

## BY-LAWS

### WISCONSIN PARK AND RECREATION ASSOCIATION FOUNDATION, INC.

#### Statement of Purpose

The Wisconsin Park and Recreation Association Foundation is an educational and charitable organization dedicated to enhancing the role of ~~leisure~~ **park and recreation** services in the lives of the people of Wisconsin through support of the following types of activities conducted within the State of Wisconsin:

1. Awarding grant and scholarship assistance to students and professionals in the **park and recreation** ~~various leisure service fields to include, but not limited to, parks, recreation, therapeutic recreation, wellness, physical fitness, natural resources management, and leisure counseling.~~
2. To support and promote **educational programs which provide students and park and recreation professionals an opportunity to develop critical technical and leadership skills. The skill sets developed through the education programs would enable the students and park and recreation professionals to provide enhanced and expanded community park and recreation services.** ~~the development of leisure counseling services in conjunction with other disciplines. The program modes to accomplish this will be designed to give recognition to the expanding role of leisure in the lifestyle of individuals and communities.~~
3. ~~To promote, through leisure related service projects and programs, the wellness concept as an integral part of the lifestyle of the residents of the state. Particular attention will be given to health and fitness oriented activities conducted within the framework of the leisure service delivery system of the community and its institutions.~~
3. **To encourage and support projects and programs which promote healthy lifestyles. Particular attention will be given to health and fitness activities and programs within the framework of the park and recreation services delivery system of the community and its institutions**
4. To promote and encourage programming and educational activity related to the natural environment through the support of significant projects which may have a statewide impact.
5. **To encourage and support research projects and articles which quantify the positive economic impact and social values community park and recreation services provide to a community.**

It shall be the aim of the Foundation to provide **financial** support ~~of not more than 50% of the cost of a program or project.~~ **for the programs, activities, and services identified in the Statement of Purpose.**

#### Article I

##### Offices

**Section 1. Principal Office.** The principal office of the Corporation shall be located in the city of Greendale, County of Milwaukee, State of Wisconsin.

**Section 2. Registered Office.** The registered office of the Corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors. The business office, of the registered agent of the Corporation shall be identical to such registered office.

## Article II

### Members of the Corporation

The Corporation shall have no members and shall be managed by its Board of Directors.

## Article III

### Board of Directors

**Section 1. General Powers and Number and Qualifications.** The government, business, property and affairs of the Corporation shall be managed and controlled by its Board of Directors. The number of directors shall not exceed fifteen (15). ~~of which not less than nine (9) shall be certified members in good standing of the Wisconsin Park and Recreation Association. The president of the Wisconsin Park and Recreation Association shall appoint the initial nine (9) members (three for one-year terms, three for two-year terms, and three for three-year terms) to the Board of Directors. Thereafter the remaining six (6) directors shall be elected by the Board of Directors (two for one-year terms, two for two-year terms, and two for three-year terms), at an annual meeting of the Board of Directors. The term of office shall be three years. The term of office will be staggered in such a manner that five (5) Board of Directors expire annually. Thereafter,~~ As the term of office of each director expires, the vacancy so created shall be filled by *the* election of a director for a period of three (3) years by the Board of Directors of the Corporation at an annual meeting of time Board of Directors of the Corporation. ; provided, however, that no director shall be eligible for re-election to the Board of Directors not more than three consecutive terms until a period of one (1) year has passed since the expiration of such director's last term on the Board of Directors. **To the extent practical, the Board shall include WPRA Professional members, WPRA Commercial members, WPRA Emeritus members, representatives for the state colleges and universities offering degrees in the park and recreation field, and persons with knowledge, experience, and interest in professional and technical fields related to the purposes and operation of the Corporation. A director shall serve until their successor is duly elected and qualified or until their prior resignation, removal or death.**

**Section 2. Nomination of Directors.** **Unless as otherwise directed by the Board of Directors,** nominations for office of director shall be made by the Nominating committee at a meeting of the Board of Directors to be held not more than one hundred twenty days but not less than sixty (60) days prior to the annual meeting of the Board of Directors of the Corporation. At such meeting of the Board of Directors, the Nominating Committee shall nominate a sufficient number of persons to fill such vacancies on the Board of Directors as will exist as of the next subsequent annual meeting of the Board of Directors of the Corporation. In addition, any number of members of the Board of Directors of the Corporation in good standing and representing not less than ten percent (10%) of such members of the Board of Directors of the Corporation may, by petition, nominate candidates for the board of Directors. Such nominations must be filed with the secretary not later than ~~the first day of the week~~ **thirty (30) days** immediately preceding such annual meeting.

