

BY-LAWS OF THE WISCONSIN TRIBAL CONSERVATION ADVISORY COUNCIL

ARTICLE I

NAME AND LOCATION

The name of this incorporated, non-profit corporation shall be the Wisconsin Tribal Conservation Advisory Council hereinafter ("WTCAC"). The principal office of the WTCAC shall be located at the office of the residing President. The WTCAC may establish such other principal offices as the WTCAC may deem necessary.

ARTICLE II

MEMBERSHIP AND REPRESENTATION

The membership of the WTCAC shall consist of the federally recognized Tribal Nations located within the State of Wisconsin and shall include the following:

Bad River Band of Lake Superior Chippewa Indians;

Forest County Potawatomi Community;

Ho-Chunk Nation of Wisconsin;

Lac Courte Oreilles Band of Lake Superior Chippewa Indians;

Lac Du Flambeau Band of Lake Superior Chippewa Indians;

Menominee Indian Tribe of Wisconsin;

Oneida Nation;

Red Cliff Band of Lake Superior Chippewa Indians of Wisconsin;

Sokaogon Chippewa Community;

St. Croix Chippewa Indians of Wisconsin; and

Stockbridge Munsee Community.

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Each member of the WTCAC shall appoint in writing up to two representatives to serve on the WTCAC as its representatives of the WTCAC. Such people shall represent the member's interests within the WTCAC, attend meetings and vote on behalf of the member, and serve as a point of contact between the WTCAC and the member. Each member shall grant decision-making authority to its appointees regarding matters that may come before the WTCAC. In the event that neither of a member's appointees can attend a meeting of the WTCAC, a person may be temporarily appointed for that meeting as long as this temporary appointee has documentation indicating that they may represent the member at the meeting.

To the fullest extent possible, each member shall keep its citizens abreast of the WTCAC's accomplishments; anticipate and respond to changes in timing, scheduling, workloads, and difficulties which may arise; provide meaningful participation at WTCAC meetings; work cooperatively with other members to ensure the fulfillment of the WTCAC's purposes; establish annual plans in coordination with the WTCAC, and work collaboratively with the Natural Resource Conservation Service (NRCS) and other agencies to achieve common goals.

Membership in the WTCAC may not be transferred or assigned. A member may withdraw from the WTCAC upon submitting written notice and the member shall thereafter have no right to participate in the WTCAC's activities. If a member that has withdrawn from the WTCAC wishes to rejoin the WTCAC, they must submit a written request to the WTCAC and approved by a majority of the member representatives at the next available meeting to be allowed to rejoin the WTCAC.

ARTICLE III

SOVEREIGN IMMUNITY

No member shall be required to or be deemed to have waived its sovereign immunity by its membership in the WTCAC. Each member of the WTCAC retains its sovereign immunity with respect to the WTCAC's business and affairs.

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ARTICLE IV

PURPOSES AND POWERS

The WTCAC is formed for the exclusive educational, scientific, and charitable purpose of advocating on behalf of Tribal Nations regarding natural resource issues through, but not limited to, the following:

1. To advise and assist each member in the development of a natural resource and conservation plan and budget;
2. To facilitate communication among members to enable each member to better serve its respective Community;
3. To cooperate with tribal governments, intertribal organizations, governmental agencies, private organizations, and others to accomplish common purposes;
4. To develop meaningful relationships with state and federal regulatory bodies and agencies and to provide timely input in the development of environmental policies which affect WTCAC member communities;
5. To coordinate meaningful government-to-government consultation with the United States Department of Agriculture (USDA), NRCS, and the State Conservationist;
6. To coordinate with regional and national Tribal Advisory Councils on natural resource plans and budgets for tribal issues statewide;
7. To assess tribal needs and general environmental concerns within the State of Wisconsin; and
8. To secure financial and other resources to accomplish the foregoing purposes and such other related purposes as the WTCAC may from time to time identify.

