

**BYLAWS  
OF  
VALLEY HOME SCHOOLERS, INC.**

*ADOPTED FEBRUARY 27, 2014*

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### ARTICLE I: NAME AND OFFICE

- Section 1. Name.** The name of the Corporation shall be “Valley Home Schoolers, Inc.” (hereinafter “the Corporation” or “VHS”).
- Section 2. Principal and Business Offices.** The Corporation may have such principal and other business offices within the state of Wisconsin as the Board of Directors (hereinafter the “Board”) may designate or as the Corporation’s business may require from time to time.
- Section 3. Registered Agent and Office.** The Corporation’s registered agent may be changed from time to time by or under the authority of the Board. The address of the Corporation’s registered office may be changed from time to time by or under the authority of the Board, or by the registered agent.
- Section 4. Place of Keeping Corporate Records.** The records and documents required by law to be kept by the Corporation shall be kept at the Corporation’s principal office.

### ARTICLE II: STATEMENT OF FAITH

As an organization of Christian homeschoolers, VHS has adopted the following Statement of Faith:

- A.** We believe that the Bible, alone and in its entirety, comprises the God-inspired Scriptures which, therefore, is infallible and inerrant in its original transcriptions, and authoritative in all matters it addresses.
- B.** We believe that there is one God, eternally existent in three persons: Father, Son and Holy Spirit.
- C.** We believe in the perfect deity and perfect humanity of the second person of the Trinity, our Lord Jesus Christ. We believe in His virgin birth, His sinless life, His miracles, His death on the cross to atone for all the sins of mankind, His bodily resurrection, His ascension into heaven and His bodily return in power and glory.
- D.** We believe that man was created in the image of God, but as a result of the Fall, all people are sinners and fall short of the glory of God. We believe that salvation is the free gift of God by grace and can only be received through faith in the Lord Jesus Christ.
- E.** We believe in the spiritual unity of all believers through our common faith in Jesus Christ.

### ARTICLE III: MEMBERSHIP

- Section 1. Classes of Membership.** VHS shall have only one class of Members.
- Section 2. Qualification of Members.** The Membership of VHS shall consist of those persons who are of legal age; agree with and agree to support, uphold and abide by the Statement of Faith as stated in these Bylaws (all families of Catholic faith are given an exemption for the 2013/14 school year); support the Purpose of VHS as stated in the Articles of Incorporation; are currently involved in home schooling or will be home schooling within the next subsequent regular Membership term; have complied with the application procedure for Membership as described herein, including but not limited to the payment of

dues, if any; and are not home school students. The Board may, by resolution which shall be published to the Membership within thirty (30) days of adoption of such resolution, impose such other Member qualifications, characteristics, rights, limitations, obligations and rules (hereinafter "Member Rules") as it may determine to be appropriate from time to time and which are not inconsistent with these Bylaws, the Articles of Incorporation and any requirements of chapter 181 of Wisconsin statutes. The publication of such change shall be given to each Member personally, by mail, by facsimile transmission, or by electronic communication with the date of delivery to be the same as described in Article IV, Section 4 of these Bylaws. Such notice shall be given separately from any other communication and shall include a prominent title which states "NOTICE OF CHANGE TO MEMBERSHIP RULES AND QUALIFICATIONS" in all capital letters. Any such change shall be effective ninety (90) days after such notice is properly published as described herein. Any change to Member Rules shall be void if the Board does not publish such resolution as prescribed herein.

**Section 3. Dues.** The Board may from time to time in its sole discretion establish a structure of dues to be paid by Members.

**Section 4. Authority of Members.** Except as otherwise required in the Articles of Incorporation, these Bylaws or Wisconsin law, the Members' authority is limited to the following, and a vote of the Members at a properly called Membership meeting shall be required to effect the following actions:

- A. approve the borrowing of funds;
- B. approve the mortgaging, pledging, or encumbering of VHS property as collateral or otherwise;
- C. approve any transactions regarding real property;
- D. approve the adoption of a plan of merger or consolidation;
- E. approve the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation, whether or not the Corporation is insolvent at the time such disposition is authorized by the Board;
- F. approve the dissolution of the Corporation;
- G. election of Directors at the Annual Membership Meeting from duly nominated candidates to succeed those whose terms are next to expire;
- H. termination of one or more Directors by the Members (this power shall not restrict the other methods of Director termination as described in Article V Section 7.);
- I. accept, reject, or otherwise dispose of any matter submitted to the Members by the Board; and
- J. adopt, amend, or repeal the Articles of Incorporation or Bylaws of this Corporation pursuant to the provisions therein.

