

WISCONSIN YOUTH COMPANY, INC.

BYLAWS

ARTICLE I: NAME

The name of the corporation is Wisconsin Youth Company, Inc.

ARTICLE II: PURPOSE

The purpose of the Wisconsin Youth Company is the development of social and life skills in children through recreational and informal education program opportunities. The corporation is organized and shall be operated exclusively for charitable, educational or scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III: MEMBERS

The Corporation shall have no general membership.

ARTICLE IV: BOARD OF DIRECTORS

- Section 1. The Board is responsible for the policies and management of the corporation pursuant to the purposes at all times in a manner consistent with applicable law and section 501(c)(3) of the Internal Revenue Code of 1988, as amended from time to time.
- Section 2. The Board shall consist of no fewer than seven (7) directors to be elected by the incumbent Board.
- Section 3. The term of office for directors of the Board shall be three (3) years. A director may be elected to two consecutive terms. Thereafter, a director may not be re-elected or re-appointed without one full year's absence from the Board.
- Section 4. A director's seat on the Board may be vacated prior to the expiration of his/her term by virtue of resignation or removal. Resignations are to be written and shall be effective upon their receipt by the Board. Removal of a director shall require a majority vote of the directors then serving and shall be for good cause only. The Board shall determine what constitutes good cause.
- Section 5. When a seat on the Board becomes vacant, the Board may appoint a replacement for the balance of the vacating director's term. Should the balance of the term consist of two or more years, the director elected as a replacement, shall be considered to have served one full term, and the director elected as a replacement shall be eligible to be elected to only one

additional term. Should the balance of the term consist of less than two years, the director elected as a replacement shall be eligible to be elected to two additional terms.

- Section 6. A quorum shall consist of a majority of the Board directors then serving.
- Section 7. The Board shall hold an annual meeting and may meet additionally on a regular basis at times and places determined by the Board. Special meetings may be called by the President or by any two Board directors. Notice shall be issued to all directors at least three days in advance of a regular meeting and at least one day in advance of a special meeting. Notice may be waived in writing.
- Section 8. The Board serves as representatives of the corporation. Any lawful action by the Board shall be the action of the corporation. Any action which may be taken at a meeting of the directors may be taken without a meeting if all the directors shall consent in writing to such action.
- Section 9. The Board adopts Roberts Rules of Order for all meetings of the corporation.

ARTICLE V: OFFICERS

- Section 1. The officers of the corporation shall be a President, a Vice President-Treasurer, and a Secretary. The Board may create additional offices or combine offices as the need arises, except no director shall hold the office of President and Secretary for the same term. Officers shall be elected annually to one-year terms of office by a majority vote of the directors of the board then serving.
- Section 2. The President. The President shall be the chief officer of the corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board. The President shall preside at meetings of the Board and shall perform other duties incidental to the office as the Board may prescribe from time to time.
- Section 3. Vice President-Treasurer. In the absence or disability of the President, the Vice President-Treasurer shall perform the duties of the President and, when so acting, shall have all the powers of the President. The Vice President-Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.
- Section 4. Secretary. The Secretary shall be responsible for the maintenance of the records of the corporation and the Board.
- Section 5. Any officer may be removed from office by a majority vote of the Board, for good cause. The Board shall determine what constitutes good cause.

Section 6. In the event an office becomes vacant by virtue of removal, resignation, or other reason, the Board shall designate a replacement for the balance of the term of the vacancy.

ARTICLE VI: COMMITTEES

Section 1. There shall be a standing committee known as the Nominating Committee, elected by the Board. The Nominating Committee, at the direction of the Board, shall be responsible for developing a slate of candidates for the election of Board directors and officers, and for the performance of such other duties as the Board may prescribe from time to time.

Section 2. The Board may authorize such other committees as it deems advisable and appoint the directors thereof. The Board shall prescribe the duration, composition, and charge of each committee authorized.

ARTICLE VII. CONTRACTS

Section 1. The Board may authorize any officer, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 2. Contracts or other agreements between the corporation and other persons or entities shall be governed by applicable State of Wisconsin law. The vote of a Board director having a conflict of interest shall not be counted in a decision to approve the contract.

ARTICLE VIII. MANAGEMENT

The Board may create a position of Executive Director of the corporation. The duties of the Executive Director shall be as prescribed by the Board. The compensation and benefits of the Executive Director shall be determined by the Board and may be reviewed from time to time in order to attract and retain competent management. The Board may also authorize the Executive Director to employ such support staff as the corporation may need to function effectively.

ARTICLE IX. AMENDMENTS

These By Laws may be amended by a majority vote of the Board provided a copy of the amendment and a notice of the meeting has been sent to all directors of the Board at least ten days prior to the meeting at which the amendment is to be considered.

ARTICLE X. INDEMNIFICATION

The Board shall make every effort to obtain and keep in force a policy of insurance for the acts and omissions of Directors, officers and agents of the corporation as is required by law.