The WTCAC shall have the authority to undertake any lawful activity in furtherance of the foregoing purposes.

No part of the net earnings of the corporations shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth above. No substantial part of the corporation's activities shall be the carrying on

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of propaganda or otherwise attempting to influence legislation, and the corporation 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 these articles, the corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation 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 a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

WTCAC REPRESENTATIVES

AUTHORITY AND COMPOSITION The WTCAC Representatives shall manage the business and affairs of the WTCAC and shall consist of persons appointed by the members of the WTCAC pursuant to Article II.

ANNUAL MEETING The WTCAC Representatives shall hold a meeting in the month of December of each year for the purpose of electing from among its members' Executive Officers, including President, Vice-President, Treasurer, and Secretary. The WTCAC Representatives may at such a meeting transact such other business as may be deemed necessary or appropriate.

REGULAR MEETINGS The WTCAC Representatives may establish a schedule of regular meetings as may be deemed necessary or appropriate.

SPECIAL MEETINGS The President or three members of the WTCAC Representatives may call special meetings of the WTCAC Representatives.

QUORUM A majority of the WTCAC Representative members shall constitute a quorum at meetings of the WTCAC Representatives. No business may be transacted in the absence of a quorum.

MANNER OF TAKING ACTION The WTCAC Representatives may act by motion. Any member of the WTCAC Representatives may offer a motion for consideration by the WTCAC Representatives. Any other members of the WTCAC Representatives may second the motion. Each member Tribe of the WTCAC

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Representatives shall be entitled to one vote on the motion, and a majority vote shall be necessary to pass the motion.

DELEGATION OF AUTHORITY The WTCAC Representatives may delegate specific authority to the Executive Officers, as the WTCAC Representatives may deem necessary or appropriate. The WTCAC Representatives may also establish committees for particular purposes and assign duties and authority to such committees as the WTCAC Representatives may deem necessary or appropriate.

ELECTRONIC MEETINGS The WTCAC Representatives may conduct meetings remotely via electronic communications or virtual platforms. Motions can be carried out via email, virtual meeting, or other forms of communication and recorded by the Secretary.

ARTICLE VI

EXECUTIVE OFFICERS

PRESIDENT The President shall be the principal executive officer of the WTCAC; shall preside over meetings of the WTCAC Representatives; shall present an annual report to the WTCAC Representatives regarding the condition and activities of the WTCAC; shall execute all contracts or other instruments on behalf of the WTCAC as directed and authorized through motion by the WTCAC Representatives, and shall perform such other duties and have such other powers as assigned by the WTCAC Representatives.

VICE PRESIDENT The Vice President shall, in the absence of the President, perform the duties of the President, and when so acting, shall have all the powers, duties, and responsibilities of the office of the President. The Vice President shall also perform such other duties and have such other powers as assigned by the WTCAC Representatives.

TREASURER The Treasurer shall make, sign, and endorse, or cause to be made, signed, and endorsed in the name of the WTCAC, all checks, draft notes, and other orders for the payment of money as directed and authorized by the WTCAC Representatives; shall keep accurate books of accounts of all transactions; shall report on the condition of the finances of the WTCAC at least annually and as requested by the WTCAC Representatives; shall maintain all records and accounting methods of the WTCAC in accordance with applicable law; shall have knowledge of all funds and securities in appropriate accounts, and shall perform such other duties and have such powers as may be assigned by the WTCAC Representatives. In the absence

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of the President and the Vice President, the Treasurer shall preside over the WTCAC Representatives meetings. In the Secretary's absence, the Treasurer shall record the minutes of meetings of the WTCAC Representatives.

SECRETARY The Secretary shall record all the WTCAC Representatives meetings' minutes and shall retain copies of all such minutes at his/her office. The Secretary shall disseminate the minutes to all the appointees on the WTCAC. In the absence of the President, the Vice President, and Treasurer, the Secretary shall preside over the WTCAC Representatives meetings. In the absence of the Executive Director or staff, the Secretary will assume other administrative duties.

