Form 8718

User Fee for Exempt Organization Determination Letter Request

Attach this form to determination letter application. (Form 8718 is NOT a determination letter application.)

1 Name of organization
American Conservation Coalition, Inc.

2 Employer Identification Number
82-2038026

3 Type of request

a Initial request for a determination letter for:
   - An exempt organization that has had annual gross receipts averaging not more than $10,000 during the preceding 4 years or
   - A new organization that anticipates gross receipts averaging not more than $10,000 during its first 4 years

Note. If you checked box 3a, you must complete the Certification below.

Fee

Certification

I certify that the annual gross receipts of

name of organization

have averaged (or are expected to average) not more than $10,000 during the preceding 4 (or the first 4) years of operation.

Signature

Title

b Initial request for a determination letter for:
   - An exempt organization that has had annual gross receipts averaging more than $10,000 during the preceding 4 years or
   - A new organization that anticipates gross receipts averaging more than $10,000 during its first 4 years

Fee

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2015-8, 2015-1 I.R.B. 235, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

Where To File

Send the determination letter application and Form 8718 to:

Internal Revenue Service
P.O. Box 12192
Covington, KY 41012-0192

Who Should File

Organizations applying for federal income tax exemption, other than filers of Form 1023, Application for Recognition of Exemption Under Section 501(c)(3), or Form 1023-EZ (filed only electronically), should file Form 8718.

Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can send us comments from www.irs.gov/formspubs. Click on "More Information" and then on "Give us feedback." Or you can send your comments to the Internal Revenue Service, Tax Forms and Publications, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send the form to this address. Instead, see Where To File, above.
Form 2848

Power of Attorney
and Declaration of Representative

Information about Form 2848 and its instructions is at www.irs.gov/form2848.

Part I

Power of Attorney

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

<table>
<thead>
<tr>
<th>Taxpayer name and address</th>
<th>Taxpayer identification number(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>American Conservation Coalition, Inc.</td>
<td>82-2038028</td>
</tr>
<tr>
<td>520 E. Songbird Lane</td>
<td></td>
</tr>
<tr>
<td>Appleton, WI 54913-6806</td>
<td></td>
</tr>
</tbody>
</table>

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

<table>
<thead>
<tr>
<th>Name and address</th>
<th>CAF No.</th>
<th>PTIN</th>
<th>Telephone No.</th>
<th>Fax No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Attorney James M. Ledvina</td>
<td>0307-66553R</td>
<td></td>
<td>920-809-8990</td>
<td>920-467-2868</td>
</tr>
<tr>
<td>231 S. Adams Street</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Green Bay, WI 54301</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Check if to be sent copies of notices and communications</td>
<td>Check if new: Address [ ] Telephone No. [ ] Fax No. [ ]</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name and address</th>
<th>CAF No.</th>
<th>PTIN</th>
<th>Telephone No.</th>
<th>Fax No.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Check if to be sent copies of notices and communications</td>
<td>Check if new: Address [ ] Telephone No. [ ] Fax No. [ ]</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(Note: IRS sends notices and communications to only two representatives.)

<table>
<thead>
<tr>
<th>Name and address</th>
<th>CAF No.</th>
<th>PTIN</th>
<th>Telephone No.</th>
<th>Fax No.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Check if to be sent copies of notices and communications</td>
<td>Check if new: Address [ ] Telephone No. [ ] Fax No. [ ]</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(Note: IRS sends notices and communications to only two representatives.)

3 Acts authorized (you are required to complete this line). With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

<table>
<thead>
<tr>
<th>Description of Matter</th>
<th>Tax Form Number</th>
<th>Year(s) or Period(s) (if applicable)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 5000A Shared Responsibility Payment, Sec. 4980H Shared Responsibility Payment, etc. (see instructions)</td>
<td>(1040, 941, 720, etc.) (if applicable)</td>
<td>(see instructions)</td>
</tr>
</tbody>
</table>

Application for Recognition of Exemption Under Section 501(a)

1024

Not Applicable

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific Use Not Recorded on CAF.

5 Specific use not recorded on Centralized Authorization File (CAF).

5a Additional acts authorized. In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information):

- [ ] Authorize disclosure to third parties;
- [ ] Substitute or add representative(s);
- [ ] Sign a return;

5b Other acts authorized: Receive a copy of Determination Letter.

Receive and respond to any correspondence from IRS regarding Form 1024 and information submitted on and with Form 1024.

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Cat. No. 11980J

Form 2848 (Rev.12-2015)
Specific acts not authorized. My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.

List any other specific deceptions to the acts otherwise authorized in this power of attorney (see instructions for line 5b):

Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here.

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

Signature

Date

President

Title (if applicable)

Benjamin Backer

American Conservation Coalition, Inc.

Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
  a. Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
  b. Certified Public Accountant—licensed to practice as a certified public accountant is active in the jurisdiction shown below.
  c. Enrolled Agent—enrolled as an agent by the Internal Revenue Service per the requirements of Circular 230.
  d. Officer—a bona fide officer of the taxpayer organization.
  e. Full-Time Employee—a full-time employee of the taxpayer.
  f. Family Member—a member of the taxpayer’s immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
  g. Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
  h. Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). See Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.
  k. Student Attorney or CPA—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
  l. Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d)).

IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the “Licensing jurisdiction” column.

<table>
<thead>
<tr>
<th>Designation</th>
<th>Licensing jurisdiction (State) or other licensing authority (if applicable)</th>
<th>Bar, license, certification, registration, or enrollment number (if applicable)</th>
<th>Signature</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>Wisconsin</td>
<td>1073983</td>
<td>James M. Allen</td>
<td>12/12/12</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Read the instructions for each Part carefully. **A User Fee must be attached to this application.**

If the required information and appropriate documents are not submitted along with Form B718 (with payment of the appropriate user fee), the application may be returned to the organization.

**Complete the Procedural Checklist on page 6 of the instructions.**

**Part I: Identification of Applicant** (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

a  ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
b  ☑ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans’ organizations), or local associations of employees (Schedule B, page 8)
c  ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
d  ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
e  ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
f  ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
g  ☐ Section 501(c)(9)—Voluntary employees’ beneficiary associations (Parts I through IV and Schedule F, page 14)
h  ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
i  ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
j  ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
k  ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
l  ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
m  ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
n  ☐ Section 501(c)(29)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document)
American Conservation Coalition, Inc.

1b ☐ c/o Name (if applicable)
Benjamin Backer

1c Address (number and street) Room/Suite
520 E. Songbird Lane

1d City, town or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 2.
Appleton, WI 54913-6806

1e Web site address Month the annual accounting period ends
www.acc.eco December

2 Employer identification number (EIN) (if none, see Specific Instructions on page 2)
82: 2038028

3 Name and telephone number of person to be contacted if additional information is needed
Benjamin Backer
(920) 809-8990

6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code?
☐ Yes ☑ No
If "Yes," attach an explanation.

7 Has the organization filed Federal income tax returns or exempt organization information returns?
☐ Yes ☑ No
If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

a  ☑ Corporation—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
b  ☐ Trust—Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
c  ☐ Association—Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here . . . . . . . . . . . . . . .

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

**PLEASE SIGN HERE**

<table>
<thead>
<tr>
<th>Signature</th>
<th>Benjamin Backer, President</th>
</tr>
</thead>
<tbody>
<tr>
<td>Type or print name and title or authority of signer</td>
<td>(7/17/17)</td>
</tr>
</tbody>
</table>

For Paperwork Reduction Act Notice, see page 5 of the instructions.

Cat. No. 12343K
Part II. Activities and Operational Information (Must be completed by all applicants)

1. Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

   See Attached.

---

2. List the organization’s present and future sources of financial support, beginning with the largest source first.
   
   1. Public-at-large donors (personal/corporate donations)
   2. Other 501(c)(4) or 501(c)(3) organizations
Part II. Activities and Operational Information (continued)

3 Give the following information about the organization’s governing body:

<table>
<thead>
<tr>
<th>a Names, addresses, and titles of officers, directors, trustees, etc.</th>
<th>b Annual compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Benjamin Backer 520 E. Songbird Lane, Appleton, WI 54913, Director &amp; President</td>
<td>$45,000</td>
</tr>
<tr>
<td>Matthew Mailloux, 60 Dupaw Gould Road, Brookline, NH 03033, Director &amp; Vice-President</td>
<td>$0</td>
</tr>
<tr>
<td>Todd Myers 27585 SE 31st Place, Sammamish, WA 98075 Director</td>
<td>$0</td>
</tr>
<tr>
<td>Sage Kafsky, 124 River Rock Drive, Copperhill, TN 37317 Secretary</td>
<td>$1,000</td>
</tr>
<tr>
<td>Stefan Linge, 318 SE 13th Street, Battle Ground, WA 98604 Treasurer</td>
<td>$5,000</td>
</tr>
<tr>
<td>Only Officers will be compensated, Directors will receive no compensation.</td>
<td></td>
</tr>
</tbody>
</table>

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected. Not Applicable

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

The American Conservation Coalition, Inc. (the "ACC") will be related to a 501(c)(3) non-profit organization (that has yet to be formed). The new entity will provide educational opportunities on campuses throughout the United States that are related to the ACC's purpose.

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization’s creating instrument authorizes dividend payments on any class of capital stock. Not Applicable

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

Any member of the public who pays a membership fee of $35.00 annually can be a member of the organization. There will be only one class of general members. There will not be a limit to the amount of general members the organization will have. The general members will have no voting rights. General members will have the right to receive exclusive materials, exclusive invites to events, and merchandise.

