



information packet for prospective board members

Latest Revision
October 2015

Contact Information
Northwest Passage, Ltd
203 United Way
Frederic, WI 54837

Contact
Mark Elliott
Executive Director
715.491.6690 (mobile)
marke@nwpltd.org



cover letter and table of contents



northwestpassage

Dedicated to restoring hope through innovative mental health services for children and families.

Northwest Passage, Ltd.

Administration Offices

203 United Way
Frederic, WI 54837
tel: 715 327 4402
fax: 715 327 4470

Riverside

7818 Moline Road
Webster, WI 54893
tel: 715 866 8301
fax: 715 866 8374

Lakeshore

1661 Hams Road
Spooner, WI 54801
tel: 715 635 7204
fax: 715 635 3401

Prairieview

203 United Way
Frederic, WI 54837
tel: 715 327 4402
fax: 715 327 4470

Assessment

203 United Way
Frederic, WI 54837
tel: 715 327 4402
fax: 715 327 4470

Oasis

16096 West Highway 63
Hayward, WI 54893
tel: 715 699 1457
fax: 715 327 4470

Transitions

847 Highview Drive A
New Richmond, WI 54017
tel: 715 246 2759
fax: 715 246 3264

www.nwpltd.org

Dear Prospective Board Member,

Let me start by expressing gratitude for your consideration of serving our worthy cause. It is with commitments like yours that we are able to serve such a diverse population of children and their families year after year.

Northwest Passage serves over 350 clients annually through its residential mental health treatment programs. We provide intensive mental health treatment for boys at Riverside, located along the quiet banks of the Clam River; experiential residential treatment for boys at Lakeshore, sitting at the sandy shores of Lake Rooney; and intensive residential treatment for girls at our Prairieview location situated in the beauty of the local prairie. At our Prairieview location we also have a one-of-a-kind, comprehensive, 30-day assessment program for boys and girls. To compliment the varying needs of our clients we also have a group home for youth, Northwest Passage Oasis in Hayward and one for adults, Northwest Passage Transitions in New Richmond.

We are able to provide the children and families we serve with hope through our innovative mental health services. We utilize the healing quality of nature, the power of hope, and the talent of our highly qualified staff to reach our clients in a meaningful way.

But don't listen to us... listen to what our clients have to say:

“What makes Northwest Passage especially worthy of support is their commitment to the whole child, from their nutrition all the way to the quality of time spent outdoors.”

“We are grateful for all that Northwest Passage did for our son. Without his time spent there, he would have been lost.”

Please consider joining this effort by applying to be a board member on our 2016 board of directors.

Thank you for your time,

Mark Elliott
Executive Director



Table of Contents



A.	Board Member Information	
1.	Position Description	p. 1
2.	Code of Conduct	p. 2
3.	Position Application	p. 3
4.	Board Calendar	p. 4
5.	Acronyms and Industry Terms	p. 5
B.	Northwest Passage Information	
1.	Mission, Vision, Values	p. 6
2.	Program Descriptions	p. 7
3.	Therapeutic Lifestyle	p. 8
C.	Organizational Structure	
1.	Organizational Summary	p. 9
2.	Senior Leadership Team	p. 10-11
D.	Organization Information	
1.	Annual Report	p. 12
2.	Board Bylaws	p. 13-17



board member information



A. Board Member Information

1. Position Description

DIGNITY: *“Our boy is finding acceptance for the first time since his time at Passage. He has NEVER experienced anything like that outside of his treatment. He was being included and accepted. Thank you.”*
-Parent

HOPE: *“I would like to thank you all for helping me **succeed in life** - thank you so much.”*
-Former Client

RECOVERY: *“I go to nature to be **soothed and healed**, and to have my senses put in order.”*
-John Burroughs

QUALITY: *Caring for the mind is as important and crucial as caring for the body. In fact, one cannot **be healthy** without the other.”*
- Sid Garza-Hillman

From the current Board of Directors

The Board of Directors of Northwest Passage is legally and morally accountable for the financial health and systems effectiveness of the organization. The Board of Directors will provide mission-based leadership and strategic governance. While day-to-day operations are led by the Northwest Passage Executive Director, the Board-Executive relationship is a partnership to advance the NWP Mission and support the best practices of Northwest Passage in the field of mental health services.