TERM OF OFFICE Each Executive Officer shall serve for a term of two years and until a successor is elected. The election of the President and Secretary shall occur at the annual meeting in even-numbered years, while the elections for the Vice President and Treasurer shall occur at the annual meeting in odd-numbered years. If an Executive Officer resigns, an election will be held at the next meeting of the WTCAC Representatives no earlier than 30 days from receipt of such resignation. The person elected to the vacant position will hold the position until the next regularly scheduled elections.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

The WTCAC Representatives may authorize any officer or officers, agent or agents of the WTCAC, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WTCAC through motion by the WTCAC Representatives. Such authority may be general or confined to specific instances. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the WTCAC, shall be signed by such officer or officers, agent or agents of the WTCAC and in such manner as shall from time-to-time to be determined by the motion of the WTCAC Representatives. In the absence of such determination by the WTCAC Representatives, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the WTCAC. All funds of the WTCAC shall be deposited from time to time to the credit of the WTCAC in such banks, trust companies, or other depositories as the WTCAC Representatives may select. The WTCAC Representatives may accept on behalf of the WTCAC any contribution, gift, bequest, or devise for the general purposes or any special purpose of the WTCAC.

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ARTICLE VIII

FISCAL YEAR

The fiscal year of the WTCAC will follow the calendar year, thus it shall begin on the first day of January and end on the last day of December.

ARTICLE IX

BOOKS AND RECORDS

The WTCAC shall keep correct and complete books and records of account and shall also keep the minutes of any proceedings of its Council of Representatives and committees thereof having any of the authority of the Council of Representatives. All books and records shall be kept at the principal office of the Council and the office of the Secretary and Treasurer and may be inspected by any member, or his/her agent or attorney, for any purposes at any reasonable time.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under these By-Laws or otherwise, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

INFORMAL ACTION BY ASSOCIATION

Any action required by these By-Laws or by any provision of law to be taken at a meeting, and any action which may be taken at a meeting, may be taken without a meeting if consent in writing setting forth the action to be taken is signed by all the WTCAC Representatives or all the members of a committee thereof entitled to vote with respect to the subject matter. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE XII

APPROVAL OF BY-LAWS

These By-Laws shall be effective upon approval of all the members of the WTCAC.

ARTICLE XIII

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AMENDMENT

These By-Laws may be amended by a majority vote of the WTCAC Representatives, provided that any proposed amendment must be presented in writing at least 30 days in advance of the meeting at which it is voted upon.

ARTICLE XIV

DISSOLUTION

The Council may be dissolved upon passage of a motion calling for dissolution by a two-thirds majority vote of the WTCAC Representatives and shall be dissolved upon the withdrawal from the WTCAC of two-thirds of its members.

Upon dissolution of the corporation, the 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 a tribal, state, or local government for a public purpose. Any such assets not so disposed shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

ARTICLE XV

CONFLICTS OF INTEREST

Any interested person, director, principal officer, or member of a committee with governing board delegated powers who has a financial interest no matter how insubstantial whether directly or indirectly in the form of ownership of, compensation from, or the investment in any entity with which the WTCAC is contemplating a transaction or arrangement must notify the board that a conflict or potential conflict exists and must abstain from voting on behalf of said transaction and shall not be present when any such vote occurs unless the board after reviewing all pertinent facts determines that there is no conflict of interest.

Any member of the governing board who receives compensation from the WTCAC for services provided is precluded from providing information relating to the setting of compensation for that member and voting on matters about that member's compensation.

The governing board is authorized to take appropriate corrective and disciplinary measures if, after investigation, they believe that a member has failed to disclose a conflict of interest.

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WTCAC Executive Officer(s) Signature

Date

Tina Van Zile, WTCAC President

Pat Pelky, WTCAC Vice President

Nathan Podany, WTCAC Treasurer

Jessica Strand, WTCAC Secretary