

**BY-LAWS OF  
THE BOYS' & GIRLS' BRIGADE  
ASSOCIATION, INC.**

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**BY-LAWS OF  
THE BOYS' & GIRLS' BRIGADE ASSOCIATION, INC.**

*Initially founded on the principals of the original Boys' Brigade created in the United Kingdom in 1883, the Boys' and Girls' Brigade Association, Inc. is an independent, but aligned entity sharing similar root philosophies. The emblem of the anchor in our trademark is shared with all Brigades. It symbolizes the Association's intent to remain "Sure and Steadfast" for current and future generations of the youth we serve. These By-laws shall act to govern the Association and may be amended or restated from time to time as the Board of Directors may deem appropriate.*

**ARTICLE I – NAME**

**Section 1.1.** These By-laws have been adopted pursuant to authority evidenced by the Articles of Incorporation of the State of Wisconsin. All rights, responsibilities and powers of the Association are vested in the Board of Directors acting as fiduciaries of the Association.

**Section 1.2.** This Association has been authorized to use the name of BOYS' & GIRLS' BRIGADE ASSOCIATION, INC., by the Secretary of State, State of Wisconsin as permitted under Chapter 181 of the Wisconsin Statutes.

**ARTICLE II – ORGANIZATION**

**Section 2.1. Purpose.** This Association is organized and is to be operated as a charitable organization that provides quality educational and leadership programming for the purpose of developing youth character and excellence through the promotion of habits of obedience, reverence, discipline and self-respect. The Association shall at all times maintain its qualifications to operate as a charitable tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Section 2.2. Vision.** My own self, at my very best, all the time.

**Section 2.3. Discrimination.** This Association shall not discriminate against any protected class of individuals as provided by state and federal laws and shall be an equal opportunity provider and employer.

## **ARTICLE III – OFFICERS**

**Section 3.1 Officers.** The officers of the Association shall be Chair, Vice-Chair, Secretary and Treasurer. All officers shall be elected by the Board of Directors at the annual meeting of the Association, for a term of one (1) year and shall hold office until a successor may be elected and qualified, if feasible, but in no event shall an office be held for more than three (3) consecutive years by the same person. No person shall be eligible for re-election to the same officer position until the person has not served in that officer position for at least (2) years. No person shall be permitted to hold two (2) officer positions simultaneously. Any officer position left vacant during the year may be filled by the Board of Directors for the remaining term, but such part year term shall be considered a full year for calculating the three (3) year limitation. All officers must be a current member of the Board of Directors to qualify to hold such officer position. The Board of Directors shall be permitted to elect such assistant officer positions to assist the Treasurer and the Secretary as they deem appropriate. An assistant officer does not need to be member of the Board of Directors to qualify for such position and may hold such position without term limitations.

## **ARTICLE IV – BOARD OF DIRECTORS**

**Section 4.1. Number.** The Board of Directors shall be a minimum of eleven (11) and no more than fifteen (15) in number, who shall be elected in accordance with Section 4.3. In addition to the regular members of the Board of Directors, there shall be honorary non-voting emeriti members of the Board of Directors and shall be referred to as the “Emeriti Directors”; Voting Directors shall just be referred to as “Director” in these By-Laws.

**Section 4.2. Qualifications.** The Board of Directors shall consist of adult persons of good moral character who are sufficiently interested in the purpose of the Association to justify their election. The Directors and Emeriti Directors shall be elected from the nominees recommended by the Nomination Committee. The Board of Directors may set specific qualification for the Nomination Committee to use in seeking and nominating qualified candidates.

**Section 4.3. Term.** A “term” for these By-Laws shall be defined as the period for which a person shall serve as a Director upon being elected. The Directors shall each serve for a term of three (3) years and shall continue to be divided into three (3) classes of between one (1) and five (5) Directors each so that the terms of one class of Directors expire each year and the total number of Directors does not fall below eleven or go above fifteen. At each annual meeting of the Board of Directors, the nominated persons for that year’s class shall be elected to serve for terms of three (3) years to succeed the Directors whose terms are expiring. Elections to the Board of Directors shall be governed by Section 9.5. All Directors shall serve until their respective successors are elected and Directors whose terms are expiring shall vote at the meeting held to elect their successors. The terms shall be staggered to preserve a

voting quorum.