**Section 3. Ballot.** When nominations by members of the Board of Directors of the Corporation are received through petition as permitted by Section 2 of article III of these By-laws, it shall be the duty of

the Secretary to prepare a proper ballot for the annual election. The names of candidates nominated by the Nominating Committee shall be listed separately from those nominated by the Board of Directors. One copy of such ballot shall be ~~mailed~~ delivered by mail, or given by fax or electronic mail to each member of the Board of Directors of the Corporation in good standing at least ten (10) days before such annual meeting.

~~**Section 4. Canvass.** The Election Committee shall canvass the ballots, which must be received by mail or in person by noon on the date set for their return, and upon counting the ballots shall prepare and deliver forthwith to the President a written report of its findings for distribution to the members of the Board of Directors. The respective candidates receiving the highest number of votes shall be elected. In the event of one or more ties, such candidates shall determine their election by the drawing of lots. All ballots shall be delivered to the Secretary to be preserved for not less than thirty (30) days after the date set for their return.~~

**Section 4. Unanimous Ballot.** In the event that no nominations are filed by petition as permitted by Section 2 of Article III of these By-laws and the only nominees for the Board of Directors shall be the persons nominated by the Nominating Committee, the Board of Directors may, at a regular or special meeting held after the time for filing nomination petitions has expired, declare said nominee duly elected and instruct the Secretary to cast a unanimous ballot of the membership of the Board of Directors for their election. Upon the passage of such resolution by the Board of Directors, said nominees shall be declared duly elected to take office as of the next annual regular meeting and no ballots need be sent to the membership of the Board of Directors at large.

~~**Section 5. Removal From and Resignation of Office.** Any Director unable to fulfill their responsibilities of active participation as a member of the Board of Directors shall have indicated their desire to be dropped from membership on the Board. A director may be removed from office by affirmative vote of a majority two-thirds (2/3) of the members of the Board of Directors of the Corporation entitled to vote for the election of such director, such vote to be taken at a special meeting of members of the Board of Directors of the Corporation called for that purpose. A director may resign at any time by filing their written resignation with the Secretary or, if the Secretary desires to resign, with the President.~~

**Section 6. Annual Meeting.** The annual meeting of the Board of Directors of the Corporation shall be held in the month of November of each year, at such time and place, within the state of Wisconsin, as may be designated by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day herein designated for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at the next regularly scheduled meeting or at a special meeting to be scheduled as soon thereafter as may be convenient.

~~**Section 7. Regular Meetings.** Regular meetings of the Board of Directors may be held provide by resolution the time and at such place, either within or without the State of Wisconsin, for the holding of regular meetings of the Board of Directors without notice other than such resolution. and upon such notice as may be prescribed by resolution of the Board of Directors.~~

**Section 8. Special Meetings.** Special meetings of the Board of Directors, including conference calls, may be called by or at the request of the President, Secretary or any two directors. The President or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them.

**Section 9. Meeting by Telephone, Video, or Electronic Conferencing.** Unless otherwise restricted by the Articles of Incorporation or these By-laws, any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any

means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

**Section 10. Notice of Meeting.** Notice of any special meeting shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally ~~or mailed~~ or given by fax, **electronic mail**, or telephone to each director at their address or at such other address as such director shall have designated in writing filed with the Secretary. If mailed **at least seven days prior to the meeting**, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice be given by fax, **electronic mail**, or telephone, such notice shall be deemed to be delivered when the fax or **electronic mail** is entered or when the telephone call is received.

