BY-LAWS OF WISCONSIN FAMILY, CAREER, AND COMMUNITY LEADERS OF AMERICA FOUNDATION, INC.

Adopted: July 24, 2003

First Revision Adopted: August 7, 2008
Second Revision Adopted: February 2, 2017
Third Revision Adopted: June 4, 2019

ARTICLE I. NAME, INCORPORATION, PURPOSE AND OFFICE

- Section 1.1. **Name.** The name of this corporation shall be Wisconsin Family, Career, and Community Leaders of America Foundation, Inc.
- Section 1.2. **Incorporation.** The corporation shall be incorporated under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes.
- Section 1.3. **Purpose.** The corporation is formed exclusively for charitable, educational, or scientific purposes within the meaning of Internal Revenue Code § 501 (c) (3). To the extent consistent with those general purposes, the specific purposes of the corporation shall be to stimulate and promote the best interests of students and teachers of family and consumer education on a local or state-wide basis in Wisconsin, such as by:
 - 1. Supporting students in Family and Consumer Sciences (FCS) courses to assume responsibility as family members and citizens and to take informed, socially responsible individual, family, career, and community actions;
 - 2. Providing educational and leadership opportunities for personal development and preparation for adult life in a diverse community;
 - 3. Providing recognition and scholarships as incentives to members and teacher-advisers to participate in Family, Career, and Community Leaders of America (FCCLA) programs and activities;
 - 4. Recognizing and promoting FCS programs which address the broad continuing concerns of the family through FCCLA projects and activities;
 - 5. Recognizing progress made by teachers and members toward successful initiatives in FCCLA programs and activities;
 - 6. Assisting students to gain access and to experience Family and Consumer Sciences related careers;
 - 7. Cooperating with organizations such as Wisconsin Family, Career, and Community Leaders of America WI FCCLA; Wisconsin Family and Consumer Educators (WFCE); and Wisconsin Association Family Consumer Sciences (WAFCS) in the promotion of the purposes stated above; and
 - 8. Publishing an annual report of corporation activities including a statement of receipts and expenditures and printing such other materials as may be approved by the board of directors.
- Section 1.4. **Offices.** Until no longer required by the Wisconsin Nonstock Corporation Law, the corporation shall have a registered office at all times in the State of Wisconsin. The corporation shall initially have its registered office at 3909 Wyoming Court, Janesville, WI 53546. Initially, the registered agent shall be Catherine J. Lader at that address. The board of directors may from time to time change the registered office and registered agent.

ARTICLE II. BOARD OF DIRECTORS

Section 2.1. **General Powers**. The affairs of the corporation shall be managed by its board of directors. The board of directors shall have all the powers permitted to such a body under the Wisconsin Nonstock Corporation Law, except as limited by the articles of incorporation of these by-laws

Section 2.2. Number, Tenure, and Qualifications.

- 1. The corporation shall have at least five (5) directors.
- 2. The directors may expand the board to include up to twenty (20) directors who are state residents or former state residents, who are interested in the purposes of the corporation and who are willing to serve on the board.
- 3. A director will serve for a three year term.
- 4. In the event of a resignation, the President may appoint a replacement with majority approval of the directors.
- 5. No more than one-half of the directors should be replaced at one time.
- 6. All directors may be appointed to one or more additional 3-year terms.
- 7. A majority of directors shall be past or present FCCLA Chapter Advisers.
- 8. Directors should represent diverse geographical areas of the state.
- 9. Directors shall be appointed by the President with majority approval of the directors.
- 10. Unless otherwise determined by the directors, directors should include persons with any of the following qualifications
 - A representative of the WFCE;
 - An alumni representative of Wisconsin FCCLA/FHA/HERO Organization;
 - A representative of a Family and Consumer Sciences teacher preparation program of a school in the University of Wisconsin system;
 - A representative of the WAFCS;
 - A representative of a related business;
 - A representative of a profession that may be helpful to the functioning of the corporation.
 - A representative of special interest and abilities that would be beneficial to the purposes of the corporation.
 - The state Adviser of WI FCCLA would serve as an ex officio member (non-voting) member of the board.
- Section 2.3. **Removal from Board.** Directors not fulfilling the responsibilities of their position may be removed from the board by a two-thirds (2/3) vote of the Board of Directors.
- Section 2.4. **Associate Membership**. The board of directors shall have the power to appoint any person to act as associate to any officer or standing committee through a volunteer or contracted arrangement. This associate, so appointed by the board of directors, shall have the power to perform all the duties to which he or she is appointed to act, except as such power may be otherwise defined or restricted by the board of directors and will be recognized as an Associate Member may participate in board meeting, but may not vote.