**Section 4.4. Successive Terms.** No Director shall serve more than two (2) successive terms. A partial term shall count as a full term if the remaining partial term is for longer than twelve (12) months. No person shall be eligible and nominated for re-election as a Director until they have remained off the Board of Directors for at least two (2) years. No time off the Board shall be required before a former Director may be nominated and elected as an Emeriti Director. All Directors wishing to serve a successive term (years 4-6) must receive a recommendation from the nomination committee and be approved as detailed within Section 9.5.

**Section 4.5. Vacancy** The Board of Directors shall fill any vacancies for the remainder of the term at any Directors' meeting by a majority vote of the then members of the Board of Directors to insure that the number of Directors does not fall below eleven (11). The Board may fill other vacancies at its discretion. Any vacancies shall be filled in accordance with Article IV.

**Section 4.6. Emeriti Directors.** Emeriti Directors shall be former Directors who have also served the Association in material capacity. No Emeriti Director shall be a current Director of the Association. The position of Emeriti Director shall be non-voting. They shall be elected pursuant to Section 9.5. An Emeriti Director is expected to provide valuable input to help maintain the vision and focus of the Association. An Emeriti Director shall have a lifetime term and as an honorary Director and shall be exempt from meeting attendance, however active participation in Board and Committee meetings is expected. Emeriti Director status may be removed in the same manner as a regular Director may be removed from the Board except for nonattendance. In the event that an Emeriti Director shall be elected to serve as a Director, their Director status shall be preemptive and their Emeriti Director status shall continue upon the end of the Director term. In the event that an Emeriti Director shall become an employee of the corporation, their employee status shall be preemptive and their Emeriti Director status shall continue upon the end of their employment.

**Section 4.7. Removal of Directors.** Directors and Emeriti Directors may be removed by the vote of seventy-five percent (75%) of the current Directors eligible to vote, exclusive of the Director whose removal is being considered. A Director shall have made an effective resignation if the Director fails to attend 50% of the scheduled BOD meetings in a board year on in which the Director serves. Partial attendance at a meeting shall be considered an absence if in the view of the Chair and the Secretary, the Director has not been present for a material part of a meeting. The Secretary shall notify a Director and the Board of Directors upon the Director missing two (2) meetings and remind the Director of this Section. Such resignation for non-attendance shall only be refused and the Director reinstated by the vote of the Board of Directors, pursuant to Section 9.5 after a showing of good cause by the Director requesting reinstatement.

## **ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS**

**Section 5.1. Duties of the Board of Directors.** The Board shall:

- 1) Be accountable to the constituents and the community that is served by the Boys' & Girls' Brigade Association.
- 2) Provide leadership to the Boys' & Girls' Brigade Association by:
  - Developing and updating a strategic plan for the Association;
  - Developing long term (5-10 years) financial goals; and
  - mid-range (2-5 years) financial strategies pursuant to the strategic plan.
- 3) Govern the Association by:
  - Holding the Association accountable to fulfill all applicable legal requirements (e.g. city, state, federal);
  - Holding the Association accountable to maintain the fiscal well-being of the Association;
  - Holding the Executive Director accountable for achieving the goals and executing the strategies.

**Section 5.2. General Powers.** The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the Association. All powers of the Association, except those specified, granted or reserved to others by law, the Articles of Incorporation, or these By-Laws, shall be vested in the Directors.

**Section 5.3. Specific Powers.** They shall collectively have ample power to purchase and lease, pledge and sell all such personal and real property, and to make all such contracts and agreements on behalf of the said Association as they may deem needed for the successful fulfillment of its vision. The Board shall provide such authority to the Executive Director and other Officers as is needed to conduct operations and effectively work to fulfill the vision and achieve the goals and strategies established by the Board. Any such authority not affirmatively provided shall be retained by the Board.

