

**BYLAWS  
OF  
SOUTH MILWAUKEE LIONS CLUB FOUNDATION, INC.  
(ADOPTED APRIL 12, 2022)**

**ARTICLE I. THE CORPORATION.**

Section 1.1. Authority.

South Milwaukee Lions Club Foundation, Inc. (the "Corporation") is a non-stock, not-for-profit corporation organized under the laws of the State of Wisconsin. Except as otherwise provided in the Articles of Incorporation of the Corporation (the "Articles"), the Corporation shall have all the authority necessary to achieve its purposes and shall be permitted to do all things that can be done by a not-for-profit corporation organized under the laws of the State of Wisconsin.

Section 1.2. Corporate Offices.

The Corporation shall have and continuously maintain in this State a principal office and a registered agent whose office address may be, but need not be, identical with such principal office. The Corporation may have other offices within or without the State of Wisconsin, as the board of directors may determine from time to time.

Section 1.3. Purposes.

The Corporation is organized and shall be operated exclusively for the charitable and educational purposes set forth in the Articles.

**ARTICLE II. MEMBERS.**

Section 2.1. Membership.

The Corporation may have members, if and when determined by the Corporation's Board of Directors to be in the best interests of the Corporation. The board of directors may establish classes of membership. The board of directors shall determine amounts, if any, to be charged as dues for membership.

Section 2.2. Authority of Members.

In the event that the Corporation has members, the rights and authority of the members shall be limited to participation in the activities of the Corporation, on such terms and conditions as are determined by the board of directors in their exclusive discretion. Notwithstanding the foregoing, the board of directors may determine to submit for a vote of the membership any matter otherwise within the authority of the board of directors.

Section 2.3. Meetings of Members.

Meetings of the members (if any) shall be held at such intervals and under such circumstances as may be determined by the board of directors.

### ARTICLE III. BOARD OF DIRECTORS.

#### Section 3.1. Number. Election. Terms vacancies and Authority.

- (a) Number. The business an affairs of the Corporation shall be governed by a board of directors consisting of nine (9) individuals, as may be determined by the board from time to time. Individual directors may or may not be members of the Corporation (if the board has established any membership in the Corporation as of such time). In addition to the foregoing elected directors, at any time that the Corporation has an Executive Director (as provided in Article IV below), such Executive Director shall serve as an *ex officio* non-voting member of the board.
- (b) Election. The initial directors shall be as set forth in the Incorporator's Consent to Action. Such individuals shall serve until the annual meeting of the Corporation, which will be held at such time as may be designated by the Board, but no later than September 15. At such annual meeting, the board shall assign staggered terms such that, as nearly as possible, an equal number of directors shall be elected each year. At the initial annual meeting and at all annual meetings thereafter, directors shall be elected upon the affirmative vote of a majority of directors present, provided that a quorum exists.
- (c) Terms. Directors shall serve for staggered terms of three (3) years. Terms shall begin with the close of the annual meeting at which directors are elected. Directors shall be limited to serving two (2) consecutive terms for a total of six (6) years. The only exception to the term limitation, will be if a director is appointed by the Board to serve for the unexpired portion of a vacating director's term by reason of death, incapacity, removal or resignation, or for any reason other than by expiration of a director's term. In this case, in addition to serving the unexpired portion of the vacating director's term, the director is eligible for election for two (2) elected terms. A director who has completed their maximum term of service, following a three-year absence, may be eligible for future service consistent with the limitations of this article.
- (d) Resignation or Removal. A director of the Corporation may resign at any time by filing a written resignation with the Secretary. Further, the board of directors may remove a director from office, with or without cause, upon the affirmative vote of at least two-thirds (2/3) of those directors present at a meeting at which a quorum exists. Moreover, the unexcused absence of a director at one-half (1/2) or more of the meetings of the board during any twelve (12) month period shall be the basis for automatic removal from the board (and from any offices then occupied thereby).
- (e) Vacancy. A vacancy on the board of directors, occurring by reason of death, incapacity, removal or resignation, or for any reason other than by expiration of a director's term, shall be filled as determined by the board with the newly-appointed director to serve for the unexpired portion of the vacating director's term.
- (f) Authority. The board of directors shall have full power and authority to perform any and every lawful act deemed necessary or proper to carry out the purposes of the Corporation. The board of directors shall have the power to enact, maintain and enforce, and from time to time, amend, alter and repeal, all suitable lawful rules and regulations for the governance of the Corporation and perform other acts not inconsistent with law, these Bylaws, or the Articles.
- (g) Compensation. Directors shall serve without compensation for their services in such capacity. Notwithstanding the foregoing, directors may be entitled to reimbursement for

reasonable expenses incurred by virtue of and in furtherance of their responsibilities as directors, but only if and to the extent agreed upon in advance by the board, and only if supported by timely and thorough documentation of such expenses.

### Section 3.2. Meetings. Notice. Quorum. Voting.

(a) Annual. Regular and Special Meetings. There shall be an annual meeting of the board of directors at the office of the Corporation during the month of July, or at such other place and at such time as may be designated by the board. Regular meetings other than the annual meeting shall be held at least quarterly, at such places and times as the board may determine. Special meetings of the board of directors may be called by the President or a majority of the directors then in office.