The Board ensures that the organization achieves its mission in an ethical, transparent, accountable, and prudent manner. Each Board Director is accountable for the functions described below, all of which are accomplished at Board meetings and by committee assignments through review of information, strategic questioning, conversation, and decision making.

Leadership, Governance and Oversight

1. Serve as a trusted advisor to the Executive Director as he/she develops and implements the Northwest Passage strategic plan.
2. Articulate and advance the Northwest Passage Mission through development and fund-raising. A Board Director will consider Northwest Passage a philanthropic priority by making annual gifts, supporting fund-raising and solicitation goals.
3. Define and monitor key areas of performance compared with short and long-range strategy/plans, assess results, and ensure that steps are taken for continuous quality improvement in all areas.
4. Ensure financial sustainability and fiduciary responsibilities by reviewing and approving: the annual budget, audit reports, and material business decisions and practices.
5. Contribute to an annual performance evaluation of the Executive Director and Executive compensation review.
6. Assist the Executive Director and Board Chair in identifying and recruiting other Board Directors to ensure competent and consistent Board Director/Officer succession. Define criteria for Board membership, ensure proper recruitment of candidates, elect members and officers, and ensure proper orientation and development of Board members.
7. Define and enforce parameters of the Board’s work, including its committees, and the role and performance of the individual Board member and assess overall Board effectiveness.
8. Serve on Committees or task forces and take on special assignments as needed.
9. Help set standards, controls, and policies that support sound risk management practices. Ensure compliance with relevant laws and regulations affecting the organization and ensure that adequate corporate risk management practices are in place, e.g. safety and security, insurance, data controls, personnel management practices.
10. Act as a think tank and sounding board regarding organizational health and effectiveness and the marketplace environment without compromising management’s authority.



A. Board Member Information
2. Code of Conduct

COMPASSION: *“When I is replaced with **WE**, even Illness becomes **Wellness**.”*
-Healthy Place

NATURE: *“Look deep into nature, and then you will understand everything better.”*
-Albert Einstein

RESPECT: *“I still use my DBT skills, especially Radical Acceptance, I even teach it to my friends. I **am still working** on my photography skills and knitting. Thank you from the bottom of my heart.”*
-Former Client

BOARD MEMBER CODE OF CONDUCT

1. I will regularly attend Board and assigned committee meetings. I will prepare for these meetings by reviewing provided materials ahead of time. I will participate in conversations and ask strategic questions at the meetings.
2. I will act in a way that contributes to the effective operation of the Board; e.g. share my skills/expertise; use my knowledge to influence strategy, maintain confidentiality, support decisions once made (regardless of my vote), support the policies & procedures for conducting business, etc.
3. I will keep informed about NWP. I will focus on the good of the organization, independent of personal agenda, self-interest, or influence of others. I will participate in opportunities to better understand the organization’s mission and service delivery.
4. I will help support the charitable contributions operation of NWP by making an annual gift to the best of my personal ability, attending all events, and participating in other fund development activities by taking on various tasks tailored to my comfort and skills.
5. As appropriate, I will use personal and professional contacts and expertise to benefit NWP without compromising ethics or trespassing on relationships.
6. I will inform the Board of any potential conflicts of interest, whether real or perceived, and abide by the decision of the Board related to the situation.
7. I will respect the authority of the President/Executive Director and staff, realizing the difference between governance and management decisions.
8. I agree to step down from the Board if I am unable to fulfill these expectations.

Print Name

Signature

Date Signed



A. Board Member Information

3. Position Application

Board Member Personal Information		
Full Name (Last, First, MI)	Email Address	
Home Address (street, city, state, zip code)	Home Phone	Cell Phone
Employer (May we contact you at work: <input type="checkbox"/> Y <input type="checkbox"/> N)	Job Title	Work Phone
Emergency Contact Information		
Full Name	Relationship	Phone Number
Full Name	Relationship	Phone Number
Volunteer History		
PLEASE LIST BOARDS AND COMMITTEES THAT YOU SERVE ON, OR HAVE SERVED ON, BELOW (i.e. business, civic, community, fraternal, political, professional, recreational, religious, and social)		
Organization	Role/Title	Dates of Service
Background		
Education/Training Certificates		
How do you feel that Northwest Passage would benefit from your involvement on the board?		
Please list any groups, organizations, or businesses to which you could serve as liaison on behalf of Northwest Passage.		
Please tell us anything else you'd like to share.		
Applicant Signature		
I have completed and reviewed this entire form and attest that the information provided is true. I am volunteering my time for personal reasons. I understand I will not be paid for my services as a volunteer and I accept no compensation. By signing below, I am agreeing to all terms, conditions, and statements listed within this application.		
_____	_____	_____
Applicant Signature	Date Signed	



A. Board Member Information
4. Board Calendar

2016 BOARD CALENDAR (DRAFT)

The board will meet quarterly. Dates subject to change.