**Section 5.4. Bond.** They shall require adequate bonds for the Board, Executive Director, Officers and any employees or agents of the Association as they may deem necessary. They shall require the Association to procure Directors and Officers Liability Insurance in such amounts, as they may deem necessary. The cost of any required bond or insurance shall be borne by the Association. Initially, no bond shall be required until the Board so determines one is necessary.

**Section 5.5. Compensation.** No member of the Board of Directors of the

Association shall receive compensation for serving on the Board. Members of the Board of Directors shall not conduct private business in a manner which places them at a special advantage because of their connection with the Association. In providing advice to the Association involving transactions of a nature which may be related to the business or profession of a director, the quality and cost of services shall have priority and be managed in an objective and customarily competitive manner. In case of a clear conflict of interest, the member of the Board shall recuse him or herself, or may be excused from voting on an item so constituted.

**Section 5.6. Professionals.** The Board of Directors shall employ a Certified Public Accountant to review or annually audit the books and records of the Association and may employ any other professionals as may be required by the Directors in their sole discretion to meet their obligations.

## **ARTICLE VI – COMMITTEES**

**Section 6.1. Committees of the Board of Directors.** The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of Directors fixed by Article IV shall designate Standing Committees as provided in this Article and may designate one or more additional committees as needed. Each committee must consist of at least two (2) Directors or Emeriti Directors elected by the Board of Directors, one of whom serving as committee chair. No committee shall have the power to obligate the Association to any financial outlay or to commit it to any social program unless authorized by the Board of Directors as a whole.

**Section 6.2. Standing Committees.** The Board of Directors shall establish and maintain the following Standing Committees: Executive Committee, Audit Committee, Buildings and Grounds Committee, Endowment Committee, Finance Committee, Fundraising Committee, Human Resources Committee, Marketing Committee, Nomination Committee, Onaway Committee, and Retention Committee. The Board shall populate Standing Committees at the Annual Meeting. Each committee shall fix its own rules, populate the committee with ad hoc and additional Board members at their discretion, keep regular minutes of its proceedings and attendees and shall provide such reports as required by the Board of Directors.

**Section 6.3. Executive Committee.** The Executive Committee shall oversee the operations of the Brigade in accordance with the directives of the Board. The Committee shall consist of all officers (Board Chair, Vice-Chair, Secretary, and Treasurer). The Board Chair shall be the Executive Committee Chair. The Committee shall meet at least quarterly and shall report to the Board at any meetings. The Executive Committee shall meet in open session unless the nature of its discussions require closed session. The Executive Committee shall be responsible for the formulation of annual goals for the Executive Director and for the oversight of those goals through the Chair.



**Section 6.4. Audit Committee.** The Audit Committee shall be comprised of two (2) or more Directors and such number of non-Directors as the Board shall determine. No member of the Audit Committee shall also be a member of the Endowment or Fundraising Committees, nor anyone who is a current Treasurer or Assistant Treasurer of the Association. The Audit Committee shall perform the following functions:

1. Review periodic financial statements and financial reports of operations, assets and liabilities;
2. Examine the Association's internal control over financial reporting; this shall be done with the help of the external independent auditor;
3. Recommend to the Board an independent external auditor and decide the auditor's scope of duties, especially the treatment of internal controls; and
4. Review the work of the auditor, especially the auditor's reports to the management about internal controls, alternate reporting options, disagreements with management, and difficulties encountered in performing the audit.