(b) Notice. Notice of the date, time and place of any meeting shall be given by oral, written, email, facsimile, or other wire or wireless communication notice delivered personally to each director at least twenty-four (24) hours prior to the date of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(c) Participation by Electronic Means. Any one or more directors may participate in, and shall be deemed present at, any meeting conducted by means of communication whereby either:

(i) All participating directors may simultaneously hear each other during the meeting; or

(ii) All communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

(d) Quorum. A majority of directors then in office shall constitute a quorum of the board, but a majority of the directors present at a meeting, though less than such quorum, may adjourn the meeting from time to time without further notice.

(e) Action. At each meeting of the board of directors, each director shall be entitled to cast one (1) vote on all matters presented to the board for its approval. The act of a majority of directors in attendance at a meeting at which a quorum is present shall be the act of the board, except to the extent that a greater number is required by law, the Articles or these Bylaws. Voting by proxy shall not be permitted.

### Section 3.3. Informal Action by Directors.

Any action which may be taken at a meeting of the board of directors, or of any committee of the board of directors, also may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors or committee members then serving who are entitled to vote with respect to the subject matter thereof, as the case may be. Any consent signed by all the directors or all the members of the committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions or any other office.

#### Section 3.4. Committees.

The board of directors may establish committees as it shall deem appropriate for the conduct of the business of the Corporation; provided, however, that any such committee shall include at least two (2) directors of the Corporation, along with such additional individuals as the board may determine. The board annually shall designate the members of all committees and shall appoint a chairperson for each such committee. Committee members shall serve at the pleasure of the board.

### **ARTICLE IV. OFFICERS.**

#### Section 4.1. Selection. Term. Resignation and Removal of Officers.

- (a) Officers. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Vice President.
- (b) Election. The initial officers of the Corporation shall be elected by the board of directors contemporaneously with the adoption of these Bylaws or as soon thereafter as practicable. Successor officers shall be elected at each annual meeting of the board upon the affirmative vote of a majority of directors present, provided that a quorum exists.
- (c) Term. Officers shall serve for terms of one (1) year. Terms shall begin with the close of the annual meeting at which officers are elected. Officers shall continue to serve until the close of the next annual meeting, or until their successors are duly elected. Officers may serve an unlimited number of consecutive terms in the same office.
- (d) Resignation or Removal. Any officer may resign at any time by filing a written resignation with the Secretary. Any officer may be removed, with or without cause, upon the affirmative vote of at least two-thirds (2/3) of those directors present at a meeting at which a quorum exists.

#### Section 4.2. Duties.

- (a) President. The President shall be the chief executive officer of the corporation, shall preside at all meetings of the board of directors, and shall perform all business and duties customarily pertaining to the office of the President and such other such duties as he or she may be directed to perform by resolution or majority vote of the board of directors. The President shall sign all bank checks or orders ( or delegate the signing of such documents to subordinates under his or her direction or control), and shall execute, in the name of the Corporation, other significant documents and papers concerning the business of the Corporation.
- (b) Vice President. The Vice President shall exercise all the powers, authority and duties of the President during the absence or disability of the President and shall perform such other responsibilities as may be directed by the President or board of directors.
- (c) Secretary. The secretary shall keep the minutes of all proceedings of the board of directors in books provided for that purpose, and such other books and papers as the board of directors may direct. The Secretary shall attend to the giving and serving of notices of all meetings of the board of directors and otherwise. The secretary shall perform such additional

duties connected with the operation of the Corporation customarily pertaining to the office of Secretary or as directed by the President of board of directors.

(d) Treasurer. The Treasurer shall receive and deposit all funds of the corporation in the depository institution or institutions selected by the board of directors, which funds shall be withdrawn only by checks or orders executed in the name of the Corporation by the Treasurer or the President (or subordinates under their direction and control). The Treasurer shall also account for all receipts, disbursements and balance on hand and report regarding the same when and as requested by the President or board of directors. The treasurer shall perform such additional duties connected with the operation of the Corporation customarily pertaining to the office of Treasurer or as directed by the President of board of directors.

## **ARTICLE V. CORPORATE SEAL.**

### Section 5.1. Corporate Seal.

The Corporation shall not have a corporate seal.

## **ARTTICLE VI. INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS.**

### Section 6. 1. Mandatory Indemnification.

The Corporation shall to the maximum extent permitted under the Wisconsin nonstock corporation law, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

### Section 6.2. Supplementary Benefits.

The Corporation may supplement the right of indemnification under Section 6.1. by the purchase of insurance indemnification agreements, and advances for related expenses of any person indemnified.

## **ARTICLE VII. CORPORATE ACTS, LOANS AND DEPOSITS**

### Section 7.1. Corporate Acts.

Unless otherwise directed by resolution of the board of directors or by law, all checks, drafts' notes' bonds, bills of exchange, and orders for the payment of money of the Corporation and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation be signed by the President (or by a subordinate under his or her control to whom he or she has delegated such authority), except as otherwise determined by the board of directors.

### Section 7.2. Loans.

No funded indebtedness shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 7.3. Deposits.

All funds of the Corporation, not otherwise employed, or subject to immediate distribution, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the board of directors may select.

**ARTICLE VIII. AMENDMENTS.**

Section 8. 1. Amendments.

These Bylaws may be amended or restated by the Board of Directors upon the affirmative vote of at least two-thirds (2/3) of the Directors then in office. Notwithstanding the forgoing, no such amendment or restatement shall be effective unless it is proposed at a duly-called meeting of the board a] which a quorum is present, and then acted upon by the board at a subsequent meeting held not less than thirty (30) days thereafter.

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