8 Explain how your organization’s assets will be distributed on dissolution.

Upon dissolution the organization’s assets will be distributed to the National Audubon Society, Inc., its successor, or, if it has no successor, to another non-profit or governmental entity.
Part II. Activities and Operational Information (continued)

9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members?  □ Yes  ☑ No
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

10 Does, or will, any part of your organization’s receipts represent payments for services performed or to be performed? □ Yes  ☑ No
If "Yes," state in detail the amount received and the character of the services performed or to be performed.

11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed?  □ Yes  ☑ No
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? □ Yes  ☑ No
If "Yes," describe and explain the arrangement’s eligibility rules and attach a sample copy of each plan document and each type of policy issued.

13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? □ Yes  ☑ No
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

14 Does the organization now lease or does it plan to lease any property? ☑ Yes  □ No
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)
The organization plans to rent office space at the beginning of 2018 in either Seattle, WA or Denver, CO. The organization has not entered into any leases and does not have any terms of the lease at the time of this filing.

15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization?  ☑ Yes  □ No
If "Yes," explain in detail and list the amounts spent or to be spent in each case.
The organization will spend approximately 30% of its total fundraising revenue on supporting campaigns in areas where a pro-environmental conservative candidate is up for election. The organization will utilize the funds to create scorecards, mailers and events in support of the candidate.

16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? □ Yes  ☑ No
If "Yes," attach a recent copy of each.
## A. Statement of Revenue and Expenses

<table>
<thead>
<tr>
<th>Revenue</th>
<th>6/30/17</th>
<th>12/31/17</th>
<th>2018</th>
<th>2019</th>
<th>2020</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gross dues and assessments of members</td>
<td>3,000</td>
<td>12,000</td>
<td>17,000</td>
<td>25,000</td>
<td>57,000</td>
<td></td>
</tr>
<tr>
<td>2 Gross contributions, gifts, etc.</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>3 Gross amounts derived from activities related to the</td>
<td>153,000</td>
<td>355,000</td>
<td>507,000</td>
<td>1,015,000</td>
<td>2,030,000</td>
<td></td>
</tr>
<tr>
<td>the organization’s exempt purpose (attach schedule) (Include related</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>cost of sales on line 9.)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Gross amounts from unrelated business activities (attach schedule)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>5 Gain from sale of assets, excluding inventory items (attach</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>schedule)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Investment income (see page 3 of the instructions)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>7 Other revenue (attach schedule)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>8 Total revenue (add lines 1 through 7)</td>
<td>156,000</td>
<td>367,000</td>
<td>524,000</td>
<td>1,040,000</td>
<td>2,087,000</td>
<td></td>
</tr>
<tr>
<td>Expenses</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Expenses attributable to activities related to the</td>
<td>95,000</td>
<td>231,500</td>
<td>334,000</td>
<td>704,500</td>
<td>1,362,000</td>
<td></td>
</tr>
<tr>
<td>organization’s exempt purposes,</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>10 Expenses attributable to unrelated business activities</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>11 Contributions, gifts, grants, and similar amounts</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>paid (attach schedule)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Disturbances to or for the benefit of members (attach schedule)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>13 Compensation of officers, directors, and trustees (attach schedule)</td>
<td>51,000</td>
<td>83,000</td>
<td>125,000</td>
<td>184,000</td>
<td>443,000</td>
<td></td>
</tr>
<tr>
<td>14 Other salaries and wages,</td>
<td>0</td>
<td>15,000</td>
<td>25,000</td>
<td>65,000</td>
<td>105,000</td>
<td></td>
</tr>
<tr>
<td>15 Interest</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>16 Occupancy</td>
<td>0</td>
<td>0</td>
<td>20,000</td>
<td>25,000</td>
<td>25,000</td>
<td>75,000</td>
</tr>
<tr>
<td>17 Depreciation and depletion</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>18 Other expenses (attach schedule)</td>
<td>10,500</td>
<td>3,500</td>
<td>3,500</td>
<td>3,500</td>
<td>21,000</td>
<td></td>
</tr>
<tr>
<td>19 Total expenses (add lines 9 through 18)</td>
<td>153,500</td>
<td>353,000</td>
<td>512,500</td>
<td>982,000</td>
<td>2,001,000</td>
<td></td>
</tr>
<tr>
<td>20 Excess of revenue over expenses (line 8 minus line 19)</td>
<td>2,500</td>
<td>14,000</td>
<td>11,500</td>
<td>58,000</td>
<td>86,000</td>
<td></td>
</tr>
</tbody>
</table>