**Section 6.5. Buildings and Grounds Committee.** The purpose of the Buildings and Grounds Committee is to provide strategic management of the buildings and grounds of the organization. This includes creating, updating, and maintaining a 3-5 year plan for maintenance, repairs, and upgrades, and to establish a fiscally responsible plan that gives consideration to facilities, equipment, and personnel (both paid and volunteer) with projects and timing appropriately prioritized. The committee prioritizes and presents needs as a part of the budget process and recommends capital budget updates to the Finance Committee. The Buildings and Grounds Committee manages major projects together with the Executive Director and other staff and advises the Executive Director on obtaining quotes for work that will be contracted. The Building and Grounds Committee shall conduct an annual inspection and rating of capital assets and work with staff to maintain an ongoing list of projects, material needs, and project leaders.

**Section 6.6. Endowment Committee.** The Endowment Committee shall be comprised of two (2) or more Directors and such number of non-Directors as the Board shall determine, none of which are on the Audit Committee. The Endowment Committee shall also monitor the investments of the Association, compare such results with the approved Budget and maintain compliance with the Endowment spending policy. The Endowment Committee shall make recommendations to the Board on investment oversight and strategies. Regular financial reports shall be made to the Board of Directors.

**Section 6.7. Finance Committee.** The Finance Committee shall provide

financial oversight for the organization. Typical tasks include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. The Finance Committee shall:

1. Develop an annual budget with staff.
2. Approve the budget within the Finance Committee.
3. Monitor adherence to the budget.
4. Set long-range financial goals.
5. Coordinate funding strategies to achieve financial goals with the Endowment and Fundraising Committees.
6. Develop multi-year operating budgets that integrate strategic plan objectives and initiatives.
7. Maintain a capital budget in coordination with the Building and Grounds Committee.
8. Present all financial goals and proposals to the Board of Directors for approval.

No member of the Finance Committee may serve upon the Audit Committee at the same time.

**Section 6.8. Fundraising Committee.** The Fundraising Committee shall be responsible for creating and overseeing fundraising for the organization in accordance with the budget and the organization's long term goals. The Committee shall oversee annual fundraising efforts as well as long term fundraising and legacy programs. The committee shall make recommendations to the Board for approval on all such matters. The Committee shall be comprised of at least two (2) Board Members and be responsible to the board for reaching funding goals.

**Section 6.9 Human Resources Committee.** The Human Resources Committee shall be responsible for providing oversight of compensation and benefit practices of the Brigade employees. The Committee shall evaluate, recommend, and report to the Board of Directors on matters concerning the performance and rewards strategy, including, but not limited to, management performance, employee compensation, organizational effectiveness, fiscal alignment with annual budgets, and personnel policies, programs and plans. The Committee shall be comprised of at least two (2) Board Members.

**Section 6.10 Marketing Committee.** The Marketing Committee shall be responsible for creating and overseeing a uniform marketing strategy and execution plan, in conjunction with the staff and other committees, designed to further community awareness of the organization's programming and events. The Committee shall be responsible for recommending professional firms to increase the visibility of the organization in the greater Fox Valley area via contemporary marketing strategies. The Committee shall be comprised of at least two (2) Board Members and be responsible to the board for reaching Marketing goals.

**Section 6.11. Nomination Committee.** The Recruitment and Nomination

Committee shall be comprised of two (2) or more Directors and such number of non-Directors as the Board shall determine. At least one (1) Director shall be from the then upcoming class of Directors with expiring terms. The Committee shall actively recruit replacement Directors and Emeriti for anticipated and unanticipated vacancies. The Nomination Committee shall verify qualifications of all Directors and Officers and shall use its best judgment in making nominations for each position to the Board of Directors.

**Section 6.12. Onaway Committee.** The Onaway committee shall be responsible for ongoing development of Onaway Programming and Volunteers. The Committee shall be comprised of two (2) or more directors and representatives from the staff and camps including volunteers and directors. The Onaway committee shall be responsible for making recommendations to the Board for the oversight of Camp Onaway. The Onaway Committee shall provide a means of communication between the volunteers to the staff and Directors. The Onaway Committee shall communicate any maintenance needs to the Buildings and Grounds Committee as they arise.