COMPASSION:
"We rise by lifting others."
-Robert Ingersoll

- January 20
Development Update
- May 18
Development Update
- September 21
Development Update
Review and approve 2017 leases
DCF Rate setting for 2017
- December 14 or 21 (Annual Meeting)
Approve 2017 Budget
Annual Report
Development Goals
2017 Strategic Planning Goals
Executive Compensation Review
- Committees (meet twice annually)
Development
Board Recruitment
Finance
Executive



A. Additional Information
10. Acronyms and Industry Terms



ACRONYMS

The following terms are commonly used during regular business practices at Northwest Passage. All Board members will be required to familiarize themselves with these terms.

DCF

Department of Children and Families (DCF), our programs that provide treatment and assessment to children are licensed and regulated by this department.

RCC

Residential Caring Center (RCC), this is the label that the state gives our services. On the continuum of services only correctional facilities and locked psychiatric hospitals are considered a “higher” level of care.

WAFCA

Wisconsin Association of Families and Children Agencies (WAFCA), is an association that advocates for social services policy at the state level. We are a member of WAFCA.

NATSAP

National Association of Therapeutic Schools and Programs, represents a variety of organizations providing services across North America. Our membership with NATSAP is an important connection to our private pay clients and educational consultants.

ADVANCED

AdvancED is an agency dedicated to reviewing educational institutions for accreditation. Northwest Passage’s educational program has been through a rigorous on-site review and has received accreditation, allowing us to offer our clients credit for their education while in our programs.

EDUCATIONAL CONSULTANTS

Educational Consultants or Ed Consultants, provide assistance to families seeking appropriate services for their children (i.e. residential treatment programs, boarding schools, and so on). Ed Consultant services are paid for by the family directly.

EXPERIENTIAL THERAPY

Experiential Therapy focuses on engaging residents directly in their learning environment through genuine experiences. Northwest Passage programs allow kids to go on outdoor adventures, become accomplished photographers, traverse low ropes courses, indulge in the culinary arts, and master basic gardening skills. Programming focuses on building healthy peer to peer and staff to resident relationships, team building, and problem solving.

IANL

In a New Light (IANL) is a part of our Experiential Therapy programming. It is a strength based nature photography project developed at Northwest Passage which has gained national acclaim.





northwest passage information



B. Northwest Passage Information

1. Mission, Vision, Values Statement

OUR MISSION: Northwest Passage is dedicated to restoring hope through innovative mental health services for children and families

OUR VISION: We consistently strive to implement the highest quality mental health service in a community dedicated to hope and recovery

OUR VALUES: Northwest Passage is guided in the pursuit of its mission and vision by this set of core values: **Integrity, Compassion, Quality, and Respect**

From its genesis in 1978, Northwest Passage programming has focused on blending traditional mental health treatment with arts and nature based therapy. Though the problems facing children and teens have evolved since 1978, the fundamental needs for self-respect, trust, relationships, and steady guidance remain the same. And while Northwest Passage has grown in size and sophistication, we've never lost sight of the foundations all children need to be successful.

Above anything else, Northwest Passage's goal is to restore hope in our clients. By investing in the lives of marginalized youth, we are influencing and changing how mental health is ultimately treated and viewed. The transformations we see are no less than extraordinary.