## B. Balance Sheet (at the end of the period shown)

<table>
<thead>
<tr>
<th>Assets</th>
<th>Current Tax Year as of 6/30/17...</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Cash</td>
<td>1</td>
</tr>
<tr>
<td>2 Accounts receivable, net</td>
<td>2</td>
</tr>
<tr>
<td>3 Inventories</td>
<td>3</td>
</tr>
<tr>
<td>4 Bonds and notes receivable (attach schedule)</td>
<td>4</td>
</tr>
<tr>
<td>5 Corporate stocks (attach schedule)</td>
<td>5</td>
</tr>
<tr>
<td>6 Mortgage loans (attach schedule)</td>
<td>6</td>
</tr>
<tr>
<td>7 Other investments (attach schedule)</td>
<td>7</td>
</tr>
<tr>
<td>8 Depreciable and depletiable assets (attach schedule)</td>
<td>8</td>
</tr>
<tr>
<td>9 Land</td>
<td>9</td>
</tr>
<tr>
<td>10 Other assets (attach schedule)</td>
<td>10</td>
</tr>
<tr>
<td>11 Total assets</td>
<td>11</td>
</tr>
<tr>
<td>Liabilities</td>
<td></td>
</tr>
<tr>
<td>12 Accounts payable</td>
<td>12</td>
</tr>
<tr>
<td>13 Contributions, gifts, grants, etc., payable</td>
<td>13</td>
</tr>
<tr>
<td>14 Mortgages and notes payable (attach schedule)</td>
<td>14</td>
</tr>
<tr>
<td>15 Other liabilities (attach schedule)</td>
<td>15</td>
</tr>
<tr>
<td>16 Total liabilities</td>
<td>16</td>
</tr>
<tr>
<td>Fund Balances or Net Assets</td>
<td></td>
</tr>
<tr>
<td>17 Total fund balances or net assets</td>
<td>17</td>
</tr>
<tr>
<td>18 Total liabilities and fund balances or net assets (add line 16 and</td>
<td>18</td>
</tr>
<tr>
<td>line 17)</td>
<td></td>
</tr>
</tbody>
</table>

If there has been any substantial change in any aspect of the organization’s financial activities since the end of the period shown above, check the box and attach a detailed explanation.
### Schedule B

**Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans’ organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.**

1. Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity?  
   - □ Yes  ☑ No

   If “Yes,” indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

2. Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium, buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings?  
   - □ Yes  ☑ No

   If “Yes,” explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

3. If the organization is claiming exemption as a homeowners’ association, is access to any property or facilities it owns or maintains restricted in any way?  
   - □ Yes  ☑ No

   If “Yes,” explain.

4. If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

   **Not Applicable**
Part II Activities and Operational Information – Line 1: Provide a detailed narrative description of all the activities of the organization - past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

The American Conservation Coalition, Inc.’s (the “ACC”) primary purpose is to change the conservative narrative regarding environmental issues by utilizing the following activities:

1. Environmental Activism

Percentage of Time Occupied: Environmental activism will occupy 50% of the ACC’s time.

Detailed Description of the Activity: The ACC will promote, support and help implement conservative solutions to environmental issues and will seek partnerships with individual activists to help advance its cause. The ACC will coordinate and educate individual activists to support pro-environmental conservative legislation and politicians who back pro-environmental conservative reforms. The ACC’s staff and volunteers will go door-to-door providing education to the public regarding pro-environmental conservative reforms and politicians. The ACC will also create scorecards for legislators regarding environmental issues and legislation.

Purpose of Activity: The overall purpose of supporting individual activism is to promote pro-environmental conservative reform and legislation.

How Activity Furthers Exempt Purpose: The coordination, education, and promotion of individual activism and support of like-minded politicians will further the ACC’s purpose of changing the conservative narrative regarding environmental issues.

When Activity Initiated: The environmental activism commenced when the ACC was created. Activism with regard to politicians and elections will commence during the 2018 election cycle.

Where and by Whom the Activity will be Conducted: The environmental activism will occur throughout the United States and will be conducted by the ACC’s staff and volunteers.

2. Environmental Lobbying

Percentage of Time Occupied: Lobbying activities will occupy 35% of the ACC’s time.

Detailed Description of the Activity: The ACC will lobby congress to ensure congress takes the ACC’s pro-environmental reforms seriously and to ensure that the ACC supports those members of congress that support the ACC’s pro-environmental stance. The ACC will meet with members of congress, suggest bills to sponsor, voice its support/dislike of legislation, and help educate the offices on conservative pro-environmental policy.
Purpose of Activity: The purpose of the environmental lobbying is to promote laws and policy that are conservative and pro-environment.

How Activity Furthers Exempt Purpose: The lobbying efforts further the ACC’s exempt purpose because it helps educate lawmakers on environmental issues and will help facilitate the creation of conservative pro-environmental laws.

