

**PROPOSED RESOLUTION OF THE MEMBERS OF THE
INTERNATIONAL CRANE FOUNDATION
regarding
AMENDMENTS TO THE ARTICLES OF INCORPORATION**

WHEREAS, the International Crane Foundation (“ICF”) has grown from a small local organization supported by community members in Baraboo Wisconsin to a global environmental conservation project boasting thousands of members across the world and staff and specialists working in over fifty countries and on five continents;

WHEREAS, the scale of ICF’s international membership no longer makes it practicable for members to participate directly in ICF governance decisions;

WHEREAS, ICF desires to update its articles of incorporation (the “Articles”) to align ICF’s governance structure with its substantial growth;

WHEREAS, many nonprofit organizations, including many active in environmental conservation, use streamlined governance models that do not include members within the meaning of Chapter 181 of the Wisconsin Statutes;

WHEREAS, ICF desires to adopt a streamlined and modernized governance model that does not include members within the meaning of Chapter 181 of the Wisconsin Statutes;

WHEREAS, dues-paying supporters of ICF may still be called members despite having none of the legal powers of members within Chapter 181 of the Wisconsin Statutes;

WHEREAS, adoption of a streamlined and modernized governance model does not alter ICF’s longstanding commitment to its members nor signify reduced interest in member participation and feedback;

WHEREAS, on June 25, 2022, ICF’s Board of Directors (the “Board”) approved an amendment to the Articles to change ICF from a member nonstock corporation to a nonmember nonstock corporation within the meaning of Chapter 181 of the Wisconsin Statutes;

WHEREAS, Section 181.1003(1)(b) of the Wisconsin Statutes and Articles II.2(c) and VIII of ICF’s bylaws (the “Bylaws”) require any amendment to the Articles to be approved by ICF’s members by a two-third (2/3) majority of members present and voting;

WHEREAS, on this day, September 17, 2022, the Board submits to the members for a vote the same proposed Amendment to the Articles approved of by the Board on June 25, 2022. This amendment is attached as **Exhibit A**;

WHEREAS, members were given notice of this upcoming vote in compliance with Section 181.1003(2) of the Wisconsin Statutes and Article II.7 of the Bylaws;

NOW, THEREFORE, BE IT RESOLVED, that the members of ICF approve amending the ICF Articles of Incorporation to change ICF from a member nonstock corporation to a nonmember nonstock corporation within the meaning of Chapter 181 of the Wisconsin Statutes, as set forth in Exhibit A.

EXHIBIT A.

Amendments to Articles

Amendment to Article IV:

The Corporation shall **not** have members **within the meaning of Chapter 181 of the Wisconsin Statutes. All provisions regarding the members, including the designation of classes, if any, shall be set forth in the Bylaws of the Corporation. The rights of members, or any class or classes of members, to vote shall be granted, denied, or limited to the extent specified in the Bylaws.**