



Friends of Cooper Park Bylaws

As proposed by the Board of Directors on August 15th, 2017

ARTICLE I. NAME AND PURPOSE.

In recognition of the importance of Cooper Park to neighbors and families in the area around the park and to the City and County of Milwaukee at large, we come together to form an organization whose name shall be *Friends of Cooper Park*, which shall hereinafter be referred to as the Friends of Cooper Park and/or FOCP.

The mission of the Friends of Cooper Park is to bring neighbors and our neighborhood together to enhance and enjoy Cooper Park.

ARTICLE II. MEMBERSHIP.

SECTION 1: CLASSES OF MEMBERSHIP.

A. Individual – Individual members. \$20 annual dues.

B. Family – Couples and members of the immediate family under age 18 (dependents under age 18 will not have voting privileges). \$30 annual dues.

C. Champion – Individuals, families, organizations, corporations, or foundations who give a specified amount. \$50 annual donation, membership included.



D. Naturalist – Individuals, families, organizations, corporations, or foundations who give a specified amount. \$100 annual donation, membership included

E. Conservator – Individuals, families, organizations, corporations or foundations who give a specified amount. \$500 annual donation, membership included

F. William H. Cooper Ambassador– Individual, families, organizations, corporations or foundations who give a specified amount. \$1000 donation, Lifetime membership included.

G. Gold Level Community Partner - Individual, family, organizations, corporations or foundations who give a specified amount. \$5000 donation

H. Platinum Level Community Partner - Individual, family, organizations, corporations or foundations who give a specified amount. \$10,000 donation

I. Senior/Student – Individuals or couples over the age of 65 or in possession of a valid college or graduate ID badge. \$15 annual membership.

J. Ex Officio membership (non-voting) shall be granted to the Milwaukee City Alder and the Milwaukee County Supervisor whose districts include Cooper Park, and to the Milwaukee County Parks Director.

SECTION 2: QUALIFICATIONS AND REMOVAL.

Members shall remain in good standing as long as they have paid and continue to pay in a timely manner the dues required of them under the particular class of membership that they select. The failure of a member to pay dues within 20 days after the e-mailing of the third notice of dues payable shall result in that member automatically being



dropped from membership. In addition, any member may be expelled from membership for good cause by an affirmative vote of a majority of the directors then in office.

SECTION 3: PRIVILEGES OF MEMBERSHIP.

A. Voting — Each member shall have one vote on each matter submitted to a vote.

B. Other benefits — All members may participate in Friends activities and programs. All members will receive regular newsletters. Members will have access to promotional items at reduced cost (Official Merchandise like clothing, stickers, mugs).

C. Public recognition of membership status/ donor level on webpage (member will have the right to withhold name from public site should they choose).

D. Member-only access to parts of the Friends of Cooper Park Webpage

SECTION 4: DUES.

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

SECTION 5: MEMBERSHIP YEAR.

Annual memberships shall extend for 12 months following the time of joining or renewing membership in Friends of Cooper Park. Membership information shall be



maintained by the Board of Directors under the leadership of the Secretary and Treasurer.

ARTICLE III. OFFICERS.

SECTION 1: GENERAL PROVISIONS.

A. Number of Officers — The officers of the Corporation shall be a Chair, with up to two Co-Chairs, a Secretary and a Treasurer, all of whom shall be elected each year by Friends members present and voting at the annual meeting. Except as noted below in Section 2, officers shall be nominated by the Nominating Committee.

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

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

SECTION 2: DUTIES OF OFFICERS.

A. Chair— The Chair shall be the executive officer of the organization subject to control of the Board of Directors, managing the organization and seeing that actions of the Board are carried out.

B. Co-Chairs — The Chair shall nominate such Co-Chairs up to a maximum of two (2) as the Chair determines necessary in order to supervise and monitor various activities of Friends of Cooper Park. The Co-Chair may be assigned other duties by the Chair or the Board. In the event the Chair is unable to act, the nominating committee shall



designate one of the then acting Co-Chairs who shall assume the Chair's duty until the Chair is again able to resume his/her position.

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

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

ARTICLE IV. BOARD OF DIRECTORS.

SECTION 1: GENERAL PROVISIONS.

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

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



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

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

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 and City Alder whose jurisdictions include Cooper Park and its immediate neighborhood, as well as the Milwaukee County Parks Director, shall be ex officio members 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 Directors have the right to speak, but not to vote, at meetings of the Board of Directors. Ex officio Directors also have the right to deliver reports at regular intervals.

SECTION 2: MEETINGS.

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

B. Regular Board Meetings — Regular meetings of the Board shall be held monthly, every other month or quarterly, at the discretion of the Chair.

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



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

E. Quorum — Eight (8) directors shall constitute a quorum for transaction of business by the Board.

SECTION 3: EXECUTIVE COMMITTEE.

A. Membership — The Executive Committee shall consist of the Chair and Co-Chairs, the Secretary and the Treasurer, and, at the discretion of the Chairs, may include up to two additional Directors selected by the Chair. The Executive Committee shall at all times be composed of at least four members.

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.

D. Quorum – A majority of Executive Committee members shall constitute a quorum for transaction of business.



E. The names of the members of the Executive Committee shall be published immediately after their selection both on the group's Facebook page and online at the FOCP Website.

SECTION 4: OTHER COMMITTEES.

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

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

B. Financial Planning Committee — This committee shall consist of the Treasurer as Chair 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 consider whether to appoint an auditor to review the Friends' financial records in advance of the annual meeting.



C. The names of the members of the Nominating Committee and the Financial Planning Committee shall be published immediately after their selection both online on the Friends of Cooper Park website.

SECTION 5: CONFLICT OF INTEREST.

A. Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest regarding a matter being considered by the Board.

B. Any director having a duality of interest or conflict of interest in any matter shall abstain from voting on the matter. He/she shall not use his/her personal influence on the matter, but may answer pertinent questions about it, as his/her knowledge may be of assistance to other directors.

C. The minutes of the meeting involving such a situation shall reflect that a disclosure was made, the abstention from voting and responses to questions asked.

D. If there is uncertainty about a duality or conflict of interest, the Board by majority vote, not 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 Chair, Co-Chair (s), Secretary and Treasurer.

SECTION 2: SPECIAL MEETINGS.

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

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.

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

ARTICLE VI. FISCAL YEAR.

The fiscal year of the corporation shall be July 1 through June 30.



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.