

Bylaws of Lake Park Friends
As updated by the Secretary October 27, 2009,
with endnotes providing the history.

1 ARTICLE I. Name and Purpose.

2 Out of our love for Milwaukee County's Lake Park, and in recognition of its importance as a registered
3 National Landmark, and its importance as part of the treasury of United States parks designed by Frederick
4 Law Olmsted, we come together to form an organization whose name shall be LAKE PARK FRIENDS,
5 which shall hereinafter be referred to as the Friends.

6 The mission of Lake Park Friends is to promote the preservation and enjoyment of Lake Park, to
7 sponsor educational, recreational and cultural events in the park, and to raise funds for the restoration and
8 enhancement of the park in the spirit of Frederick Law Olmsted.¹

9 ARTICLE II. Membership.

10 Section 1: Classes of Membership².

11 A. Individual – Individual members.

12 B. Family – Couples and members of the immediate family under age 18.

13 C. Protector – Individuals, families, organizations, corporations, or foundations who give a specified
14 amount.

15 D. Naturalist – Individuals, families, organizations, corporations, or foundations who give a specified
16 amount.

17 E. Conservator – Individuals, families, organizations, corporations or foundations who give a
18 specified amount.

19 F. Olmsted Partner – Individual, families, organizations, corporations or foundations who give a
20 specified amount.

21 G. Senior/Student – Individuals or couples over the age of 65.

22 H. Ex Officio membership (non-voting) shall be granted to the Milwaukee City Alder and the
23 Milwaukee County Supervisor whose districts include Lake Park, and to the Milwaukee County Parks
24 Director.³

25 Section 2: Qualifications and Removal.

26 Members shall remain in good standing as long as they have paid and continue to pay in a timely
27 manner the dues required of them under the particular class of membership that they select. The failure of
28 a member to pay dues within 20 days after the mailing of the third notice of dues payable shall result in that
29 member automatically being dropped from membership. In addition, any member may be expelled from
30 membership for good cause by an affirmative vote of a majority of the directors then in office.

31 Section 3: Privileges of Membership.

32 A. Voting -- Each membership shall have one vote on each matter submitted to a vote.

33 B. Other benefits -- All members may participate in Friends activities and programs. All members
34 will receive regular newsletters.

35 Section 4: Dues.

36 The Board of Directors at any of its official meetings may by majority vote of the directors present,
37 change, amend or adjust the dues or donations applicable to the various classes of membership and the
38 privileges or requirements pertaining thereto without amending the bylaws.

39 Section 5: Membership Year.

40 Annual memberships shall extend for 12 months following the time of joining or renewing
41 membership in Lake Park Friends.⁴

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42 ARTICLE III. Officers.

43 Section 1: General provisions.

44 A. Number of Officers -- The officers of the Corporation shall be a President, up to five Vice
45 Presidents, a Secretary and a Treasurer, all of whom shall be elected each year by Friends members present
46 and voting at the annual meeting. Except as noted below in Section 2, officers shall be nominated by the
47 Nominating Committee.⁵

48 B. Term of Office -- Officers shall serve one-year terms, with re-election permitted. Vacancies shall
49 be filled as soon as possible by the Board of Directors for the unexpired portion of the term.⁶

50 C. Removal -- Any officer may be removed from office by the Board of Directors whenever in its
51 judgment the best interests of the corporation may be served by such action.

52 Section 2: Duties of Officers.

53 A. President -- The President shall be the executive officer of the Corporation subject to control of the
54 Board of Directors, managing the Corporation and seeing that actions of the Board are carried out.

55 B. Vice Presidents -- The president shall nominate such Vice Presidents up to a maximum of five (5)
56 as the president determines necessary in order to supervise and monitor various activities of Lake Park
57 Friends. The Vice Presidents may be assigned other duties by the President or the Board. In the event the
58 President is unable to act, the chair of the nominating committee shall designate one of the then acting vice
59 presidents who shall assume the President's duty until the President is again able to resume his/her
60 position.⁷

61 C. Secretary -- The Secretary shall record and maintain minutes of the Board of Directors and of
62 membership meetings of the Corporation, and be responsible for notices being given in accordance with
63 these bylaws. The Secretary shall also be responsible for correspondence between the corporation and
64 others.

65 D. Treasurer -- The Treasurer shall maintain the financial records of the corporation, take the lead in
66 preparing the annual budget, and make written quarterly financial reports to the Board.