**Section 5. Term of Membership.** Each regular term of Membership shall be for one year beginning September 1 and ending the following August 31, or such other period as determined by the Board.

**Section 6. Application For Membership.** Persons who desire to become Members shall apply to the Board, or its designee, for each term of Membership on form(s) approved by the Board from time to time. Subject to the provisions of Article III Section 9 below, all applicants who meet the Qualifications of Members described in Article III Section 2. above shall be deemed to be Members upon the later of the first date of the subject Membership term or the date dues, if any, are paid for such term. The Board may, in its sole discretion, permit

one or more applicants to become Members on an earlier date if such applicant otherwise qualifies.

**Section 7. Discipline of Member.** The Board, by affirmative vote of two-thirds (2/3) of all of the Directors at a properly called meeting, may place conditions, obligations and restrictions on the membership of a Member for cause. The definition of cause and the procedure followed shall be the same as that described in Article III Section 8.C. below. The Board may determine whether a Member with such conditions, obligations and/or restrictions shall be considered a Member not in good standing along with the length of such designation.

**Section 8. Termination From Membership.** The Membership of a Member may be terminated in a manner consistent with any of the following:

- A. Automatically upon the death of such Member without further action.
- B. A Member may submit a voluntary resignation and, upon receipt, such Membership shall immediately terminate without further action. However, such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
- C. The Board, by affirmative vote of two-thirds (2/3) of all of the Directors at a properly called meeting, may suspend or expel a Member for cause. Prior to such vote, the Board shall have given the Member reasonable written notice of the pending action and an opportunity to be heard by the Board via a written response and a personal appearance at a meeting of the Board. Cause shall be defined to include, but not be limited to, disqualification as a Member; violation of Member rules as may be adopted by the Board from time to time; conduct by the Member or the Member's immediate family that is seriously prejudicial to the interests of VHS; conviction of any felony or of any crime or offense involving moral turpitude, controlled substances, or children and /or the use of the following for any purpose unrelated to the Member's interest as a Member in VHS without the prior authorization of VHS: 1) any logo, name, mailing list, or other property of VHS, or 2) other personal information of Members maintained by VHS.
- D. The Board shall notify the Members of any termination of Members within a reasonable time.

**Section 9. Readmission to Membership.** The Board, by the affirmative vote of two-thirds (2/3) of all of the Directors, may approve a subsequent application for Membership by a person in the following categories on such terms as the Board may deem appropriate, or may deny such application in the Board's sole discretion. Such terms, if any, shall be established no later than the time of the Board's conditional approval of such reapplication. Further, if such reapplication is successful, that Member shall not be considered a Member in good standing until all of the terms imposed by the Board, if any, are satisfied. The categories of persons to whom this paragraph applies are as follows:

1. a current Member not in good standing who is applying for the next Membership term;
2. a former Member who was not a Member in good standing when the Membership ended;

3. a former Member whose most recent Membership was suspended or terminated for cause (but not to include a former Member whose Membership was terminated solely because such Member discontinued home schooling); or
4. a former Member who received the notice described in Article III Section 7 or 8.C. above and who subsequently resigns as a Member prior to a decision by the Board regarding termination of Membership or Member discipline.