When Activity Initiated: Environmental lobbying will commence at the end of 2017.

Where and by Whom the Activity will be Conducted: Environmental lobbying will occur throughout the nation, but primarily in Washington D.C. The ACC will have policy staff located in Washington D.C. that will lead its lobbying efforts.

3. Formation of Coalition of Pro-Environment Conservatives

Percentage of Time Occupied: The formation of a pro-environment conservative coalition will occupy 15% of the ACC’s time.

Detailed Description of the Activity: The ACC will engage similar organizations to form a coalition of organizations that have similar goals to showcase the growing movement of environmentally-minded conservatives. The coalition will be listed on the ACC’s website.

Purpose of Activity: The purpose of forming a coalition to help expand the ACC’s pro-environmental conservative views and to help facilitate partnerships, growth and potential partnerships with similar organizations.

How Activity Furthers Exempt Purpose: The formation of a coalition will help the ACC reach more individuals with its pro-environmental conservative message. In addition, it will provide a forum for the ACC to learn from other organizations and develop practices to help spread its message.

When Activity Initiated: The ACC’s formation of the coalition commenced upon the ACC’s incorporation.

Where and by Whom the Activity will be Conducted: The ACC’s coalition forming activities will occur nationwide, primarily through telephone calls and emails. The ACC’s staffers and officers will participate in activities to help build and maintain the coalition.
Part III Financial Data – Line 3 – Gross Amounts Derived from Activities Related to the Organization’s Exempt Purpose:

<table>
<thead>
<tr>
<th>Item</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
<th>2020</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sponsor Fees</td>
<td>1,500</td>
<td>2,500</td>
<td>3,500</td>
<td>7,500</td>
<td>15,000</td>
</tr>
<tr>
<td>Merchandise</td>
<td>1,500</td>
<td>2,500</td>
<td>3,500</td>
<td>7,500</td>
<td>15,000</td>
</tr>
<tr>
<td>Donations / Contributions</td>
<td>150,000</td>
<td>350,000</td>
<td>500,000</td>
<td>1,000,000</td>
<td>2,000,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>153,000</strong></td>
<td><strong>355,000</strong></td>
<td><strong>507,000</strong></td>
<td><strong>1,015,000</strong></td>
<td><strong>2,030,000</strong></td>
</tr>
</tbody>
</table>

Part III Financial Data – Line 13 – Compensation of Officers, Directors, and Trustees:

<table>
<thead>
<tr>
<th>Name / Office</th>
<th>Annual Compensation</th>
<th>Avg. Time Per Week</th>
<th>Avg. Time Per Month</th>
<th>Avg. Time Per Year</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Year</td>
<td>2017</td>
<td>2018</td>
<td>2019</td>
</tr>
<tr>
<td>Benjamin Backer - President</td>
<td>45,000</td>
<td>50,000</td>
<td>70,000</td>
<td>100,000</td>
</tr>
<tr>
<td>Matthew Mailloux - Vice-President</td>
<td>0</td>
<td>25,000</td>
<td>40,000</td>
<td>60,000</td>
</tr>
<tr>
<td>Stefan Linge - Treasurer</td>
<td>5,000</td>
<td>6,500</td>
<td>9,000</td>
<td>15,000</td>
</tr>
<tr>
<td>Sage Kafisky - Secretary</td>
<td>1,000</td>
<td>1,500</td>
<td>6,000</td>
<td>9,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>51,000</strong></td>
<td><strong>83,000</strong></td>
<td><strong>125,000</strong></td>
<td><strong>184,000</strong></td>
</tr>
</tbody>
</table>

Part III Financial Data – Line 18 – Other Expenses:

<table>
<thead>
<tr>
<th>Item</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
<th>2020</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Attorney Fees</td>
<td>7,500</td>
<td>2,000</td>
<td>2,000</td>
<td>2,000</td>
<td>13,500</td>
</tr>
<tr>
<td>Accounting Fees</td>
<td>3,000</td>
<td>1,500</td>
<td>1,500</td>
<td>1,500</td>
<td>7,500</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>10,500</strong></td>
<td><strong>3,500</strong></td>
<td><strong>3,500</strong></td>
<td><strong>3,500</strong></td>
<td><strong>21,000</strong></td>
</tr>
</tbody>
</table>
ARTICLES OF INCORPORATION
OF
AMERICAN CONSERVATION COALITION, INC.

The undersigned, a natural person of the age of eighteen (18) years or more, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a non-stock, not-for-profit corporation pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes:

ARTICLE I
NAME

The name of the corporation is American Conservation Coalition, Inc.

ARTICLE II
PURPOSE

The purposes for which the corporation is organized are to promote social welfare within the meaning of I.R.C. §501(c)(4) (In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue law). Specifically, the purpose of the corporation is to change the conservative narrative on the environment through innovative education, activism and outreach.