**Section 11. Waiver of Notice of Meeting.** Whenever any notice whatever is required to be given to any director under the Articles of Incorporation or By-laws or any provision of law, a waiver thereof in writing signed at anytime, whether before or after the time of the meeting, by the director entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 12. Quorum.** ~~Except as otherwise provided by law or by the Articles of Incorporation or these By-laws, a majority of the number of directors set forth in Section 1 of Article III of these By-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.~~ **Unless a greater proportion is required by law, a majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these By-laws, 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.** Though less than a quorum of the directors are present at a meeting of the Board of Directors, a majority of the directors present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 13. Manner of Acting** If a quorum is present, the affirmative vote of the majority of the directors **in good standing** present at the meeting shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the Articles of Incorporation or these By-laws.

**Section 14. Conduct of Meetings.** The President, and in the President's absence, the Vice President and in their absence, the President's designee, and in the absence of all three, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chairperson of the meeting. The Secretary shall act as secretary of all meetings of the Board of Directors, but, in the Secretary's absence, the chairperson may appoint any other person to act as secretary of the meeting. All questions of parliamentary procedure shall be decided according to Robert's Rules of Order.

**Section 15. Voting** Each director shall be entitled to one vote upon each matter submitted to a vote of the Board of Directors.

**Section 16. Vacancies.** Any vacancy occurring in the Board of Directors through death, resignation, removal, disqualification or other cause, including any vacancy created by an increase in the number of directors, but excluding vacancies occurring through expiration of a directors term, **in conformance with Section 1 of Article III of these By-laws**, may be filled ~~until the next succeeding annual meeting of the Board of Directors of the Corporation~~ by an affirmative vote of a majority of the directors then in

office; provided, however, that a director elected to fill such a vacancy shall be elected for the unexpired term of their predecessor in office and until the election of their successor.

**Section 17. Compensation.** The Board of Directors shall serve without compensation *for performing the services as a director. Directors may be reimbursed for expenses in conjunction with Foundation business, as approved by the Board of Directors. Travel or meal expenses are not reimbursable expenses.*

**Section 18. Presumption of Assent.** A director who is present at a meeting of the *Board of Directors* or a committee thereof of which he/she is a member at which action any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered *or electronic* mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action. *A Director may abstain from a vote by announcing such abstention prior to the vote being taken. The Director abstaining from the vote must state, for the record, the reason for the abstention. The reason for the abstention shall be entered into the minutes of the meeting.*

**Section 19. Unanimous Consent Without Meeting** Any action required or permitted by the Articles of Incorporation or these By-laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, *or electronic mail*, setting forth the action so taken, shall be signed by ~~all~~ a *majority* of the directors then in office. *Such action shall be duly recorded in the minutes of the next meeting of the Directors.*

## **ARTICLE IV**

### **Officers**

**Section 1. Number.** The principal officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except that the same person may not hold the offices of President and Secretary or the offices of President and Vice President.

**Section 2. Election and Term of Office.** ~~The initial officers of the Corporation shall be elected by the Board of Directors at their first meeting for a term expiring on the date their successors are elected. Thereafter, the officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board at their annual meeting. If the election of officers shall not be held at such meeting, such election shall be held at the next meeting of the Board of Directors to be scheduled as soon thereafter as may be convenient. Each officer shall hold office for a term of one year, or until a successor shall have been duly elected or until their death, resignation or removal.~~

**Section 3. Removal From and Resignation of Office.** Any officer or agent may be removed from office by affirmative vote of a ~~majority~~ *two-thirds (2/3)* of the directors at a meeting of the Board of Directors called for that purpose whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby. Any officer may resign at any time by filing their written resignation with the Secretary or, if the Secretary desires to resign, with the President.

**Section 4. President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general, supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of

the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as he/she shall deem necessary, to prescribe their powers, duties and compensation and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the Corporation, contracts or other instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors, and except as otherwise provided by law or the Board of Directors, may authorize the Vice President or other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. The President shall be a member of the Board of Directors and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall, during his/her term of office, serve as an ex-officio non-voting member of all committees appointed by the Board of Directors.

**Section 5. Vice President.** In the absence of the President or in the event of his/her death, resignation, removal, disqualification, inability or refusal to act or in the event for any reason, it shall be impracticable for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall *have* all of the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned by the President or by the Board of Directors. The execution of any instrument of the Corporation by the Vice President shall be conclusive evidence, as to third parties, of his/her authority to act in the stead of the President.