#### **ARTICLE IV: MEMBER MEETINGS**

- Section 1. Annual Membership Meeting.** An Annual Membership Meeting shall be held during each regular Membership term at such time and place within the State of Wisconsin as the Board of Directors shall designate. If no designation is made, said meeting shall be held at the principal office of the Corporation in the State of Wisconsin on the third Thursday in April of each year at 7:00 p.m. The purpose of this meeting shall be to elect Directors and for the transaction of such other business as may properly come before the meeting. Notice of the Annual Membership Meeting shall be given as provided in Article IV Section 4. below, except that the notice shall be given at least thirty (30) days before the date of the meeting and shall include a list of candidates for purposes of said election.
- Section 2. Other Regular Meetings.** The Board may establish such other regular Member meetings as it deems appropriate.
- Section 3. Special Meetings.** Special meetings of the Members may be held at any time or place pursuant to a call signed by the Secretary on written application of not less than ten percent (10%) of the Members or by the Chair of the Board. Calls for special meetings shall specifically state the time, place, and purpose thereof.
- Section 4. Notice of Meetings.** Except as otherwise provided in the Articles of Incorporation or these Bylaws, written notice stating the place, day and hour of the Member meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each Member entitled to vote at such meeting not less than fourteen (14) nor more than sixty (60) days before the date of the meeting, either personally, by mail, by facsimile transmission, or by electronic communication, by or at the direction of the Chair, Secretary, or, pursuant to Article IV Section 3 above, the Members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Member at the Member's address as it appears on the records of the Corporation. If sent by facsimile or electronic communication, such notice shall be deemed to be delivered when sent to the Member's address as shown by the records of the Corporation.
- Section 5. Quorum.** Except as otherwise provided in the Articles of Incorporation or these Bylaws, fifteen percent (15%) of the total Membership qualified to vote shall constitute a quorum for the transaction of any business at a meeting of Members. Voting by absentee ballot, if permitted, shall constitute presence at the meeting for establishing quorum requirements in relation to the particular issue being voted upon.
- Section 6. Waiver of Notice.** Whenever any notice is required to be given to any Member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the Member entitled to such notice, whether before or after the time stated

therein, shall be the equivalent of giving such notice. The following shall also waive notice by a Member: 1) A vote by absentee or written ballot; or 2) the presence of any Member at a meeting, in person, by proxy, or by electronic means of attendance, without objection to the lack of notice or defective notice of such meeting made at the beginning of the meeting or promptly upon arrival.

**Section 7. Absentee Ballots.** The Board, in its sole discretion, may allow absentee ballots for matters scheduled to be considered at a meeting of Members. The form, method and procedure for casting absentee ballots shall be established by the Board and such shall be included in the notice of the meeting. Notwithstanding the foregoing, in order to be valid and counted, an absentee ballot must be received by the Board or its designee at least one day prior to the meeting of Members at which the issue is to be voted upon. Absentee ballots shall be counted at the Member meeting.

**Section 8. Proxy Voting.** Proxy voting shall be permitted, however a Member may only appoint that Member's spouse as proxy.

**Section 9. Action By Written Ballot.**

- A. Board Discretion.** The Board, in its sole discretion, may permit any Member action that may be taken at any meeting of Members to be taken by written ballot (which includes a ballot transmitted or received by electronic means) without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter. Delivery shall be deemed to have occurred in the same manner as that of a notice of a Member meeting.
- B. Ballot Requirements.** A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.
- C. Voting Requirements.** Approval by written ballot under this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot.
- D. Solicitation Requirements.** A solicitation for votes by written ballot shall include all of the following:
- 1) The number of responses needed to meet the quorum requirements;
  - 2) The percentage of approvals necessary to approve each matter other than election of Directors; and
  - 3) The time by which a ballot must be received by the Corporation in order to be counted.
- E. Revocation of Ballot.** Except as otherwise provided in the Articles of Incorporation, a written ballot may not be revoked.

**Section 10. Rules for Transaction of Business:**

- A.** Unless otherwise specified in the Articles of Incorporation or these Bylaws, a simple majority of Members qualified to vote and who are present at the meeting shall decide corporate action at meetings of Members.

- B.** A Member in good standing is entitled to one vote on each matter submitted to a vote of the Members. Only a Member in good standing, as defined in these Bylaws, is qualified to vote.
- C.** The latest version of “Roberts Rules of Order” shall govern all meetings of Members in all cases to which they are applicable, and in which they are consistent with the Bylaws or special rules of order adopted by the Board, or by the Members at a properly called Membership meeting. The Chair or other presiding officer may appoint a knowledgeable person to act as Parliamentarian at each meeting of the Membership. If a procedural question arises in the course of a meeting, the decisions of the Parliamentarian shall be final.
- D.** Except as to absentee ballots, action by written ballot pursuant to Article IV Section 9. above, and as otherwise provided in the Articles of Incorporation or these Bylaws, all Member voting shall be done by the method called for by the person chairing the meeting, including but not limited to voting by written ballot at the meeting.