B. Northwest Passage Information

2. Program Descriptions

RIVERSIDE: *70 acres of beautiful property wrapped around the Clam River which features a yurt clad peninsula, docks for fishing and plenty of kayaks for optimal outdoor enjoyment. The property also features an indoor gym, school, playscape, and three homes.*

LAKESHORE: *14 acres of lake side property complete with its own beach. In addition to the property's cabin-like home, there is an indoor gymnasium, educational facility, and an abundance of outdoor space and recreational opportunities including gardens and a low ropes course.*

PRAIRIEVIEW & CHILD AND ADOLESCENT CENTER: *This conveniently located center is situated on 25 acres of prairie. It features a full service cafeteria, comprehensive on-site treatment staff, classrooms, and space for lounging - all under one roof. Upcoming construction will add an on-site wellness center which will include a recreation area and outdoor education classrooms.*

NORTHWEST PASSAGE RIVERSIDE

Riverside provides intensive residential treatment for adolescent boys with a history of complex mental health issues, behavioral challenges, and trauma. Length of stay can vary greatly, often clients stay more than six months and could be with us up to a year and a half.

NORTHWEST PASSAGE LAKESHORE

Lakeshore is a therapeutic activity-based residential treatment program for young men working through challenges. We offer a small group intensive treatment experience designed to address each client's mental health issues while promoting recovery concepts. Program activities focus on empowering clients, increasing self-worth, developing healthy coping skills, building a constructive connection with the community, and positive relationship building - all in a home-like environment on a secluded Northwoods lake.

NORTHWEST PASSAGE PRAIRIEVIEW

Prairieview is an intensive residential program for adolescent girls experiencing a diverse set of challenges associated with their mental health issues. We offer intensive, small group therapeutic and skill-building experience. Residents learn to support other members within the group, tap personal strengths, and develop self-discipline. The challenges within the adventure education program teach cooperation, self-control, and the fundamental need for following rules and limits. A primary objective of this program is to provide a treatment community that reopens the possibility of renewed self-respect.

NORTHWEST PASSAGE CHILD AND ADOLESCENT CENTER

Child and Adolescent Center is home to a very unique and comprehensive clinical assessment program for boys and girls ages 6 to 17. Assessments focus on neuropsychological evaluation, family assessment, psychiatric assessment, educational and behavioral assessments, health/medical assessments, and, when necessary, chemical health assessment. We recognize the significant value of professional collaboration; therefore, our assessments are completed in a highly integrated interdisciplinary team model that is more intensely beneficial than traditional outpatient evaluation services. Our assessment generates a dynamic treatment plan designed by the multidisciplinary team to address both the needs of the child and family, which allows for a much greater chance for success.

NORTHWEST OASIS

Oasis provides comprehensive community-based services to teenage boys in need. The goal of the program is to significantly reduce out-of-home placement costs by utilizing a group home model that is the "hub" of services for clients. We use preexisting community services and couple those with a stable and structured setting. This structure gives our clients opportunities to experience success in their home community and assists them in a seamless transition home.

NORTHWEST TRANSITIONS

Northwest Transitions is a program within Northwest Passage and is licensed by the state of Wisconsin as an adult family home serving four clients. The group home is contracted with St. Croix County Mental Health and is working as part of their community support program and emergency services to provide services for adults who are classified by the State of Wisconsin as having emotional disturbances/mental illness.



B. Northwest Passage Information
3. Living a Therapeutic Lifestyle the Passage Way



Our goal is not only to help our clients succeed in treatment but also to sustain those successes after their stay. The way we do this is to focus on helping our clients develop a therapeutic lifestyle; one that teaches our kids how to enjoy life. Our programming is grounded in these eight elements of healthy living.

NATURE

Our programs are set in beautiful Northwestern Wisconsin and incorporate our natural environment in all of our services. Nature is a source of healing.

RECREATION

Finding those activities that can ignite passions and become hobbies helps develop personal satisfaction and a sense of mastery. Recreation is refreshing and revitalizing.



RELAXATION

Teaching principles and methods of relaxation helps manage distress and provides an opportunity to step back from our fast-paced world. Relaxation promotes mindfulness.

NUTRITION

The fuel we choose for our bodies has a direct impact on our emotional well-being in addition to our physical well-being. Good nutrition feeds the soul.

EXERCISE

A healthy understanding of the role movement plays in our day-to-day lives is critical to sustaining positive mental health. Exercise comes in many forms. Healthy bodies, healthy minds.



RELATIONSHIPS

Relationships are the core of our human experience and a reflection of our health. We have relationships with ourselves, with our families and peers, and with our communities. Relationships transform and create hope.

GIVING BACK

By learning generosity and service to community, the focus shifts from oneself to the development of broader relationships that help us find our place in the world. Service to community builds strength.