67 ARTICLE IV. Board of Directors.

68 Section 1: General Provisions.

69 A. Composition of the Board -- The affairs of the Friends shall be managed by a Board of no fewer
70 than twelve (12) and no more than sixteen (16) directors,⁸ who shall be elected independently by the
71 members of the Friends present and voting at annual meetings. In addition, with the concurrence of the
72 Board and the person in question, a past President of the corporation who has served continuously on the
73 Board since his/her time of service as President, may be nominated to serve one additional full term on the
74 Board, regardless of the 3-term limit and the 16-position limit required by other provisions of this Article.
75 The President shall act as Chair of the Board.

76 B. Term of Office -- Directors elected by the members shall serve a term of two (2) years, with no
77 more than six non-officers elected in any one year. Directors shall serve no more than three consecutive
78 terms. The counting of consecutive terms shall begin with the first full 2-year term served.⁹

79 C. Vacancies -- Any vacancy occurring among elected Directors for any reason may be filled for the
80 unexpired portion of the term by the affirmative vote of a majority of Directors then in office.

81 D. Removal -- A Director may be removed from office for good cause by the affirmative vote of
82 three-quarters of the directors then in office at a special meeting of the directors called for that purpose.

83 E. Ex Officio Members -- The term "Director" in these Bylaws is confined to persons who are voting
84 members of the Board of Directors. The County Supervisor and City Alder whose jurisdictions include
85 Lake Park and its immediate neighborhood, as well as the Milwaukee County Parks Director, shall be ex
86 officio members of the Board of Directors. The Board of Directors, at its discretion, may invite other
87 persons to serve as ex officio members of the Board for specific terms of office. Ex officio Directors have
88 the right to speak, but not to vote, at meetings of the Board of Directors. Ex officio Directors also have the
89 right to deliver reports at regular intervals.¹⁰

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90 Section 2: Meetings.

91 A. Annual Board Meetings -- The annual meeting of the Board of Directors for the purpose of seating
92 new Board members and transacting necessary business shall be held in May after the annual Friends
93 membership meeting.¹¹

94 B. Regular Board Meetings -- Regular meetings of the Board shall be held monthly, every other
95 month or quarterly, at the discretion of the President.

96 C. Special Meetings -- Special meetings of the Board shall be called for any purpose at any time by
97 the President and shall be called by the President or Secretary upon written request of any four (4)
98 directors.

99 D. Notice -- Notice of the time and place of all meetings of the Board shall be given by e-mail by the
100 Secretary to each director at least a week prior to the meeting.¹²

101 E. Quorum -- Nine (9) directors shall constitute a quorum for transaction of business by the Board.¹³

102 Section 3: Executive Committee.

103 A. Membership -- The Executive Committee shall consist of the President, the Secretary, the
104 Treasurer, the Vice President of Administration & Fiduciary, and, at the discretion of the President, may
105 include up to two additional Directors selected by the President. The Executive Committee shall at all
106 times be composed of at least four members.

107 B. Powers of the Executive Committee -- The Executive Committee shall possess and exercise all the
108 powers of the Board of Directors between meetings of the Board, except as limited by the Board from time
109 to time. All actions of the Executive Committee shall be reported to the Board at its next meeting and such
110 action shall be subject to acceptance or rejection by the Board.

111 C. Meetings of the Executive Committee -- Meetings may be called at any time for any purpose at the
112 discretion of the President or upon written or oral request of two (2) members of the Executive Committee.
113 Timely notice of the meetings shall be given by the Secretary.

114 D. Quorum -- A majority of Executive Committee members shall constitute a quorum for transaction
115 of business.¹⁴

116 E. The names of the members of the Executive Committee shall be published immediately after their
117 selection both online on the Lake Park Friends website and in the next Lake Park Lion.¹⁵

118 Section 4: Other Committees.

119 Subject to the approval of the Board of Directors, the President may establish additional standing
120 committees or special committees as deemed desirable, prescribe the functions and duties of such
121 committees, the number of members and the method of appointment of such members. Unless otherwise
122 provided, the President shall appoint chairs of the committees and these chairs shall select the committee
123 members. Committee chairs shall be members of Lake Park Friends but need not be members of the Board
124 of Directors. Committee members need not be members of Lake Park Friends.¹⁶

125 A. Nominating Committee -- This committee shall consist of a chair and two (2) other members. The
126 committee will prepare a slate of officers and directors from among members of Friends in good standing
127 for submission to a vote at the annual meeting of the members. Other candidates from among members in
128 good standing may be nominated by a petition signed by 15 members in good standing, the petition to be
129 submitted to the committee chair at least two weeks prior to the annual meeting.