## **ARTICLE V: BOARD OF DIRECTORS**

- Section 1. Composition and Term.** The number of Directors shall not be less than three (3) and shall be determined by the Board. Each Director shall be elected to a term of two (2) years and until his or her successor shall have been selected and qualified or until his or her prior death, resignation, or removal. An individual shall be eligible to serve two consecutive terms and shall be eligible for reelection with a break in service of at least one year. Board terms shall be staggered so that approximately one-half (1/2) of the terms expire annually to provide continuity of Board function. Each regular term shall begin on the first date of the regular Membership term. However, any Director-elect may sit on the Board in a non-voting capacity prior to beginning his or her term, except that participation in executive (closed) sessions shall be at the discretion of the Board.
- Section 2. Election of Directors.** Directorships to be filled by reason of an expiring term shall be filled through election by the Members. In the sole discretion of the Board of Directors, the election of Directors shall be held either (i) by written ballot as provided in Article IV. Section 9. above and during the thirty (30) day period preceding the Annual Membership Meeting; or (ii) at the Annual Membership Meeting. Directors are elected by a plurality of the votes cast by the Members entitled to vote in the election at a meeting at which a quorum is present. For purposes of this Section 2, plurality means that the individuals with the largest number of votes are elected as Directors up to the maximum number of Directors to be chosen at the election. Notwithstanding the foregoing, any candidate who receives votes on less than ten percent (10%) of the ballots cast shall not be elected.
- Section 3. Nomination.** The Board shall determine the method and procedure of obtaining nominations that are not inconsistent with the Articles of Incorporation and these Bylaws. Such methods and procedures shall be published to the Membership at least seventy-five (75) days prior to the Annual Membership Meeting. If no methods or procedures are established and published as stated above, the Board shall include all nominations of qualified and willing nominees received at least forty (40) days prior to the Annual Membership Meeting on the ballot and any notices sent to Members regarding the Annual Membership Meeting.



**Section 4. Qualifications:** The following are the qualifications of a Director:

- A. A Director must be a Member in good standing who has been such for at least the twelve (12) months immediately preceding the first date of such person's term as Director; and
- B. A Director must agree with the Statement of Faith in Article II above and the purposes of VHS as stated in the Articles of Incorporation, and must agree to support and uphold such statements. All current Directors shall sign a written statement indicating such agreement and support. In addition, all candidates for election to the position of Director shall sign a statement indicating such agreement and support as a condition precedent to the placement of such candidate's name on any list of candidates or on a ballot.

**Section 5. Responsibilities.** Subject to the requirements of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be taken or approved by the Members, if any, of this Corporation, the business and affairs of this Corporation shall be managed under the direction of, and all corporate powers shall be exercised by or under the authority of the Board of Directors.

**Section 6. Organization.** The Board shall organize itself however it determines to be best to achieve the purposes of VHS. Notwithstanding the foregoing, the Board shall meet as soon as possible after the Annual Membership Meeting to elect the Chair of the Board, who shall be President of this Corporation, and a Secretary and Treasurer from among the current Directors, and to conduct any other business appropriate to the Board. Immediately after election, the Chair shall appoint a Vice-Chair.

**Section 7. Termination.** A Director may be terminated from office as follows (and the Board shall publish such termination to the Membership within a reasonable time):

- (i) by termination or suspension of Membership in VHS;
- (ii) by voluntary resignation. For purposes of this Section, a Director who fails to attend three (3) consecutive regular Board meetings or at least two-thirds (2/3) of all regular Board meetings during the regular Membership term shall be deemed to have voluntarily resigned;
- (iii) by a simple majority vote of all of the Directors then in office except the Director in question; or
- (iv) by a vote of the Members only at a meeting of Members properly called for that purpose. Notice of such meeting shall state that the purpose (or one of the purposes) is removal of the director. The quorum requirement shall be forty percent (40%) of Members entitled to vote and such removal by Members shall require a two-thirds (2/3) vote of those Members qualified to vote and present at the meeting.

**Section 8. Vacancies.** Vacancies on the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by majority vote of the remaining Directors, though less than a quorum of the Board. A Director appointed to fill a vacancy shall be appointed to serve the unexpired term of the Director's predecessor in office and until his or her successor is elected or appointed and qualified. A Director appointed as a result of an increase in the number of Directors shall serve only until the end of the then current regular Membership term. Any appointment of Directors shall be published to the Membership within a reasonable time.

**Section 9. Compensation.** Directors shall receive no compensation in their capacity as Directors, but may be reimbursed for reasonable expenses actually incurred in connection with their duties as approved by the Board.

## ARTICLE VI: BOARD MEETINGS

**Section 1. Regular Meetings.** The Board shall establish, by resolution, a time and place for a regular monthly Board meeting without other notice. Regular meetings shall be held at the principal office of the Corporation in the absence of a designation to the contrary. The schedule of regular monthly Board meetings shall be published for the Membership in a timely manner.