SPIRITUALITY

Contemplation about values and core beliefs allows exploration of what matters most in our lives. Spirituality is an opportunity to self-reflect.



organizational structure



C. Organizational Structure
 1. Organizational Summary

FUTURE BOARD OF DIRECTORS

Executive Director
 Mark Elliott

Founders
 Steve Ammend
 Deni Tucker

Medical Director
 Dave Ammend

Chief Financial Officer
 Justin Coveau

Program Director
 Bill Jury
 Ellen Race

Human Resources
 Deb Watson

Information Technology
 Jeff Raschke

Development
 Marceleen Mosher

Medical Staff

Business Office

Program Coordinator

Building & Maintenance Staff

Consulting Professionals

Evening Supervisor

Casework Supervisor

Educational Coordinator

Weekend Supervisor

Admissions Director

Administrative Support Staff

Food Service Coordinator

Primary Counselors

Case Managers

Teachers

Weekend Counselors

Please refer to the following pages for detailed resumes of our key personnel.



C. Organizational Structure

2. Senior Leadership Team



Mark Elliott
Executive Director

Stats
Passage Team Member Since 1987
Lakeshore, Prairieview

Mark has devoted his career to Northwest Passage. He began with Passage as an intern in 1987 and returned to Passage upon graduation to work with the new wilderness challenge program at Lakeshore. Mark's love of the outdoors, high energy approach to life, and experience working with kids as a coach and mentor made him a great fit. His successes in each role led him to leadership roles, culminating in his current role as Executive Director.

"You are only as good as the people around you and we here at Passage know this. It is the joy of working with our quality staff and volunteers that allow us to make an impact in kids' lives; thank you."

Mark has always been very active in the community; he has been a school board member of a local district since 1995 and president since 1998. He has coached and officiated several sports, ranging from t-ball to high school boys basketball. Mark enjoys traveling, tennis, golf, basketball, boating, and family. He married his wife, Chanda, in 1988, and they are the proud parents of three wonderful kids, Mitchell, Austin, and Marissa.



Steve Ammend
Co-founder, Chief Operations Officer

Stats
Passage Team Member Since 1978
Riverside, Lakeshore

Shortly after college Steve Ammend and Deni Tucker met while working at Fairview Hospital's newly established Adolescent Psychiatric unit. They thought there had to be a better way to serve the kids they were working with. They envisioned a place set outside of the sterile setting of the hospital walls and one of hope and healing and thus began the vision of Northwest Passage.

From there, Steve and Deni developed, personally funded, and established the first Northwest Passage residential treatment facility along the banks of the Clam River. They grew their program vision into a successful reality over the next few years, quickly building additional housing to meet the demand of their services on the original site. Over the next twenty years, Steve and Deni led the initiatives that brought about three more residential treatment programs resulting in the Northwest Passage of today: Lakeshore (1994), Child and Adolescent Center (2008), and Prairieview (2008).

"Our mission to restore hope and dignity to our clients has been remarkably successful over the years and I look forward to seeing that mission being carried over for years to come."

Steve resides in Webster, WI, with his wife, Cheri, a retired elementary teacher, and has four grown children and two grandchildren.



Denison Tucker
Co-Founder, Chief Strategic Officer

Stats
Passage Team Member Since 1978
Riverside, Lakeshore

Deni and Steve shared a singular goal – to establish a community of healing, education, and individualized care and treatment grounded in the formation of healthy adult relationships and mentoring for children and teens experiencing difficult behavioral and emotional problems.

Over the decades, Northwest Passage has consistently led the field of mental health programs for children and teens experiencing complex mental health issues. Northwest Passage embraces innovative programming and clinical services, yet remains focused on the core values of treating every child and teen as unique and capable of recovery.

"Today, Northwest Passage reflects the creative contributions of many dedicated employees through a diverse treatment culture and community of therapeutic professionals and counselors."

Deni is married and has two adult children and two grandchildren. He enjoys sailing, gardening, hunting, and a variety of other outdoor activities. He is forever grateful for the enduring friendship with Steve while building and securing the Passage vision.



C. Organizational Structure

3. Senior Leadership Team



Dr. David Ammend, MD
Medical Director, Pediatrician

Stats

Passage Team Member Since 1992
Northwest Passage System

Dr. Dave Ammend has been involved with Northwest Passage since 1992 when he first joined the Board of Directors. His experiences providing medical care to at-risk children drove his interest in working with Northwest Passage and led him to join our team full time in 1996.