ARTICLE III
ACTIVITIES AND RESTRICTIONS

Section 1. The corporation shall not declare or pay any dividends, liquidating dividends, or distributions to any private individual, officer or director of the corporation.

Section 2. No part of the net earnings or net income of the corporation shall inure to the benefit of any private individual or officer or director of the corporation; provided,
however, that such a person may receive reasonable compensation for personal services rendered which are necessary to carrying out the exempt purposes of the corporation.

**Section 3.** The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under I.R.C. §501(c)(4). The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

**Section 4.** Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. §501(c)(4).

**ARTICLE IV**
**MEMBERS**

The corporation shall have no members.

**ARTICLE V**
**DIRECTORS**

The affairs of the corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the By-Laws from time to time, but shall not be less than three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the By-Laws.

**ARTICLE VI**
**OFFICERS**

The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be deemed necessary from time to time by the Board of Directors. Officers shall be elected by the Board of Directors. The terms of office, qualifications and method of election of officers shall be as specified in the By-Laws.
ARTICLE VII
AMENDMENT

These Articles of Incorporation may be amended by the directors of the corporation by such vote as may at the time be required by the Wisconsin Non-Stock Corporation Law, provided that no amendment shall substantially change the original purposes of the corporation.

ARTICLE VIII
DISSOLUTION

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to National Audubon Society, Inc., or its successors, or if National Audubon Society, Inc. doesn’t exist and has no successors, to one or more organizations then described in I.R.C. §170(c)(2), §501(c)(3), §2055(a)(2) and §2522(a)(2) having purposes substantially similar to those of the corporation [except that no private foundation as defined by I.R.C. §509(a) shall be a recipient] or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the corporation is then located.

ARTICLE IX
PRINCIPAL OFFICE; REGISTERED AGENT

The address of the initial registered agent of the corporation is 520 E. Songbird Lane, Appleton, WI 54913. The mailing address of the principal office of the corporation is 520 E. Songbird Lane, Appleton, WI 54913. The name of the initial registered agent of the corporation at such address is Benjamin Backer.
ARTICLE X
INCORPORATORS

The name and address of the incorporator is: James M. Ledvina, 231 S. Adams Street, P.O. Box 23200, Green Bay, Wisconsin 54305-3200.

Executed this 30th day of June, 2017.

[Signature]
James M. Ledvina, Incorporator

THIS DOCUMENT DRAFTED BY:
Attorney James M. Ledvina
Law Firm of Conway, Olejniczak & Jerry, S.C.
231 S. Adams Street
P.O. Box 23200
Green Bay, Wisconsin 54305-3200
262-983-3551
State of Wisconsin
Department of Financial Institutions

Endorsement

ARTICLES OF INCORPORATION - CHAP 181
AMERICAN CONSERVATION COALITION, INC.

Received Date: 6/30/2017
Filed Date: 7/3/2017

Filing Fee: $35.00
Expediting Fee: $25.00
Total Fee: $60.00

Entity ID#: A082902
OOS# 201706305287751
BYLAWS OF

AMERICAN CONSERVATION COALITION, INC.

ARTICLE I

Offices and Purpose

Section 1. Principal Office. The corporation shall maintain a principal office in Appleton, Wisconsin. The corporation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

Section 2. Address of Registered Agent. The corporation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the corporation. The identity and address of the registered agent may be changed from time to time by resolution of the Board of Directors and filing of a statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

Section 3. Purpose. The corporation is organized and shall be operated exclusively to promote social welfare within the meaning of I.R.C. §501(c)(4) (In these Bylaws, the term “I.R.C.” means the Internal Revenue Code and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue law). Specifically, the purpose of the corporation is to change the conservative narrative on the environment through innovative education, activism and outreach.

ARTICLE II

Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number. The initial number of directors shall be no less than three (3) and no more than nine (9) and shall serve for the term provided in Section 4 of this Article. Subject to the provisions in the Articles of Incorporation that the number of directors shall never be less than three (3), the number of directors may be determined from time to time by the affirmative vote of a majority of the number of directors of this corporation then in office.

Section 3. Qualifications of Directors. Directors need not be residents of the State of Wisconsin.

Section 4. Election Term.
(a) **Method of Election.** Directors of this corporation shall be elected at the annual meeting of the Board of Directors by the affirmative vote of a majority of the directors then in office.

(b) **Term of Office.** Directors shall hold office from the close of the annual meeting for a term of one year, or until their successors have been elected and qualified.

**Section 5. Resignation.** A director may resign at any time by filing a written resignation with the Secretary of the corporation.

**Section 6. Removal.** A director may be removed from office with or without cause by the affirmative vote of a majority of the other directors of this corporation then in office either at a regular meeting or at any special meeting of the directors called for that purpose.