**Section 6. Secretary** The Secretary shall be the chief administrative officer of the Corporation and shall, with the advice and council of the President, be in charge of the operations of the Corporation along the lines of policy and regulations established by the Board of Directors. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the corporate records; (d) attest to all official papers; (e) keep or arrange for the keeping of a register of the post office address of each member of the Board of Directors of the Corporation which shall be furnished to the Secretary by such member; (f) sign, as Secretary, documents and instruments authorized by the board of Directors; ~~(g) and (g) in general,~~ perform all duties incident to the office of Secretary and have such other duties ~~and incident to the office of Secretary and have such other duties~~ and exercise such authority as from time to time may be delegated or assigned to by the President or by the Board of Directors. ~~At regular intervals,~~ The Secretary shall make reports to the Board of Directors on such matters as may be requested by the Board of Directors. The Secretary shall, serve as an ex-officio non-voting member of all committees appointed by the Board of Directors.

**Section 7. Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ~~By-Law~~ **Article** V of these By-Laws and (c) be the registered agent and, in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as may be delegated or assigned by the President or Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. At regular intervals, the Treasurer shall make reports to the Board of Directors on such matters as may be requested by the Board of Directors.

**Section 8. Other Assistants and Acting Officers.** The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in stead, or to perform the duties of such officer whenever for any reason it is impractical for such officer to act

personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which appointed to be assistant, or as to which appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

**Section 9. Vacancies** Any vacancy occurring in any principal office through death, resignation, removal, disqualification or other cause, but excluding vacancies occurring through expiration of an officer's term, shall be filled by an officer elected by an affirmative vote of a majority of the directors then in office. A vacancy in any other office, as created under Section 1 of Article IV of these By-laws through death, resignation, removal, disqualification or other cause, but excluding vacancies occurring through expiration of an officer's term may be filled by an officer elected by an affirmative vote or a majority of the directors then in office. An officer elected to fill any vacancy in any office pursuant to Section 9 of By-law IV shall be elected for the unexpired term of their predecessor in office and until the election of their successor.

**Section 10. Compensation** No officer of the Corporation shall receive any salary or anything of pecuniary value from the Corporation for performing services as an officer, but may be reimbursed for actual expenses in connection therewith.

## **ARTICLE V**

### **Contracts, Loans, Checks & Deposits: Special Corporate Acts**

**Section 1. Contracts** The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President or the Vice President and by the Secretary, or the Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority or the signing officer or officers.

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

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer(s), agent(s) of the Corporation and in such manner as shall be determined by or under the authority of a resolution of the Board of Directors.

**Section 4. Deposits** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

**Section 5. Shares of Stock** Shares of stock or other voting securities held in the name of the Corporation may be voted by the President, Vice President or any other officer or proxy appointed by the President to perform such duty.

## **ARTICLE VI**

### **COMMITTEES**

**Section 1. Appointment and Discharge of Committees** The Board of Directors may appoint any

committees it deems necessary to properly carry on the business of the Corporation, and shall fix the number, terms of office and duties of their respective members. ~~provided, however, that any such committee shall have a minimum of three (3) members.~~ These **committees of the Board** are to be used to study certain facets of the total operation of the Corporation and make recommendations to the Board of Directors for action. ~~Special Committees may also be appointed to plan and conduct authorized activities of the Foundation, and professional non-directors may be considered for appointment to Special Committees.~~ The Board of Directors shall appoint as members of such committees any persons felt best qualified to serve on the specified committee. The Board of Directors shall designate one of the members of each committee as its chairperson for such period of time as shall be established and revised, by the Board of Directors. Any such committee may be discharged by the Board of Directors from further consideration of any matter previously submitted to it for study or for the conduct of an authorized activity.

**Section 2. Removal From and Resignation of Office.** A committee member may be removed from office by affirmative vote of a ~~majority~~ **two-thirds (2/3)** of the directors then in office, such vote to be taken at a meeting of Board of Directors called for that purpose. A committee member may resign at any time by filing their written resignation with the Secretary.

**Section 3. Nominating Committee.** ~~As provided for in Section 2 of Article III of these By-laws,~~ The Board of Directors shall appoint a standing committee to be known as the “Nominating Committee” and shall fix the number, terms of office and duties of its members.