During his first years following his residency, Dr. Ammend's experiences in general pediatrics practice gravitated toward an increasing number of clients & families facing mental health issues. With his previous connection to Northwest Passage, he moved to practice nearer to Passage's programs. Driven by the continued complexities of the inpatient population and the desire to provide these children with comprehensive medical care, including addressing issues with psychotropic medications, Dr. Ammend eventually discontinued his outpatient practice and devoted his talents to the clients of Northwest Passage.

"To work with these kids is to be moved to serve them. It was never a question of if I would be a part of the Northwest Passage team, but when. Nearly 15 years later, I can say it was the best move I've ever made."

Dr. Ammend has worked as an Advisory Committee Member of the Rural Autism Project and was the Medical Advisor for a Five County Birth to 3 Program. He is a member of the American Academy of Pediatrics, the Wisconsin State Medical Society, and the Polk County Medical Society.



Bill Jury
Program Director: Riverside,
Lakeshore, Oasis

Stats

Passage Team Member Since 1984
Riverside, Lakeshore, Oasis

Bill has devoted his career to Northwest Passage, having come here shortly after graduation in 1984, he worked directly with residents as a primary counselor, building social skills, running groups, and supervising the recreation program.

As Lakeshore was becoming a reality, Bill was promoted as the Director of this new program. In 1988, Lakeshore was a 90-day adventure-based program and was the first of its kind in Wisconsin. It has been a great success and served as a healing place to many young men. In 2009, Bill also took on the Director role at Riverside and now manages the two programs.

"Our staff have always been encouraged to bring in their own interests and ideas to help the therapeutic environment at Northwest Passage. When staff enjoy what they are doing, kids sense it, and then much easier engage in the activities or groups."

Bill enjoys golf, travel, and spending time with friends. He and his wife, Katherine, were married in 1998, and are the proud parents of two girls.



Ellen Race, MSW
Program Director: Prairieview, Child
and Adolescent Center

Stats

Passage Team Member Since 2000
Prairieview, Child and Adolescent
Center

Ellen completed an internship with Northwest Passage in 2000 and was soon invited to return to Northwest Passage as a case manager for the Child and Adolescent Center. For Ellen, it was a very easy decision to return to her "professional home" and an honor to come back and work in an agency whose mission to address the individual needs of each child is in line with her personal values. Ellen now serves as the Program Director for the Northwest Passage Prairieview and the Child and Adolescent Center. In her role as Program Director, Ellen enjoys the challenges of creating a therapeutic environment for youth and staff by incorporating individual strengths into therapeutic programming.

"Northwest Passage is a place that is truly dedicated to providing quality treatment to meet the very individual needs of each and every kid. We do this by valuing everyone's voice and that's what I love about our work."

Ellen was born and raised in Northwest Wisconsin; however has a love of travel that has taken her to many parts of the world. While in college, she spent her summers working in Ketchikan, AK, where she met her husband, Ron. They now live back in Wisconsin and they have three amazing children.