130 B. Financial Planning Committee -- This committee shall consist of the Treasurer as Chair and two (2)
131 additional members. The committee shall closely review income and expenses, prepare an annual budget,
132 and develop and monitor funding sources for the corporation's activities and programs. The committee
133 annually will consider whether to appoint an auditor to review the Friends' financial records in advance of
134 the annual meeting.¹⁷

135 C. The names of the members of the Nominating Committee and the Financial Planning Committee
136 shall be published immediately after their selection both online on the Lake Park Friends website and in the
137 next Lake Park Lion.¹⁸

138 Section 5: Conflict of Interest.¹⁹

- 139 A. Each director shall disclose to the Board of Directors any duality of interest or possible conflict of
140 interest regarding a matter being considered by the Board.
- 141 B. Any director having a duality of interest or conflict of interest in any matter shall abstain from
142 voting on the matter. He/she shall not use his/her personal influence on the matter, but may answer
143 pertinent questions about it, as his/her knowledge may be of assistance to other directors.
- 144 C. The minutes of the meeting involving such a situation shall reflect that a disclosure was made, the
145 abstention from voting and responses to questions asked.
- 146 D. If there is uncertainty about a duality or conflict of interest, the Board by majority vote, not
147 including the director having a possible conflict, shall determine whether abstention is required.

ARTICLE V. Meetings of Members.

Section 1: Annual Meeting.

The annual meeting of members for the purpose of transacting business that may come before the meeting shall be held during the third or fourth week of May, at such time of day and such place as may be fixed by the Board of Directors. At each annual meeting, the Board shall present a general statement of the business of the Friends during the preceding year, consisting of reports by the President, Vice Presidents, Secretary and Treasurer.

Section 2: Special Meetings.

A. Special meetings of members may be called for any purpose by the President or Board of Directors, or shall be called by the President or Secretary upon written request of any fifteen (15) members.

B. Special meetings shall be held at date, time and place designated by the person or persons calling such meeting and, if no such designation is made, the Secretary shall designate the date, time and place of such meetings.

Section 3: Notice of Meetings.

A. Notice of all membership meetings shall be sent to each member by the Secretary at least a week prior to the meeting.²⁰

B. The voting members of the corporation present in person shall constitute a quorum for the transaction of business at any meeting in members.²¹

ARTICLE VI. Fiscal Year.

The fiscal year of the corporation shall be October 1 through September 30.²²

ARTICLE VII. Amendment of Bylaws.

These bylaws may be amended at any official meeting of the Board of Directors by a two-thirds vote of the directors then in office providing that there has been at least one week's notice in writing of any proposed amendments to all directors.

Footnotes and history:

1 Result of the first of the six amendments adopted 5/21/01.

The present language is taken from the Minutes of the March 26 meeting of the LPF Board, item (1) "Board Retreat Follow-up." It replaced the following language:

"The primary purposes of the Friends are to promote preservation and enjoyment of Lake Park, to sponsor events in the park and to raise funds for park repairs, restoration and enhancement."

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- 2 Result of the first of the four amendments adopted 4/28/08. It replaced the following language:
- “A. Supporting member -- Individuals or couples and members of the immediate family under 18 years old.*
 - B. Contributor -- Individuals, families, organizations, corporations or foundations who give a specified amount more than Supporting Members.*
 - C. Sponsor -- Individuals, families, organizations, corporations or foundations who give a specified amount more than Contributors.*
 - D. Benefactor -- Individuals, families, organizations, corporations or foundations who give a specified amount more than Sponsors.*
 - E. Donor -- Individuals, families, organizations, corporations or foundations who give a specified amount more than Benefactors.”*

³ Result of an amendment adopted 9/22/09. It replaced the following language:

H. Ex-Officio membership (non-voting) shall be granted to the elected Milwaukee City Councilman and the Milwaukee County Supervisor, whose districts include Lake Park.

4 Result of the second of the six amendments adopted 5/21/01. It replaced the following language:

“Annual memberships shall extend for 12 months beginning each May 1.”

⁵ The last sentence was added as the result of an amendment adopted 9/22/09.

6 One-year terms with re-election permitted: adopted 1/27/01. Officers had previously served two-year terms.

7 Result of the second of the four amendments adopted 4/28/08.

The present language replaces the following:

B. Vice President -- The Vice President shall work closely with the President in order that he/she may be thoroughly familiar with Lake Park Friends' business and the means by which it is carried out. The Vice President may be assigned other duties by the President or the Board. In event the President is unable to act, the Vice President shall assume the President's duties until the President is again able to resume his/her position.

⁸ Result of an amendment adopted 9/22/09. The provision formerly read “The affairs of the Friends shall be managed by a Board of sixteen (16) directors, four (4) of whom shall be the officers of the corporation, and twelve (12) others.”