~~**Section 3. Election Committee.**~~ The Board of Directors may, from time to time, appoint a committee to be known as the “Election Committee” and shall fix the number, terms of office and duties of its members.

**Section 4. Special Committees.** Special committees may also be appointed **by the Board of Directors** to plan and conduct authorized activities of the Foundation. ~~and Professional non-directors may be considered for appointment to special committees.~~ **Appointed professional non-directors may participate in the work of the committee and vote in any matter before the committee.** The Board of Directors shall identify those items it will require the special committee to report to the Board of Directors for action.

**Section 5. Committee Meetings.** Meetings of any committee may be called by or at the request of its Chairperson.

**Section 6. Notice of Committee Meeting.** Notice of any committee meeting shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally ~~or mailed~~ or given by ~~telegram,~~ telephone, **electronic mail**, or fax to each committee member at their business address or at such other address as such committee member shall have designated in writing filed with the Secretary. **If mailed at least seven days prior to the meeting,** such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. ~~If notice be given by telegram, telephone, electronic mail, or fax, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company when the telephone call is received or when the fax or electronic mail is entered.~~

**Section 7. Waiver of Notice of Committee Meeting.** Whenever any notice whatever is required to be given to any committee member under these By-laws, a waiver thereof in writing signed at anytime, whether before or after the time of meeting, by the committee member entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a committee member at a committee meeting shall constitute a waiver of notice of such meeting, except where a committee member attends a committee meeting and objects thereat to the transaction of any business because the committee meeting is not lawfully called or convened. Neither the business to be transacted at,



nor the purpose of, any committee meeting need be specified in the notice or waiver of notice of such meeting.

**Section 8. Quorum.** Except as otherwise provided by these By-laws, any number of committee members appointed to a committee, ~~in accordance with Section 1 of Bylaw VI of these Bylaws~~ representing not less than fifty percent (50%) of the members of such committee, shall constitute a quorum for the transaction of business at any committee meeting of such committee. **If a quorum is present at the commencement of a meeting a quorum shall be deemed present throughout such proceedings.** Though less than a quorum of the members of a committee are present, a majority of the committee members present may adjourn the meeting without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 9. Manner of Acting.** If a quorum is present, the affirmative vote of the majority of the committee members present shall be the act of the committee. ~~unless the vote of a greater number is required by these By-Laws.~~

**Section 10. Conduct of Meetings.** The Chairperson, and in absence, the Chairperson's designee, and in their absence, member chosen by the committee members present, shall call to order and shall act as Chairperson of the meeting. The Secretary shall act as secretary of all meetings of all committees, but, in the Secretary's absence, the Chairperson may appoint any other person to act as Secretary of the meeting. All questions of parliamentary procedure shall be decided according to Robert's Rules of Order. **Unless otherwise restricted in these By-laws, committee meetings may be conducted as provided for in Section 9 of Article III of these By-laws.**

**Section 11. Voting.** Each committee member shall be entitled to one vote upon each matter submitted to a vote of the committee.

**Section 12. Vacancies.** Any vacancy occurring in any committee through death, resignation, removal, disqualification or other cause, including any vacancy created by an increase in the number of committee members, but excluding vacancies occurring through expiration of a committee member's term, may be filled by any person felt best qualified by the Board of Directors provided, however, that a committee member appointed to fill such a vacancy shall be appointed for the unexpired term of their predecessor in office ~~and until the appointment of their successor.~~

**Section 13. Compensation.** All members of all committees shall serve without compensation, **but may be reimbursed for actual expenses in connection with their assigned committee activities. Travel or meal expenses are not reimbursable expenses.**

**Section 14. Presumption of Assent.** A committee member who is present at a meeting of a committee of which he/she is a member at which action on any submitted matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as secretary of the committee meeting before the adjournment thereof or shall forward such dissent by registered, **or electronic** mail to the **person acting as** Secretary immediately after the adjournment of the committee meeting. Such right to dissent shall not apply to a director who voted in favor of such action. **A committee member may abstain from a vote by announcing their abstention prior to the vote being taken. The member abstaining from the vote must state, for the record, the reason for the abstention. The reason for the abstention shall be entered into the minutes of the meeting.**

**Section 15. Unanimous Consent Without Meeting.** Any action required, or permitted by these By-laws, or any provision of law to be taken be the Board of Directors at a meeting or by resolution, may be taken without a meeting if a consent in writing, or electronic mail, setting forth the action to be

taken, shall be signed by a majority of the committee members. Such action shall be duly recorded in the minutes or report of the committee.