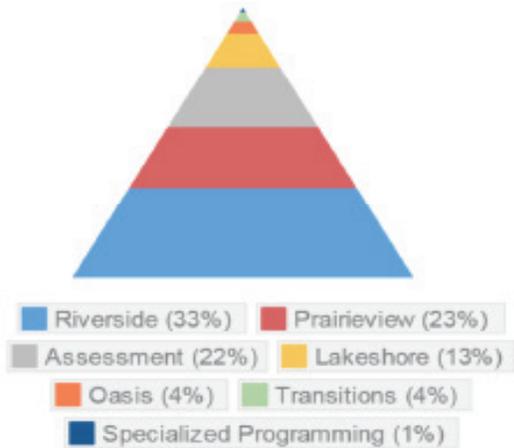


organizational information

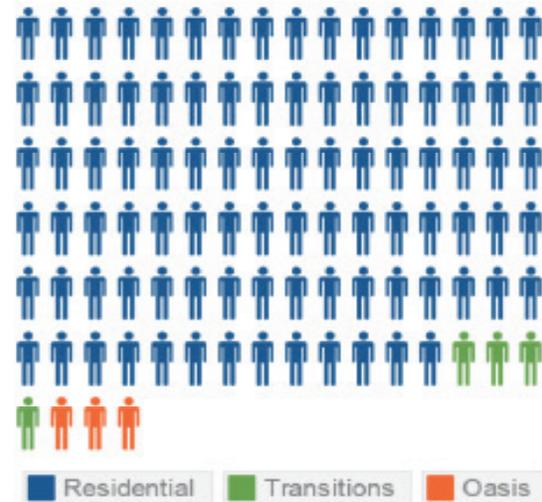


D. ORGANIZATIONAL INFORMATION
1. Annual Report Summary

Program Funding Breakdown



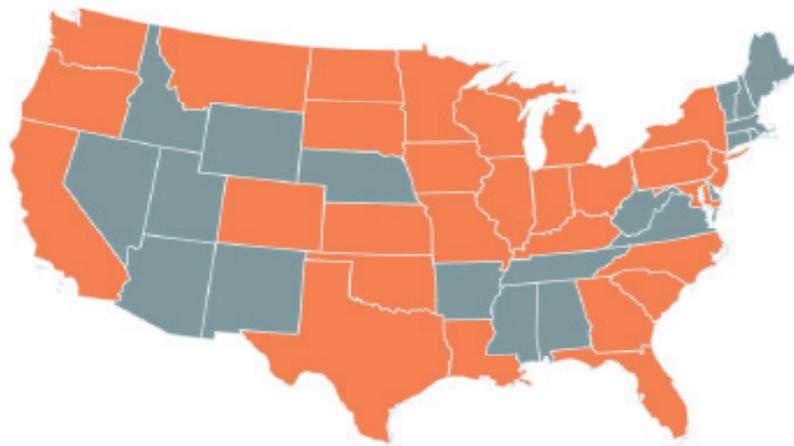
378 Clients served in 2014



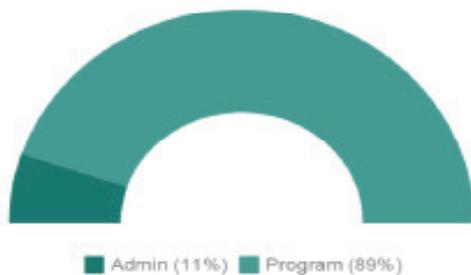
One figure represents four clients

Where do our clients come from?

All over the country!
Our clients' home states appear in Orange.



Funding dollars at work



Client Testimonials

"Thank You Passage for doing what you do...for absorbing the problems of so many kids and bringing them back one at a time."

-Parent



D. ORGANIZATIONAL INFORMATION
2. By-Laws

RESTATED BY-LAWS
OF NORTHWEST PASSAGE, LIMITED
Revised 6-24-2015

ARTICLE I

The purposes of the Corporation shall be as set forth in the Restated Articles of Incorporation of the Corporation. These By-Laws specify various matters affecting the operations and governance of the Corporation.

ARTICLE II

Members

This Corporation shall have no members.

ARTICLE III

Directors

Section 1. Powers. Subject to the limitations of the Restated Articles of Incorporation of the Corporation, these By-Laws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number; Election; Term. The number of elected Directors of the Corporation shall be no fewer than three (3). Directors shall be elected by the incumbent Board of Directors at its annual meeting. Each Director shall hold office for the length of the term. Board member can serve two consecutive three year terms. After one year of being off the Board individual can be elected by incumbent Board for a new term. We would establish a regular rotation that would begin with new Board, i.e., 1 year term, two year term, three year term. All terms begin at the January Board meeting unless an emergency election or replacement is necessary.

Section 3. Removal. Any individual Director may be removed from office with or without cause by the action of not less than a 2/3 vote of Directors.

Section 4. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, must be filled by a vote of the majority of the Directors then in office within 60 days if such vacancy or vacancies leave the Board with fewer than three (3) Directors. Each Director so elected shall hold office until term is completed.



D. ORGANIZATIONAL INFORMATION

2. Bylaws

Section 5. Meetings.

(a) Annual Meeting. The annual meeting of the Board of Directors shall be held each year during the month of December, at such time or place as may be designated by the President of the Board for the election of Directors and officers and the transaction of such other business as may properly come before the meeting.