**Section 6.13. Retention Committee.** The Retention Committee shall be responsible for creating and overseeing Brigader and Volunteer retention for the organization in accordance with the organization's long term goals. The Committee shall oversee annual Brigader recruitment and retention efforts as well as long term retention goals and programming. The committee shall make recommendations to the Board for approval on all such matters. The Committee shall be comprised of at least two (2) Board Members and be responsible to the board for reaching Brigader and Volunteer retention goals.

## **ARTICLE VII – DUTIES OF OFFICERS**

**Section 7.1. Chair.** The Chair shall preside at all meetings of the Directors. He or she shall, by virtue of his or her office, be an ex-officio member of all committees. While the Executive Director shall report to the Chair, the Chair works in partnership with the Executive Director to achieve the mission of the Brigade and to optimize the relationship between the Board and staff. The Chair shall report said supervision to the Board and Executive Committee on a regular basis. The Chair shall perform the duties of the Executive Director in his or her absence. The Chair shall organize and contribute all related motions, reports, records, and files during their term as needed for historical perspective or future review in the Corporate Records Book prior to the end of their term.

**Section 7.2. Vice-Chair.** The Vice-Chair shall assist the Chair in his or her duties and shall perform the duties of the Chair in the Chair's absence.

**Section 7.3. Treasurer.** The Treasurer shall have, or delegate, the care and custody of all funds and securities of the Association and deposit the same in the name of the Association in such bank or banks as are approved by the Board. He or she shall

be subject to such conditions and restrictions as may be made by the Board of Directors, and shall perform such duties as the Directors may from time to time require of him or her. He or she shall report on monthly financial statements to the board and Executive Committee on a regular basis. The Treasurer shall organize and contribute all related motions, reports, records, and files during their term as needed for historical perspective or future review in the Corporate Records Book prior to the end of their term.

**Section 7.4. Secretary.** The Secretary shall attend the meetings of the Board of Directors and shall record upon the books of records of the Association the proceedings of its respective meeting, maintaining and retaining such records. He or she shall notify all Directors of all meetings and shall perform such other duties as the Directors of the Association shall from time to time prescribe. The Secretary shall organize and contribute all related motions, reports, records, and files during their term as needed for historical perspective or future review in the Corporate Records Book prior to the end of their term.

#### **ARTICLE VIII – DUTIES OF THE EXECUTIVE DIRECTOR.**

The role of the Executive Director is to implement strategic plans for the Boys' and Girls' Brigade in a cost-effective and time-efficient manner. The Executive Director is responsible for the day-to-day operation of the organization. This includes, but is not limited to managing staff as well as developing business and operational plans in collaboration with the Board. The Board grants the Executive Director the authority to run the organization.

The Executive Director is accountable to the Chair of the Board and reports to the board on a regular basis – at a minimum, quarterly. The board will, at times, offer objective suggestions and ideas about how to improve the organization, with the expectation that the Executive Director decides on the execution of these ideas, reporting results of these to the Board. An expectation of objective professional organizational growth and behavior is required by the Board from the Executive Director.

The Executive Director is a professional leadership role for the organization and often fulfills a motivational role in addition to office-based work. Executive Directors motivate and mentor members, volunteers, and staff. The Executive Director leads the organization and develops its organizational culture, being the standard-bearer of professionalism to the organization.

The Executive Director shall be responsible for the execution of all fundraising efforts and resourcing the organization by soliciting contributions, donations, obtaining grants, and performing all duties incident to public relations and community outreach for the organization. The Executive Director shall work in conjunction with the board and its committees to achieve the financial goals of the organization. Expenditures beyond those approved in the Annual Budget shall require a vote of approval from the Board of

Directors.

The Executive Director shall be informed of everything that occurs in the organization. This includes staff, membership, volunteer, budget, assets, and all other organizational resources, to best utilize the same, and raise the organization's financial health and profile within the community.

The Executive Director shall employ, direct, recommend the compensation of, discipline, and discharge its employees.