9 Result of the third and fourth of the six amendments adopted 5/21/01.

The present language replaces the following:

A. Composition of the Board -- The affairs of the Friends shall be managed by a Board of at least twelve (12) directors. Four (4) of the directors shall be the officers of the corporation, and eight (8) of the directors shall be elected independently by the members of the Friends present and voting at the annual meeting. In addition, with the concurrence of the Board and the person in question, a past President of the corporation who has served continuously on the Board since his/her time of service as President, may continue to serve on the Board. The President shall act as Chairman of the Board.

B. Term of Office -- Directors elected by the members shall serve a term of two (2) years, with no more than four non-officers elected in any one year. Directors shall serve no more than three consecutive terms.

HISTORICAL NOTE attached to the immediately foregoing language: It incorporates two amendments, adopted 3/16/1998 and 3/27/2000 respectively. The original language had specified that the Board consist of exactly twelve (12) members. The 1998 amendment changed that number to "from 12 to 15." The 2000 amendment changed the number to "at least 12" and added the sentence re a past President's ability to continue to serve on the Board.

10 In an amendment adopted 9/22/09, the provision was amended to replace the following language:

E. Ex Officio Members -- The term "Director" in these Bylaws is confined to persons who are voting members of the Board of Directors. The County Supervisor whose jurisdiction includes Lake Park and its immediate neighborhood shall be an ex officio member of the Board of Directors. The Board of Directors, at its discretion, may invite other persons to serve as ex officio members of the Board for specific terms of office. Ex officio members of the Board have the right to speak, but not to vote, at meetings of the Board of Directors. Ex officio members also have the right to deliver reports at regular intervals. An ex officio member who fails to attend three successive meetings of the Board and gives no advance notice of those absences is presumed to have surrendered up his membership on the Board.

HISTORICAL NOTE attached to this provision: It incorporates two amendments. An amendment adopted 11/25/02 added Paragraph E of Article IV. A subsequent amendment adopted 9/22/09 amended the provision to include the City Alder and Parks Director as ex officio Directors, and to clarify the language of the provision by referring to ex officio "Directors" instead of "members."

¹¹ Result of an amendment adopted 9/22/09. Added to clarify that the annual Board meeting does not occur on the same day as the annual Members meeting. The provision had formerly provided that the annual Board meeting "shall be held immediately after the annual Friends membership meeting."

¹² Result of an amendment adopted 9/22/09. Changes form of notice from mail to e-mail.

13 Result of the fifth of the six amendments adopted 5/21/01. Paragraph E had previously established the quorum at seven directors.

¹⁴ Revised Section 3, including new Paragraph D, is the result of an amendment adopted 9/22/09. The present language replaces the following:

Section 3: Executive Committee.

A. Membership -- The Executive Committee shall consist of all the officers of the corporation.

B. Powers of the Executive Committee -- The Executive Committee shall possess and exercise all the powers of the Board of Directors between meetings of the Board, except as limited by the Board from time to time. All actions of the Executive Committee shall be reported to the Board at its next meeting and such action shall be subject to acceptance or rejection by the Board.

C. Meetings of the Executive Committee -- Meetings may be called at any time for any purpose at the discretion of the President or upon written or oral request of two (2) members of the Executive Committee. Timely notice of the meetings shall be given by the Secretary.

¹⁵ This subsection E is the result of an amendment adopted 10/27/09.

16 The last two sentences were added to Article IV, Section 4, by action of the Board 1/27/04.

¹⁷ Result of an amendment adopted 9/22/09. The changes provide for a committee of more than three members and remove the requirement that an audit occur each year. The present language replaces the following:

B. Financial Planning Committee -- This committee shall consist of the Treasurer as Chairperson and two (2) additional members. The committee shall closely review income and expenses, prepare an annual budget, and develop and monitor funding sources for the corporation's activities and programs. The committee annually will appoint an auditor to review the Friends' financial records in advance of the annual meeting and present a brief report.

¹⁸ This subsection C is the result of an amendment adopted October 27, 2009.

19 Section 5, "Conflict of Interest," had previously been numbered "Section 6." The original Section 5 of Article IV had read as follows:

Section 5: Advisory Board. The Advisory Board of the Friends shall consist of no more than twenty-five (25) members, whose primary function shall be to provide advice and assistance to the Board of Directors.

The last of the six amendments adopted 5/21/01 deleted the original Section 5 in its entirety and re-numbered the Conflict of Interest section as "Section 5."

²⁰ This provision was amended 9/22/09 to allow for notice of membership meetings by e-mail.

21 Result of the third of four amendments adopted 4/28/08.

The present language replaces the following:

Ten percent (10%) of voting members of the corporation present in person shall constitute a quorum for the transaction of business at any meeting of members.

22 Result of the fourth of four amendments adopted 4/28/08.

The present language replaces the following:

The fiscal year of the corporation shall be May 1 through April 30.