## **ARTICLE VII.**

### **TAX EXEMPTION AND DISSOLUTION**

**Section 1. Tax Exemption Considerations.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III of its Articles of Incorporation. No substantial part of the activities of the Corporation shall consist of direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office or carrying on propaganda or otherwise attempting to influence legislation. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or (b) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code 1954, as amended.

**Section 2. Corporation Dissolution.** In the event of voluntary or involuntary dissolution or liquidation of the Corporation, any remaining assets of the Corporation shall be distributed to, or for the benefit of, such organization or organizations designated by the Board of Directors as are then qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

## **ARTICLE VIII.**

### **FINANCE**

**Section 1. Gifts, Contributions, Etc.** Financial support of the Corporation shall be derived from gifts, contributions, grants, bequests or devises.

**Section 2. Receipt of Property.** The Corporation may receive and accept such property, whether real, personal, or mixed, by way of bequest, purchase, or devise from any person, trust, or corporation, to be held, administered, and disposed of in accordance with the provisions of the Articles of Incorporation and By-laws, but no gift, bequest, or devise of any such property shall be received and accepted if it is conditional or limited in a manner which is inconsistent with the purposes of the Corporation or maintenance of its tax-exempt status.

**Section 3. Operations.** The principal and income of all property received and accepted by the Corporation shall be held, administered, and invested to advance the purposes of the Corporation. The Corporation may make payments or distributions from income or principal, or both, to advance such purposes in such amounts and at such times as shall be determined by the Board of Directors.

**Section 4. Investments.** The Corporation, by its Board of Directors, may hold, invest, or reinvest any funds or properties received by it, when not otherwise specifically provided by bequest, devise, or deed or gift, according to the judgment of the Board, subject only to the purposes of the Corporation and the maintenance of its tax exempt status, without restrictions as to the retention of property, diversification of investment, or to the type of investments which are or may hereafter be permitted by law, or any similar restrictions.

**Section 5. Special Funds.** If deemed necessary or advisable by the Board of Directors, special funds may be raised.

**Section 6. Disbursements.** All disbursements shall be made by check.

**Section 7. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December **in each calendar year.**

**Section 8. Audit** An audit of the books of the Corporation shall be made not less than once every third fiscal year, **or otherwise as the Board of Directors shall authorize, or required by law.**

## **ARTICLE IX.**

### **INDEMNIFICATION**

The Corporation shall, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, indemnify any director or officer of the Corporation against reasonable expenses and against liability incurred by a director or officer in a proceeding in which he or she was a party because he or she was a director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled. The Corporation shall, to the fullest extent authorized by said Chapter 181, indemnify any committee member who is not a director or officer of the Corporation, to the extent the committee member has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the committee member was a party because he or she was a committee member of the Corporation. The Corporation may, to the fullest extent authorized by Chapter 181, indemnify, reimburse, or advance expenses of directors or officers.

## **ARTICLE X.**

### **SEAL**

The Board of Directors shall not provide a corporate seal.

**ARTICLE XI.**

**AMENDMENTS**

**Section 1. By Directors.** These By-laws may be altered, amended or repealed and new By-laws may be adopted by the members of the Board of Directors of the Corporation by an affirmative vote of a majority of the members of the Board of Directors of the Corporation in good standing present in person at any meeting at which a quorum is in attendance.

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

Approved: \_\_\_\_\_

Amended 2000 WPRA Foundation By-Laws, as re-drafted by the appointed Foundation By-laws Committee, are herewith proposed for approval by the WPRA Foundation Board of Directors on January 12, 2012, presented as follows:

<del>Strikethrough</del>	proposed for deletion
Red Text	proposed new language, headings and re-ordering
<i>Italic</i>	suggested for follow-up review of compensation and possible modification at time of next Foundation Policy Manual review

Committee Members:

Gene Park, Chair  
Tom Blotz  
Jim Kavemeier