The Executive Director shall have authority to sign, execute, and deliver in the Corporation's name all instruments, contracts, and documents in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of such instruments shall be expressly delegated by these By-Laws or by the Board to some other officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent:

## **ARTICLE IX – MEETINGS**

**Section 9.1. Meeting Rules.** The Chair shall preside over and determine the rules of conduct of all official meetings of the Board of Directors, except where they are incompatible with the By-Laws. Any two (2) Board members shall have the right to call for the Chair (or other presiding officer) at a meeting then in process, to follow Robert's Rules of Order for the remainder of the meeting. Immediately after the call, the Chair shall be required to conduct the remainder of the meeting under such rules. Attendance at each meeting shall be made in person by each Director, but may also be made by teleconference or videoconference upon providing the Secretary three (3) business day advance written notice of such request by a Director and if the facilities being used for such meeting can support such request. Valid voting by teleconference or video conference shall require that the Directors are able to hear each other adequately to promote discussion of the subject matter being voted upon.

**Section 9.2. Annual Meeting.** The annual meeting of the Board of Directors shall be held during the month of December at a time and place to be selected by the affirmative vote of a majority of Board Members and if not so established then by the Chair. The annual meeting shall be bifurcated. The outgoing board shall conduct old business and elect new members as previously approved from recommendations of the Nominations Committee. Outgoing members shall then be replaced by the newly elected members. The newly seated Board shall then select officers, populate committees, conduct new business, and any remaining agenda items. If the election of Directors shall not be held on the day designated for any annual meeting of the Directors, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Directors no later than the last business day of December and in accordance with this section. In addition to the annual meeting, regular Directors' meetings shall be held approximately once every six weeks. Special

Directors' meetings may be called by or at the request of the Chair or Secretary, or by any two (2) Directors.

**Section 9.3. Special Meetings.** The Board of Directors shall meet at such other times during the year as the Chair may designate. In addition, if two (2) members make a written request delivered to the Chair or the Secretary for a special meeting, stating the purpose of such a meeting, the Chair or the Secretary will call a special meeting of the Board of Directors as soon as possible but must be held within ten (10) business days of the receipt of such written request.

**Section 9.4. Notice.** Notice of each meeting of the Board of Directors shall be given by written notice delivered personally, mailed, by facsimile, or by electronic transmission to each Director at his or her business address, or at such other address as such Director shall have designated in writing filed with the Secretary, in each case not less than five (5) business days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by facsimile or electronic transmission, such notice shall be deemed to be delivered when the notice is transmitted. Whenever any notice is required to be given to any Director of the Association under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of 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 annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except if these By-Laws are to be changed, and then the notice shall specify the suggested change(s). Notice of special meetings can be shortened to three (3) days or less by any method of notice, mail or electronic, if the topic of the special meeting is to address a crisis situation. The Secretary shall provide in advance of each meeting, topics of discussion together with whatever materials might be available for the Directors to review in advance of the meeting.

**Section 9.5. Quorum and Manner of Acting.** At least sixty six percent (66%) of the number of Board of Directors then in office must be present in person or via teleconference or videoconference to constitute a quorum for the transaction of business. At any meeting in which a quorum is present, the affirmative vote by over Fifty percent (50%) of the Directors present shall be the act of the Board of Directors unless otherwise specifically designated in these By-Laws. Attending and voting by person, via telephone or teleconference is acceptable as permitted under these By-Laws.

**Section 9.6. Adjournment.** All meetings of the Board of Directors may be adjourned to some other time and place as may be decided by those present and

represented.

**Section 9.7. Executive Session.** At each meeting of the Board of Directors, the Board shall have as a regular agenda item a closed executive session of the Board of Directors where only Directors, Emeriti Directors and invited guests shall be present. Minutes of such Executive Session shall be held separately by the Secretary and shall only be made part of the regular Minutes at such time as the Secretary and the Chair agree that the Executive Session Minutes should no longer be held in confidence.

