

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

Adopted December 9, 2019

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

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 under State Statute 181. The registered agent of the corporation shall be listed with the Department of Financial Institutions as the CEO. All rights, responsibilities and powers of the Association are vested in the Board of Directors acting as fiduciaries of the Association under Policy Governance®¹ principles.

¹ Policy Governance® is a registered service mark of Dr. John Carver, representing an integrated set of governance principles that provide for systematic role clarity and organizational accountability. Authoritative website: www.policygovernance.com

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 with a principle place of business located at 109 W. COLUMBIAN AVE. NEENAH, WI 54956.

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. Mission. We Build Leaders!.

Section 2.3. Vision. My own self, at my very best, all the time.

Section 2.4. 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 President,

President-Elect, Vice President, Secretary and Treasurer with Immediate Past President as a nonbinding advisor. Any officer position left vacant during the year shall be filled for the remaining term at the next scheduled meeting of the Board of Directors by a vote of at least fifty-percent (50%) of the current Directors eligible to vote.

Section 3.2 Qualifications. Other than Immediate Past President, all officers must be a current member of the Board of Directors. 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.

Section 3.3 Election & Term Limits. Vice President, Secretary and Treasurer shall be elected by the Board of Directors at the annual meeting of the Association, for a term of one (1) year. President-Elect shall be elected by the Board of Directors biennially at the annual meeting of the Association, for a term of two (2) years. Upon the expiration of their term of office, the President shall become Immediate Past President and President-Elect shall become President for two (2) year terms. No person shall be permitted to hold two (2) officer positions simultaneously.

Section 3.4 Removal. An officer may be removed as officer by the vote of at least seventy-five percent (75%) of the current Directors eligible to vote. Unless detailed otherwise within the motion, Officers removed under this section remain a Director.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1. Number. Believing a key attribute of an effective board is an objective, strategic and independent view, it is critical to strike a balance of internal and external directors on the board. The Board of Directors shall be a minimum of eleven (11) and no more than fifteen (15) in number. Beginning with the class of 2024 not less than three (3) to be Internal Directors, nor more than five (5).

(1) **Internal Director.** An internal director is a member who at election does not meet the definition of subsection (2) below, or has experience with Brigade, members, volunteers, officers, or employees, and whose experience within Brigade adds value to the Board.

(2) **External Director.** In the last fifteen (15) years, other than their first term on the Board, External Directors:

- a. Have not been involved with the day-to-day inner workings of Brigade,
- b. Have not been involved with Brigade programming,
- c. Have not worked or volunteered at Brigade,
- d. Was not closely related to nor in a relationship with any of the key employees or volunteers, and

- e. Has not worked for a major partner, supplier, customer or service provider of the firm, such as lawyers, accountants, consultants, investment bankers, etc..

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.

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 three (3) 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 must receive a recommendation from the nomination committee in compliance with the Governing Policies 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. In addition to the regular members of the Board of Directors, there may be honorary non-voting emeriti members. 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. Officers, Directors and Emeriti Directors may be removed by the vote of seventy-five percent (75%) of the current Directors eligible to vote. Unless detailed otherwise within the motion, Officers removed under this section remain a Director. A Director shall have made an effective resignation if the Director fails to attend 70% of the scheduled Board 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 President 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:

The board will govern lawfully, using Policy Governance®¹ principles, with a style that emphasizes:(a) integrity and truthfulness in all of its practices, (b) outward vision, (c) encouragement of diversity in viewpoints,(d) strategic leadership more than administrative detail, (e) clear distinction of board and staff roles, (f) collective decisions, and (g) focus on the future.

Section 5.2. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors with operational authority delegated to its CEO.

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 necessary for the successful fulfillment of its vision. The Board shall provide such authority to the CEO 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.

Section 5.4. Bond. They shall require adequate bonds for the Board, CEO, 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. Board committees are those established by and with authority emanating from the Board, regardless of whether their composition includes Board members. The only standing Board committees are those that are set forth in the Governing Policies of Brigade publication and appropriately chartered with clear ends, authorities, timelines, and staff considerations. Unless otherwise specified, the President, CEO, or his/her staff designee, will serve as a resource (non- voting member) for each Board committee. Minutes will be kept of all committee meetings and made available to all Board members.

ARTICLE VII – DUTIES OF OFFICERS

Section 7.1. President. The President is empowered to preside at board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing). As Brigade's "chief governance officer," the President's primary role is to ensure the integrity of the Board's process, and secondarily to represent the Board to the membership and outside parties. The President is to ensure that the Board acts in a manner consistent with its Governing Policies and any requirements legitimately imposed upon it from outside the organization. The President will require meeting discussion content will only include those issues which, according to board policy, clearly belong to the Board to decide, consider, or to monitor, or to otherwise inform/educate the Board so it can best fulfill its responsibilities. With 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. The President shall automatically become Immediate Past President at the end of the term as President.

Section 7.2. Vice President. The Vice President shall assist the President in his or her duties and shall perform the duties of the President in the President'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 on a regular basis.

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. With the President 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 7.5. President-Elect. The President-Elect collaborates with the President to learn the role of the President, to become familiar with the programs of Brigade and its governance, and to develop and facilitate officer transition. The President-Elect assists and supports the President as needed and plans for their President year. The President-Elect shall automatically become President at the end of the term as President-Elect.

Section 7.6. Immediate Past President. The Immediate Past President provides advice, leadership, and mentorship to the President regarding past practices and other matters to assist in governing the Association. The Immediate Past President supports the President and the President-Elect in a nonbinding advisory capacity.

ARTICLE VIII – DUTIES OF THE CEO.

The Chief Executive Officer (CEO) is the Board's official connection to the operating organization, its achievements and its conduct. The Board will direct the CEO through written policies setting forth the organizational Ends to be achieved and organizational situations/actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies and implement strategic plans for the Boys' and Girls' Brigade in accordance with all laws, bylaws, and Governing Policies.. The Board grants the CEO the authority to run the organization.

The CEO 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 President 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 or Governing Policies. Any two (2) Board members shall have the right to call for the President (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 President 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 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 Directors and if not so established then by the President. 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 President 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 President may designate. In addition, if two (2) members make a written request delivered to the President or the Secretary for a special meeting, stating the purpose of such a meeting, the President 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, or other electronic means 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 to address confidential topics or information. 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 President agree that the Executive Session Minutes should no longer be held in confidence.

In accordance with Brigade's adherence to Policy Governance, all actions which impact the CEO must be adopted by the full Board and incorporated into the Governing Policies.

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 Directors. 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.

Adopted This December 9, 2019.