ARTICLE III. OFFICERS

- Section 3.1. **Number and Qualifications.** The principal officers of the corporation shall be a president, a vice president, a secretary and a treasurer each of whom shall be elected by the board of directors and each of whom shall be a director. Such other officers and assistant officers as may be deemed necessary may be elected by the board of directors.
- Section 3.2. **Duties.** The duties of the officers shall be those enumerated herein and any further duties designated by the board of directors. The duties herein specified for particular officers may be transferred to and vested in such other officers as the board of directors shall elect, from time to time and for such periods or without limitation as to time as the board of directors shall order. (See Appendix. A)
- Section 3.3. **Election and Term of Office**. The officers of the corporation shall be elected to terms of office up to two years in length so that each year, at the annual meeting of the board of directors, some officers are in the middle of their two-year term and other officers shall be at the beginning or end of their term.
- Section 3.4. **Removal.** Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed. Election or appointment shall not of itself create contract rights.
- Section 3.5. **Vacancies.** A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the board of directors for the unexpired portion of the term.
- Section 3.6. **President.** The president shall in general supervise and control all of the business affairs of the corporation and shall, when present, preside at all meetings of the board of directors and in general perform all duties incidental to the office of president and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors. The president shall be elected in even years.
- Section 3.7. **Vice President.** The vice president shall act for the president when the president is not present or not able to act and in general perform all duties incident to the office of vice president and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors. The vice president shall be elected in odd years.
- Section 3.8. **Secretary.** The secretary shall (a) keep the minutes of the meetings of the board of directors; (b) distribute the minutes of the meeting to board members within 2 weeks of the_meeting; (c) see that all notices are duly given in accordance with the provisions within these bylaws or as required by law; (d) be custodian of the corporate records; and (e) in general perform all duties incidental to the office of secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors. The secretary shall be elected in even years.

- Section 3.9. **Treasurer.** The treasurer shall (a) use universally accepted accounting practices to keep the financial records of the corporation and shall report thereon to the board of directors from time to time; (b) have care and custody of all funds and property of the corporation; (c) deposit funds and documents in such financial institutions as the board shall designate; and (d) perform all other duties incidental to the office of treasurer and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors. The treasurer's accounts shall be reviewed annually by a person appointed by the board. The treasurer shall be elected in odd years.
- Section 3.10. **Other Assistants and Acting Officers**. The board of directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the board of directors shall have the power to perform all the duties of the office to which he or she is appointed to act, except as such power may be otherwise defined or restricted by the board of directors.
- Section 3.11. **Salaries.** The salaries of the principal officers shall be fixed from time to time by the board of directors or by a duly authorized committee thereof, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE IV. MEETINGS

- Section 4.1. **Annual and Regular Meetings.** The board of directors shall hold up to four meetings each year. At the annual meeting, which shall be the last meeting of the fiscal year, the board shall fill vacancies on the board, elect officers, and transact such other business as may come before the meeting. (See Appendix. B)
- Section 4.2. **Special Meetings.** Special meetings of the board of directors may be called by the president or at the request of majority of the board members of the corporation. Special meetings may be held at any reasonable place.
- Section 4.3. **Notice; Waiver; Participation.** Notice of each meeting of the board of directors shall be given to each director at least 10 days prior to the meeting. Whenever any notice is required to be given to any director of the corporation under the articles of incorporation or bylaws or any provision of the law, a waiver thereof in writing, signed at the time, whether before or after the time of the 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, unless, at the meeting, the director objects 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, regular, or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting. Any or all directors may participate in a regular or special meeting or in a committee meeting, and a meeting may be conducted, through the use of any means of communications by which (1) all participating directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to

ARTICLE IV. MEETINGS, continued

each participating director and each participating director is able to immediately send messages to all other participating directors.

- Section 4.4. **Quorum.** A majority of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, but a majority of the directors present may adjourn the meeting from time to time without further notice.
- Section 4.5. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or the articles of incorporation or these bylaws.
- Section 4.6. **Attendance by Proxy.** Any director who cannot attend a meeting in person may designate another board member as proxy for such meetings. (See Appendix C)
- Section 4.7. **Conduct of Meetings.** Unless otherwise provided by these bylaws, meeting procedures shall be governed by Robert's Rules of Order, <u>Newly Revised</u>. Meetings of the board of directors shall be chaired by the first office holder listed below who is present at the meeting: president; vice president; treasurer; any director chosen by the directors present. The secretary of the corporation shall record the actions taken at the meeting. In the absence of the secretary, the chair may appoint any person present to act as the secretary of the meeting.
- Section 4.8. **Compensation.** Directors shall serve without compensation but may be reimbursed for out-of-pocket expenses incurred in rendering services to the corporation.
- Section 4.9. **Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors or a committee thereof which he or she is a member at which the action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by mail to, the secretary of the corporation postmarked within 30 days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- Section 4.10. **Unanimous Consent without Meeting.** Any action required or permitted by the articles of incorporation or bylaws or any provision of law to be taken by the board of directors or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or members of such committee entitled to vote with respect to such action.