**Section 2. Special Meetings.** Special meetings of the Board may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special Board meetings may fix any place, either within or outside the state of Wisconsin, as the place for holding such meeting, and if no other place is fixed, the meeting place shall be the Corporation's principal office in the state of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the Directors in attendance at the meeting. Notice of any special meeting of the Board shall be given in writing to each Director at least forty-eight (48) hours (seventy-two (72) hours if notice is given by U.S. Mail), or such other time period as directed by resolution of the Board, prior to the meeting date. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by the Articles of Incorporation or these Bylaws.

**Section 3. Notice and Waiver.** Whenever written notice is required to be given to any Director, it may be given to such Director either personally or by sending a copy thereof through the mail, by facsimile, or by electronic communication, charges prepaid, to the address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. If sent by facsimile or electronic communication, such notice shall be deemed to be delivered when sent. Whenever notice is required, a waiver thereof in writing signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Further, a Director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 4. Quorum.** Except as otherwise required by the Articles of Incorporation, these Bylaws, or Wisconsin law, a simple majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting.

**Section 5. Voting.** Except as otherwise required by the Articles of Incorporation, these Bylaws or Wisconsin law, the act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

**Section 6. Action Without a Meeting.** Any action which may be taken at a meeting of the Board may be taken without a meeting when authorized in writing or by electronic means by all of the Directors entitled to vote with respect to the matter. The written action is effective when signed by all of the Directors entitled to vote with respect to the matter unless a different effective time is provided in the written action. A copy of a signature received by electronic means, such as email or facsimile shall be valid.

**Section 7. Conferences.** A conference among Directors, or among members of any committee designated by the Board, by a means other than an in-person meeting, shall constitute a meeting of the Board, or the committee, provided the following requirements are met: (i) the same notice is given of the conference as would be required for a meeting, notwithstanding any place set forth in the notice or these Bylaws; (ii) the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting; (iii) the means of communication permits all the participants to simultaneously hear or read each other's communications during the conference; (iv) all communication during the meeting is immediately transmitted to each participant; (v) each participant is able to immediately send messages to all other participants; and (vi) all participants are informed that a meeting is taking place at which official business may be transacted. Participation in a meeting by such means constitutes personal presence at the meeting.

## ARTICLE VII: OFFICERS

**Section 1. Officers.** The officers of the Corporation shall be Chair (who shall also be President of this Corporation), Vice-Chair, Secretary and Treasurer.

**Section 2. Selection and Term.** The Chair, Vice-Chair, Secretary and Treasurer are elected or appointed by the Board pursuant to Article V, Section 6 of these Bylaws. Officers shall serve one year terms beginning on the first day of the regular Membership term and until their successors are selected and qualified. The same person may hold any two or more offices except that one person may not be Chair and Vice-Chair at the same time.

**Section 3. Duties of Officers.** The Officers shall have such duties in connection with the operation of the Corporation as generally pertain to their respective offices, as described below, as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

- A. **Chair.** The Chair shall preside at all meetings of the Board and of the Membership. If the Chair is absent, the Vice-Chair or another Director designated by the Chair shall preside. If no designation is made, the presiding officer shall be selected by a majority of the Directors in attendance at such meeting. Subject to the supervision of the Board, the Chair shall perform all duties customary to the office of the Chair and President.
- B. **Vice-Chair.** In the event the Chair is unable to serve or perform duties delegated to the Chair, the Vice Chair shall serve in the Chair's place. The Vice Chair may have such additional duties as delegated to him or her by the Board or the Chair.
- C. **Secretary.** The Secretary shall:

- 1) keep any minutes of the Members and of the Board and its committees in one or more books provided for that purpose;
- 2) see that all notices are duly given in accordance with these Bylaws, the Articles of Incorporation or as required by law;
- 3) maintain the Corporation's corporate records and see that the books, reports, statements, and all other documents and records required by law are properly kept and filed; and
- 4) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Board or the Chair.

In the absence of the Secretary at any meeting, a secretary pro tempore shall be appointed by the presiding officer.

