HIDDEN MOOSE of WISCONSIN

BYLAWS OF HIDDEN MOOSE OF WISCONSIN

ARTICLE I – NAME AND PURPOSE

Section 1 – Name

The name of the organization is **Hidden Moose of Wisconsin, Inc.**

Section 2 – Purpose

Hidden Moose of Wisconsin, Inc. is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The purpose of the organization is to advance the scientific understanding and conservation of moose in Wisconsin through wildlife research, data collection, monitoring, and public education. Activities include the documentation of moose presence, distribution, and evidence of residency, analysis of population trends, and dissemination of research findings to support wildlife management and conservation science.

ARTICLE II – OFFICERS

Section 1 – Officers

The organization shall have a President, Secretary, and Treasurer. One individual may serve in more than one officer role as permitted by the Board of Directors.

Section 2 – Duties

President: Provides overall leadership, presides over meetings, represents the organization publicly, and guides organizational direction.

Secretary: Maintains official records, prepares and preserves meeting minutes, and ensures proper documentation of board actions.

Treasurer: Maintains financial records, prepares budgets and financial reports, and ensures funds are managed in accordance with organizational policies and applicable law.

Section 3 – Election and Term

Officers shall serve until a successor is elected or appointed by the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Composition

The Board of Directors shall consist of at least three independent members.

Independent directors are individuals who are not employees of the organization. Family or household relationships among directors do not, by themselves, disqualify independence; however, directors must recuse themselves from decisions involving conflicts of interest.

Section 2 – Initial Board of Directors

The initial Board of Directors consists of the following individuals, who shall serve until their successors are duly elected:

- Amanda Griggs
- Peter Hatch
- Heather Palmquist
- Shannon Guild
- Tatiana Bogatyreva

Section 3 – Duties and Powers

The Board of Directors is responsible for overall governance and oversight of the organization. Duties include:

- Approving mission direction and major policies
- Reviewing and approving annual budgets
- Oversight of major financial and organizational decisions
- Ensuring compliance with applicable federal and state laws

Section 4 – Terms

Board members shall serve three-year terms and may be re-elected or re-appointed by the Board.

Section 5 – Vacancies

Vacancies on the Board shall be filled by majority vote of the remaining Directors.

Section 6 – Meetings

The Board shall meet at least once per year, which may be conducted virtually.

Special meetings may be called by the President or by a majority of Board members.

A quorum shall consist of a majority of the Directors then in office.

Minutes shall be recorded and maintained for all meetings.

ARTICLE IV – CONFLICT OF INTEREST

Board members shall disclose any actual or potential conflicts of interest and shall recuse themselves from discussion and voting where such conflicts exist.

ARTICLE V – FISCAL YEAR

The fiscal year of the organization shall be January 1 through December 31.

ARTICLE VI – FINANCIAL MANAGEMENT

All funds shall be deposited into an account maintained in the name of the organization.

Expenditures exceeding a threshold amount established by resolution of the Board of Directors shall require prior Board approval. The Board may amend this threshold from time to time by resolution.

The Treasurer shall prepare financial reports for Board review. Required tax filings shall be completed as required by applicable law.

ARTICLE VII – DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government for a public purpose.

ARTICLE VIII – AMENDMENTS

These bylaws may be amended by a two-thirds vote of the Board of Directors at any meeting where a quorum is present.