(b) Other Regular Meetings. Other regular meetings of the Board of Directors will be held quarterly.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President, or if the President is absent or is unable or refuses to act, by any Vice President, or by any two (2) Directors.

Section 6. Notices. With the exception of regular meetings as set forth in Section 5(b) above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not more than thirty (30) days prior to the date of the meeting, but at least two (2) days before the time set for such meeting.

Section 7. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors.

Section 8. Quorum. A majority of Directors in office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present shall be the act of the Board of Directors, unless the act of a greater proportion is required by the laws of the State of Wisconsin, the Restated Articles of Incorporation, or these By-Laws.

Section 9. Compensation. Directors may not receive compensation for their services as Directors.

Section 10. Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors may authorize, and appoint or remove members (whether or not members of the Board of Directors), of standing and/or temporary committees to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors.



D. ORGANIZATIONAL INFORMATION
2. Bylaws

ARTICLE IV

Officers

Section 1. Officers. The Board shall have a President, one or more Vice Presidents, a Secretary, and such other officers or assistant officers as the Directors may from time to time elect. No two offices may be held by the same person.

Section 2. Election. The officers of the Board shall be chosen annually by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal.

Section 3. Removal. Any officer may be removed from office by the action of the Board of Directors, by no less than 2/3 vote, whenever in their judgment the best interests of the Board will be served thereby.

Section 4. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of office by the Board of Directors.

Section 5. President. The President shall preside at meetings of the Board of Directors, and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these By-Laws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Board any instrument or document consistent with the foregoing general delegation of authority or any instrument or document specifically authorized by the Board of Directors, except when the signing and execution here of shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Board. The President may prescribe the duties of other officers or the Board in a manner not inconsistent with the provisions of these By-Laws and the directions of the Board of Directors.

Section 6. Vice President. In the absence or disability of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

Section 7. Secretary. The Secretary shall perform or have performed under the Secretary's direction the following functions: keep at the principal office of the Board or such other place as the Board of Directors may direct, the Restated Articles of Incorporation, By-Laws and book of minutes, and shall prepare minutes of all meetings of the Board of Directors.

ARTICLE V

Instruments; Bank Accounts; Checks; Drafts; Loans

In addition to any other powers provided herein or by law, the Board of Directors may authorize one or more officers of the corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the corporation, make or obtain loans, and sell, assign or pledge securities.



D. ORGANIZATIONAL INFORMATION
2. Bylaws

ARTICLE VI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall end each December 31.

Section 2. Corporate Records. The corporate records of the Articles of Incorporation and By-Laws shall be kept in the corporate administrative office.

ARTICLE VII

Indemnification

The Corporation, through D&O insurance, shall indemnify its directors, officers, employees and agents against expenses they reasonably and actually incur in connection with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because they are or were a director, officer, employee or agent of the corporation, to the full extent and in the manner provided in Wis. Stat. ss. 181 (1989) (or the corresponding provisions of future Wisconsin statutes).

ARTICLE VIII

Amendment

These By-Laws may be amended by the Board of Directors at any such meeting upon the vote of no less than a 2/3 vote of the full Board of Directors, provided a statement of the nature of the proposed amendments is included in the notice of such meeting.



D. ORGANIZATIONAL INFORMATION

2. Bylaws

The undersigned being all of the members and directors of Northwest Passage, Limited, a Wisconsin stock, nonprofit corporation ("Corporation") pursuant to Wis. Stat. s 181 consent to and approve the following Resolution.

REPEAL OF EXISTING CORPORATE BY-LAWS AND
ADOPTION OF SUBSTITUTED BY-LAWS

RESOLVED, that the Corporation's existing By-Laws, as amended, are hereby repealed and the By-Laws, attached hereto and incorporated herein by reference, are adopted and substituted therefor in their entirety.

Dated as of this 24th day of June, 2015.

Handwritten signature of Steven Ammend in black ink, written over a horizontal line.

Steven Ammend,
President

Handwritten signature of Denison Tucker in black ink, written over a horizontal line.

Denison Tucker,
Vice President

Handwritten signature of Mark Elliott in black ink, written over a horizontal line.

Mark Elliott
Secretary

Handwritten signature of Dave Ammend in black ink, written over a horizontal line.

Dave Ammend
Director

Handwritten signature of Bill Jury in black ink, written over a horizontal line.

Bill Jury
Director