (2/3) affirmative vote of those returned within thirty (30) days.

Section 5.2 Notice of Proposed Amendments to the Bylaws. All proposed amendments shall be submitted to the Secretary at least sixty (60) days prior to the annual business meeting or any special meetings or voting deadline. The Secretary shall send proposed amendments to each voting member of the organization at least thirty (30) days prior to the annual meeting or any special meetings or voting deadline.

ARTICLE VI LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS

Section 6.1 Liability of the Directors and Officers. No person shall be liable to the FHP for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a director or officer of the FHP, or of any other corporation which he/she serves as a director or officer at the request of the FHP in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent individual would have exercised or used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the FHP or upon statements made or information furnished by officers or employees of the FHP which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of or limit other rights and defenses with which he/she may be entitled as a matter of law.

Section 6.2 Indemnity of Directors and Officers. Every person who is or was a director or officer of the FHP and any person who may have served at its request as a director or officer of another corporation in which it owns shares or capital stock or of which it is a creditor, shall (together with the heirs, executors, and administrators of such person) be indemnified by the FHP against all costs, damages, and expenses asserted against, incurred by, or imposed upon him/her in connection with the resulting from any claim, action, suite, or proceeding, including criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been such a director or officer, except in relation to matters as to which a recovery shall be had against him/her by reason of his/her having been finally adjudged in such action, suit, or proceeding to have been guilty of fraud in the performance of his/her duty as such director or officer. This indemnity shall include all reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit, or proceeding. In the case of a criminal action, suit, or proceeding, a conviction or judgment (whether

based on a plea of guilty or *nolo contendere* or its equivalent, or after trial), shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his/her duties, if such a director or officer was acting in good faith in what he/she considered to be the best interests of the FHP and with no reasonable cause to believe that the action was illegal.

The FHP, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee or former employee of the FHP with respect to any action taken or not taken in his/her capacity as such employee.

The forgoing rights of indemnification shall be in addition to all rights to which directors, officers, or employees may be entitled as a matter of law.

Directors are required to tender all litigation, and potential for litigation, to the Board of Directors and the Board of Directors retains the absolute right, but not the obligation, to defend against such action or threatened action.

ARTICLE VII FISCAL YEAR

The fiscal year of the FHP shall begin the first day of January and shall end on the last day of December.⁴

ARTICLE VIII CONTRACTS AND FINANCIAL MATTERS

Section 8.1 Contracts. All legal contracts (including but not limited to evidences of indebtedness) between the FHP and any other person or entity shall only be binding when made in writing and signed by the Chairperson and one other officer or, in the absence of the Chairperson, by the Secretary and the Treasurer. Notwithstanding the foregoing, the Board of Directors may authorize any officer or officers, agent or agents of the FHP in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the FHP, and such authority may be general or confined to specific instances.

Section 8.2 Expenditures. Unbudgeted expenditures of \$50.00 or more may not be made, or committed to be made without the approval of the Board of Directors.

Section 8.3 Deposits. All funds of the FHP shall be deposited from time to time in the credit of the FHP in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.4 Gifts. The Board of Directors may accept on behalf of the FHP any contribution, gift, bequest, or devise for general purposes or for any special purpose of the FHP. The gifts which are accepted shall be used to promote and further the purposes of the FHP, as set forth in Section 1.3. The Board of Directors may, from time to time, establish such committees, as it deems necessary to advise it in the solicitation of gifts and the investment and management of gifts received.

Section 8.3 Dissolution. Upon dissolution of the FHP, whether voluntary or involuntary, after the payment of all valid claims against the FHP, if there may be such assets remaining, such assets shall be conveyed to the City of Madison, Board of Park Commissioners, to be held in trust for the purposes as set forth in Section 1.3, unless otherwise prohibited by statute or ordinance. If prohibited by statute

⁴ Changed from April-March on 6/27/2009

or ordinance, the Board of Directors shall choose a non-profit organization to which remaining assets of the FHP shall be conveyed.

CERTIFICATION:

The written Bylaws of the Friends of Hoyt Park, Inc. were approved and enacted on the 6th day of March, 1996. Signed by Audrey Ready, Secretary, Friends of Hoyt Park, Inc.

These Bylaws of the Friends of Hoyt Park, Inc. were amended and enacted on the 21st day of April, 1998.

These Bylaws of the Friends of Hoyt Park, Inc. were amended and enacted on the 27th day of June, 2009.

These Bylaws of the Friends of Hoyt Park, Inc. were amended and enacted on the 22nd day of April, 2013.