**Section 7. Vacancies.** In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, an interim director shall be elected by the affirmative vote of a majority of the number of directors of this corporation then in office until a successor is elected upon expiration of the term of office for that director.

**Section 8. Annual Meeting.** The annual meeting of the Board of Directors shall be held on the first day of August in each year, at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

**Section 9. Regular Meeting.** The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

**Section 10. Special Meetings.** Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary, and shall be called by the Secretary on the written request of any two (2) directors.

**Section 11. Notice and Waiver of Notice.**

(a) **Notice.** Notice of any special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice mailed to each director at his/her business address at least forty-eight (48) hours prior thereto, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express
purpose of objection to the transaction of any business because the meeting is not
lawfully called or convened. The purpose of the business to be transacted at any special
meeting of the Board of Directors need not be specified in the notice or waiver of notice
of such meeting.

(b) Waiver of Notice. Whenever any notice is required to be given under the
provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the
Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed
at any time by the person or persons entitled to such notice, shall be deemed equivalent to
the giving of such notice.

Section 12. Quorum. A majority of the number of directors fixed by Section 2 of this
Article shall constitute a quorum for the transaction of business at any meeting of the Board of
Directors, but if less than such majority is present at a meeting, a majority of the directors
present may adjourn the meeting from time to time without further notice.

Section 13. Manner of Acting. The act of a majority of the directors present at a
meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of
a greater number is required by Chapter 181 of the Wisconsin Statutes, or the Articles of
Incorporation or Bylaws of the corporation.

Section 14. Informal Action by Directors. Any action required by the Articles of
Incorporation or Bylaws of the corporation, or any provision of law to be taken at a meeting, or
any other action which may be taken at a meeting, may be taken without a meeting if a consent
in writing setting forth the action so taken shall be signed by all of the directors entitled to vote
with respect to the subject matter thereof. Such consent shall have the same force and effect as a
unanimous vote.

Section 15. Meetings by Electronic Means of Communication. The Board of Directors
may conduct any regular or special meeting by the use of any electronic means of
communication, provided (1) all participating directors or committee members may
simultaneously hear each other’s communication during the meeting, or (2) all communication
during the meeting is immediately transmitted to each participating member, and each
participating member is able to immediately communicate messages to all other participating
member.

Section 16. Compensation. Directors may receive compensation for services rendered
in their capacity as a Director of the corporation. Such compensation shall be determined by the
affirmative vote of a majority of the number of directors of this corporation then in office

ARTICLE III
Officers

3
Section 1. Number. The principal officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may elect such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Vice President. Officers need not be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting by the affirmative vote of a majority of directors then in office. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office from the close of the annual meeting for a term of one (1) year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer’s death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties. Officers and agents elected or appointed by the Board of Directors shall have such powers and perform such duties as may from time to time be prescribed by resolution of the Board of Directors and, failing such resolution, shall have such powers and perform such duties as are normally incident to and incumbent upon their respective offices.

Section 6. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 7. Compensation. Officers may receive compensation for services rendered in their capacity as an Officer of the corporation. Such compensation shall be determined by the affirmative vote of a majority of the number of directors of this corporation then in office.

ARTICLE IV
Indemnification
Section 1. Indemnification for Successful Defense. Within twenty (20) days after receipt of a written request pursuant to Section 3, the corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the corporation.

Section 2. Other Indemnification.

(a) In cases not included under Section 1, the corporation shall indemnify a director or officer against all liabilities and expenses incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the corporation, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the corporation and the breach or failure to perform constitutes any of the following:

1. A willful failure to deal fairly with the corporation in connection with a matter in which the director or officer has a material conflict of interest.

2. A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

3. A transaction from which the director or officer derived an improper personal profit.

4. Wilful misconduct.

(b) Determination of whether indemnification is required under this Section shall be made pursuant to Section 5.

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this Section.

Section 3. Written Request. A director or officer who seeks indemnification under Section 1 or 2 shall make a written request to the corporation.

Section 4. Nonduplication. The corporation shall not indemnify a director or officer under Section 1 or 2 if the director or officer has previously received indemnification or allowance of expenses from any person, including the corporation, in connection with the same proceeding. However, the director or officer has no duty to look to any other person for indemnification.
Section 5. Determination of Right to Indemnification.

(a) Unless otherwise provided by the Articles of Incorporation or by written agreement between the director or officer and the corporation, the director or officer seeking indemnification under Section 2 shall select one of the following means for determining his or her right to indemnification:

(1) By a majority vote of a quorum of the Board of Directors consisting of directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by majority vote of a committee duly appointed by the Board of Directors and consisting solely of two (2) or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

(2) By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in sub. (1) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including directors who are parties to the same or related proceedings.