**D. Treasurer.** The Treasurer shall:

- 1) have charge and custody of, and be responsible for, all of the Corporation's funds and securities; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the Corporation's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IX Section 4 of these Bylaws; cause such funds to be disbursed by checks or drafts on the Corporation's authorized depositories, signed as the Board may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed.
- 2) have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Corporation's financial transactions from the Directors, officers, employees, committee members or agents transacting the same;
- 3) keep or cause to be kept, at the Corporation's principal office or such other office or offices as the Board shall from time to time designate, correct records of the Corporation's funds, business, and transactions, and exhibit those records to any Director of the Corporation upon request at that office;
- 4) deliver to the Board or the Chair whenever requested an account of the Corporation's financial condition and of all his or her transactions as Treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the Board a like report for that fiscal year;
- 5) at each annual Members' meeting or the meeting held in lieu thereof, furnish copies of the Corporation's most current financial statement to the Members and answer questions that may be raised regarding the statement; and
- 6) in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Board or the Chair.

If required by the Board, the Treasurer shall furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

**Section 4. Other Officers.** The Board may appoint other officers as it deems desirable, such other officers to have the authority and perform the duties prescribed, from time to time, by the Board. Any officer appointed by the Board under the terms of this Section shall be a Member in good standing. The Board may remove any such appointed officer whenever in its judgment removal is in the best interests of the Corporation.

- Section 5. Resignation.** Any officer may resign at any time by giving written notice to the Corporation, the Board, the Chair, or the Secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.
- Section 6. Vacancies and Termination.** The Board may fill a vacancy in any office, because of death, resignation, removal, disqualification, or otherwise for the unexpired portion of the term. The termination of a Director or other Member for any reason shall also terminate that individual's position(s) as officer.
- Section 7. Compensation.** Officers shall receive no compensation in their capacity as officers, but may be reimbursed for reasonable expenses actually incurred in connection with their duties as approved by the Board.

### ARTICLE VIII: COMMITTEES

The Board may establish and dissolve such standing and temporary committees as it deems necessary. Each committee shall make such report of its activities to the Board as the Board may request. The Chair shall be an ex-officio member of all committees, except a nominating committee.

### ARTICLE IX: CONTRACTS, LOANS, CHECKS AND DEPOSITS

- Section 1. Contracts.** Consistent with the provisions of these Bylaws, the Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the Corporation's name and on its behalf. The authorization may be general or confined to specific instruments. In the absence of such authorization, the Chair shall sign such instruments, countersigned by the Secretary. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers, or agent or agents.
- Section 2. Loans.** Under no circumstances shall any loans be made to any Directors or officers of the Corporation.
- Section 3. Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the Corporation's name, shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board. In the absence of such determination or resolution, the Chair shall sign such instruments, countersigned by the Secretary.
- Section 4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the Corporation's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board.

**ARTICLE X: INDEMNIFICATION**

The Corporation shall, to the fullest extent authorized by chapter 181 of 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 may, to the fullest extent authorized by chapter 181, indemnify, reimburse, or advance expenses of Directors or officers.

**ARTICLE XI: FISCAL YEAR**

The fiscal year of this Corporation shall correspond to the regular term of Membership described herein or such prospective 12 month period as the Board may from time to time determine.

**ARTICLE XII: AMENDMENTS**

Unless otherwise required by the Articles of Incorporation or Wisconsin law, these Bylaws may be amended or repealed only by action of the Members at any properly called meeting of Members pursuant to these Bylaws, subject to the following rules:

- A. Notice of the Member meeting and its purpose shall be given to the Members at least thirty (30) calendar days in advance of the meeting and shall include a copy of the proposed amendment(s) or repeal.
- B. A quorum for amendment or repeal of these Bylaws shall be twenty-five percent (25%) of all Members qualified to vote. Notwithstanding anything herein to the contrary, a quorum for amendment or repeal of the Statement of Faith as stated in these Bylaws shall be two-thirds (2/3) of all Members qualified to vote.
- C. An amendment or repeal shall require a two-thirds (2/3) majority vote of Members qualified to vote and present at the meeting or casting absentee or proxy ballots if applicable. Notwithstanding anything herein to the contrary, an amendment or repeal of the Statement of Faith as stated in these Bylaws shall require a seventy-five percent (75%) majority vote of Members qualified to vote and present at the meeting or casting absentee or proxy ballots if applicable.
- D. Voting shall be by written ballot. Absentee ballots may be permitted as otherwise provided for in these Bylaws.
- E. Any amendment or repeal approved by the Members shall become effective immediately unless a different effective time is provided by action of the Members.