

- 5.02 Finance Committee. The Treasurer is chair of the Finance Committee, which includes at least two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members.
- The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee.
- Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to Board members and the public.
- 5.03 Membership and Nominating Committee. The Committee shall coordinate actions to gain new Members and to regain lapsed Members; recommend Board action on applications for membership that do not clearly meet membership criteria specified in SEC. 3.1; and prepare a slate of nominees to fill all vacant or expiring Director positions. Each such slate shall be presented to the Board for final action, or for submission to the Annual Member Meeting in the case of normally expiring terms of office of Directors.
- 5.04 Communications and Public Relations Committee. The Committee shall develop means to disseminate information to the Members and general public; to plan the annual member meeting; recommend materials, periodicals and media releases to achieve the Corporation purposes and goals, and insure the execution of such publications within budget and work to inform both the media and the general public of the Corporation's work, purposes and goals.
- 5.05 Temporary Committees. The President may appoint such temporary committees as he or she deems necessary, subject to approval of the Board. Each committee shall report its work periodically to the Board.
- 5.06 Issue Team. The board may establish issue teams to assist in carrying out projects within a particular area of interest, consistent within the Mission of the Rock River Coalition. Each issue team will, within its volunteer membership, select a board liaison, and furnish the board as least annually an account of its activities and proposed budget.

ARTICLE VI

CHAPTERS

The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of Directors determined pursuant to Section 4.01 may consent to the formation of a Chapter of the Corporation. A Chapter is a non-incorporated group of individuals working towards improving the environment, economics, cultural or recreational resources within a specified area of the Rock River Basin. The Goal for the Corporation in developing chapters is to incubate these groups until they either complete their expected work and dissolve, or become an incorporated non-profit.

6.01 Charter and Chapter Plan. The Board shall issue a Charter for each Chapter setting forth the rights, responsibilities and obligations of the Chapter. Attached to the Charter shall be a Chapter Plan setting forth the specific steps to be taken by the Chapter, who will be in charge of the different steps, what costs or other resources will be needed and how the Chapter will cover the costs or acquire the resources. Modifications to the Chapter Plan shall require the affirmative vote of a majority of the number of Directors determined pursuant to Section 4.01.

6.02 Governance. Chapters shall set their own rules governing the conduct of their activities. At a minimum a Chapter shall have a chair and a treasurer (fiscal designee) as officers. All officers of the Chapter shall be members of the Corporation. Chapter Officers are not authorized to represent or act on behalf of the Corporation.

6.03 Reporting. Each Chapter shall provide written updates on activities to the Board quarterly and at such other times as requested by the Board. In addition, at least once a year, a representative of each Chapter shall attend a Board meeting to provide an update on Chapter activities.

ARTICLE VII OFFICERS

7.01 Number. The Corporation's principal officers shall be a President, a President Elect, a Secretary, a Treasurer and as specified under 7.06 may also include the Past President. The President Elect, Secretary, and Treasurer shall be elected by the Board of Directors, at the Board of Directors Annual Meeting. The positions of President and Past President shall be filled by automatic succession.

7.02 Election. Officers shall be elected by the Directors at the annual meeting of the Board of Directors. Each such officer shall hold office until he or she resigns, is removed or is otherwise disqualified to serve as an officer, or until his successor officer shall be elected and qualified, whichever occurs first.

7.03 Vacancies. Any vacancy in any office caused by death, resignation, removal or otherwise shall be filled by the Board of Directors.

7.04 President. The President shall be the chief executive officer of the Corporation and shall, in general, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Corporation. The President shall perform all duties incident to such office and such other duties as may be assigned from time to time by the Board of Directors.

7.05 President Elect. The President Elect shall, in the absence of or disability of the President and in the order of rank as fixed by the Board of Directors, perform all the duties of the President and, when so acting, shall have the powers of, and be subject to the restrictions on, the President. They shall have such other powers and perform such other duties as may be imposed by law, by the Articles of Incorporation of the Corporation, or by the By-Laws or as may be prescribed from time to time by the Board of Directors or the President.

7.06 Past President. The Past President shall be a voting member of the board and an officer for a period equal to the remainder of his or her term on the Board of Directors or one year, whichever is longer. The Past President shall offer counsel to and assist the President and other officers. The Past President shall from time to time report to the Board all matters within his or her knowledge that the Corporation's interests may require to be brought to the Board's notice.

7.07 Secretary. The Secretary shall:

PROMISSORY NOTE

\$500.00

_____, 2008

FOR VALUE RECEIVED, the undersigned, Friends of Badfish Creek Watershed, a Chapter of the Rock River Coalition, Inc. ("Maker"), hereby promises to pay to the order of the Rock River Coalition, Inc., a Wisconsin non-stock, non-profit corporation ("Payee"), at Jefferson, Wisconsin, or at such other place as Payee shall direct in writing to Maker from time to time, the principal amount of Five Hundred Dollars (\$500.00). Maker shall make one (1) payment of the entire principal balance on _____, 2009 or such other date thereafter that the parties agree to in writing. This is a non-interest bearing note.

Maker reserves and shall have the right at any time without penalty to prepay all or any portion of the unpaid principal balance of this Note.

The following events shall constitute "events of default" under this Note: (a) Maker shall fail to pay when due the principal payable under this Note if such failure shall continue for a period of ten (10) days after written notice from Payee to Maker; or (b) the admission by Maker in writing of its inability to pay its debts as they become due. Maker shall notify Payee in writing within five (5) days after the occurrence of any event of default of which Maker acquires knowledge. The unpaid principal balance of this Note shall become immediately due and payable upon an event of default.

No delay or omission on the part of the Payee or any holder hereof in exercising any right or option herein given to such Payee or holder shall impair such right or option or be considered as a waiver thereof or acquiescence to any default hereunder.

Maker hereby waives presentment, demand, notice of dishonor and protest and consents to any and all extensions and renewals hereof without notice. In the event of a default, Payee shall be entitled to all costs of collection, including reasonable attorneys' fees.

This Note shall be construed and enforced in accordance with the internal laws of the State of Wisconsin, without regard to principles of conflicts of law thereunder.

FRIENDS OF BADFISH CREEK WATERSHED

By: _____

By: _____