## **ARTICLE X – DISSOLUTION AND TAX CONSEQUENCES**

**Section 10.1. Termination of Purpose.** If the Association shall cease to seek to fulfill its purpose as set forth in Article II, Section 2.1, the Association should as soon thereafter as is reasonably possible, be dissolved.

**Section 10.2. Dissolution.** In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, education or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. The assets shall to the extent possible be distributed to other organizations related to the Boys' Brigade located in the United States. If no such organizations are available or the Board of Directors believes that it is more appropriate to the general desire of contributors, the assets shall be distributed to foundations in the Fox Valley area providing financial assistance to similar organizations supporting youth activities.

**Section 10.3. Income Distributions.** All income of the Association for each taxable year for Federal income tax purposes other than monies set into a reserve for a specific purpose shall be distributed at such time and in such manner so as not to subject the Association to Federal tax under Section 4942 of the Internal Revenue Code of 1986, as amended.

**Section 10.4. No Self Dealing.** The Association created hereby shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Internal Revenue Code of 1986 as amended, retain any excess business holdings as defined in Section 4942 (c) of the Internal Revenue Code of 1986, as amended, make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code of 1986, as amended or make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE XI – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 11.1. Indemnification.** To the extent permitted by law, the Association shall indemnify each Director and Officer of the Association, and his or her heirs and personal representatives against all expenses and liabilities reasonably incurred by him or her in connection with or arising out of any action, suit, or proceeding in which he or

she may be involved by reason of his or her being or having been a Director or Officer of the Association, whether or not he or she continued to be a Director or Officer at the time of incurring such expenses and liabilities; such expenses and liabilities to include, but not limited to, judgment, court costs, attorneys' fees and the cost of settlements. The Association shall not, however, indemnify such Director or Officer with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceedings to have been liable because of willful misconduct in the performance of his or her duties as such Director or Officer. In the event a settlement or compromise is effected, indemnification may be had only if the Board of Directors shall have been furnished with an opinion of counsel for the Association to the effect that such settlement or compromise is in the best interests of the Association, and that such Director or Officer is not liable for willful misconduct in the performance of his or her duties with respect to such matters, and if the Board shall have adopted a resolution approving such settlement or compromise. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law.

## **ARTICLE XII- CHANGE OF ARTICLES OF INCORPORATION OR BY-LAWS**

**Section 12.1. Changes to the Articles of Incorporation or the By-Laws.** The Articles of Incorporation or these By-Laws can be changed, amended, or repealed only by an affirmative vote of at least seventy-five percent (75%) of the seated Board of Directors at any meeting of the Board of Directors of BOYS' & GIRLS' BRIGADE ASSOCIATION, INC for which written notice of the meeting was specifically provided stating the proposed Articles or By-Laws change. Notice of any proposed changes in the Articles or By-Laws must be sent to all of the members of the Board of Directors at least ten (10) days prior to the date of the meeting.

**Section 12.2. No Change to Benefit Board Members.** No change to the By-Laws or Articles of Incorporation which directly or indirectly affects the term of Directors or officers or the ability to compensate Directors shall be effective on or apply to Directors then in office.

## **ARTICLE XIII – MISCELLANEOUS**

**Section 13.1. Written Actions.** A written consent to action communicated to all Board members and agreed to by seventy-five percent (75%) of the Directors then in office, by written approval or by verified electronic means, shall have the same effectiveness as a vote by the Board of Directors. The effective date shall be as stated in the written action. No written action may be made regarding: (i) changing the Articles of Incorporation; (ii) changing the By-Laws; (iii) the election or removal of Directors; or (iv) the election or removal of Officers.

**Section 13.2. Proxy Voting or Ballots.** No proxy voting or proxy balloting shall be permitted by Directors.



**Section 13.3. Application of Wisconsin Statutes.** To the extent not inconsistent or in conflict with the Association Articles of Incorporation or these By-laws, Chapter 181 of the Wisconsin Statutes shall be applicable to the Association.

Revised This 8th Day of April, 2019