(3) By a panel of three (3) arbitrators consisting of one arbitrator selected by those directors entitled under sub. (2) to select independent legal counsel, one arbitrator selected by the director or officer seeking indemnification and one arbitrator selected by the two (2) arbitrators previously selected.

(4) By a court under Section 8.

(5) By any other method provided for in any additional right to indemnification permitted under Section 7.

(b) In any determination under (a), the burden of proof is on the corporation to prove by clear and convincing evidence that indemnification under Section 2 should not be allowed.

(c) A written determination as to a director’s or officer’s indemnification under Section 2 shall be submitted to both the corporation and the director or officer within 60 days of the selection made under (a).

(d) If it is determined that indemnification is required under Section 2, the corporation shall pay all liabilities and expenses not prohibited by Section 4 within 10 days after receipt of the written determination under (c). The corporation shall also pay all expenses incurred by the director or officer in the determination process under (a).
Section 6. Advance Expenses. Within 10 days after receipt of a written request by a
director or officer who is a party to a proceeding, the corporation shall pay or reimburse his or
her reasonable expenses as incurred if the director or officer provides the corporation with all of
the following:

(a) A written affirmation of his or her good faith belief that he or she has not
breached or failed to perform his or her duties to the corporation.

(b) A written undertaking, executed personally or on his or her behalf, to repay
the allowance to the extent that it is ultimately determined under Section 5 that
indemnification under Section 2 is not required and that indemnification is not ordered by
a court under Section 8(b)(2). The undertaking under this subsection shall be an
unlimited general obligation of the director or officer and may be accepted without
reference to his or her ability to repay the allowance. The undertaking may be secured or
unsecured.

Section 7. Nonexclusivity.

(a) Except as provided in (b), Section 1, 2 and 6 do not preclude any additional
right to indemnification or allowance of expenses that a director or officer may have
under any of the following:

(1) The Articles of Incorporation.

(2) A written agreement between the director or officer and the
corporation.

(3) A resolution of the Board of Directors.

(b) Regardless of the existence of an additional right under (a), the corporation
shall not indemnify a director or officer, or permit a director or officer to retain any
allowance of expenses unless it is determined by or on behalf of the corporation that the
director or officer did not breach or fail to perform a duty he or she owes to the
corporation which constitutes conduct under Section 2(a)(1), (2), (3) or (4). A director or
officer who is a party to the same or related proceeding for which indemnification or an
allowance of expenses is sought may not participate in a determination under this
subsection.
Section 8. Court-Ordered Indemnification.

(a) Except as provided otherwise by written agreement between the director or officer and the corporation, a director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court under Section 5(a)(5) or for review by the court of an adverse determination under Section 5(a)(1), (2), (3), (4) or (6). After receipt of an application, the court shall give any notice it considers necessary.

(b) The court shall order indemnification if it determines any of the following:

(1) That the director or officer is entitled to indemnification under Section 1 or 2.

(2) That the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, regardless of whether indemnification is required under Section 2.

(c) If the court determines under (b) that the director or officer is entitled to indemnification, the corporation shall pay the director’s or officer’s expenses incurred to obtain the court-ordered indemnification.

Section 9. Indemnification of Employees or Agents. The corporation may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer by general or specific action of the Board of Directors or by contract.

Section 10. Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is an employee, agent, director or officer of the corporation against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, director or officer, regardless of whether the corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under Sections 1, 2, 6 and 9.

Section 11. Liberal Construction. In order for the corporation to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

Section 12. Definitions Applicable to This Article.

(a) “Corporation” means American Conservation Coalition, Inc.
(b) "Director or Officer" means any of the following:

(1) A natural person who is or was a director or officer of this corporation.

(2) A natural person who, while a director or officer of this corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise.

(3) Unless the context requires otherwise, the estate or personal representative of a director or officer.

(c) "Expenses" include fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a proceeding.

(d) "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses.

(e) "Party" includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

(f) "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the corporation or by any other person.

Section 13. Private Foundations. Notwithstanding the foregoing, the corporation shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE V
Fiscal Year

The fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE VI
No Seal

The corporation shall have no seal.
ARTICLE VII
Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. Unless otherwise directed by resolution of the Board of Directors or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the corporation shall be signed by the President and by any one of the following officers who is a different person: Vice President, Secretary or Treasurer. The Board of Directors may, however, authorize any one of such officers or one or more other officers or agents to sign any of such instruments for and on behalf of the corporation without necessity of counter signature.

Section 2. Loans. No funded indebtedness shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII
Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof, by the affirmative vote of a majority of the number of directors of this corporation then in office.

Section 2. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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Certified a true and correct copy of the Bylaws adopted on the 30th day of June, 2017, by the Board of Directors of American Conservation Coalition, Inc.