ARTICLE V. COMMITTEES

Section 5.1. **Executive Committee.** The board of directors shall have an Executive Committee whose members shall consist of the following individuals: president, vice-president, secretary, treasurer, and chairpersons of the two Standing Committees. The Executive Committee shall be chaired by the President. During intervals between meetings of the board of directors, the Executive Committee shall exercise all powers of the board of directors regarding the management of the corporation. Action by the Executive Committee shall be by vote of a two-thirds majority or the Executive Committee members. The Executive Committee shall keep a record of its proceedings and report them to the board of directors at the next succeeding board meeting.

Section 5.2. **Nominating Committee.** The vice president shall

- · keep records of terms of office;
- keep records of committee membership;
- chair a Nominating committee to bring the slate of nominations for new directors and nominations for the Executive Committee to the Board at annual meetings.
- Section 5.3. **Standing Committees.** The board of directors shall designate two <u>Standing Committees</u>, 1) Resource Acquisition, and 2) Sponsored Programs. Each director shall serve on one of the two Standing Committees. Each Standing Committee shall elect from its members a chair and a vice chair. (See Appendix D)
- Section 5.4. **General Committees.** The board of directors may designate one or more committees for any purpose. The committees, if any, shall have and may execute such powers as are provided in the resolution of the board of directors designating such committee, as such resolution may from time to time be amended and supplemented. Each such committee shall be chaired by a director with a second director serving as a vice chair. The committee shall fix its own rules governing the conduct of its activities and shall make such reports to the board of directors of its activities as the board of directors may request.

ARTICLE VI. CONTRACTS, DEBT, CHECKS. AND DEPOSITS

- Section 6.1. **Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into a contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of the assignment or pledge made by the corporation shall be executed in the name of the corporation by the president and by the secretary; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.
- Section 6.2. **Debt.** No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution by or under the board of directors. Such authorization may be general or confined to specific instances.
- Section 6.3. **Checks and other Payments**. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the board of directors.
- Section 6.4. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the board of directors.

ARTICLE VII. LIABILITY AND INDEMNITY

Section 7.1. **Liability of Directors and Officers**. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him, in good faith, as a director or officer and the corporation, or of any other corporation which he or she serves as a director or officer at the request of the corporation, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he or she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he or she may be entitled as a matter of law.

ARTICLE VII. LIABILITY AND INDEMNITY, continued

Section 7.2. **Indemnity of Officers and Directors.** Every person who is or was a director of officer of the corporation, and any person who may have served at its request as a director or officer of another corporation, shall (together with the heirs, executors, and administrators of such person) be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his or her duties, if such director or officer was acting in good faith in what he or she considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal. The corporation by its board of directors may indemnify in like manner, or with a limitations, any employee or former employee of the corporation with respect to any action taken or not taken in his or her capacity as such employee. The foregoing rights of indemnification shall be in addition to all rights to which officers, directors, or employees may be entitled as a matter of law.

Section 7.3 **Transactions with the Corporation**. No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes approves, or ratifies such contract or transaction or because his or her votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 7.4 **Dissolution of Liquidation.**

Upon final dissolution or liquidation of the Wisconsin Family, Career, and Community Leaders of America Foundation, Inc. also known as Wisconsin FCCLA Foundation, Inc. and after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the Wisconsin FCCLA Foundation shall be transferred to a qualified exempt organization within the meaning of the Internal Revenue Code § 501 (c) (3).

ARTICLE VIII. GENERAL

- Section 8.1. **Fiscal Year.** The fiscal year of the corporation shall end on the last day of June each year.
- Section 8.2. **Contributions.** Because the Foundation qualifies as a charity under Section 501 (c) (3) of the Internal Revenue code, gifts and bequest to the Foundation are deductible for the U.S. and state income, estate and gift tax purposes.
- Section 8.3. **Right of Refusal**. Any contributions not consistent with purposes of the Foundation may be refused by the board.
- Section 8.4. **Seal.** The corporation shall not have a corporate seal.

ARTICLE IX. AMENDMENTS

- Section 9.1. **By-law Amendments.** Amendments to these by-laws may be made at a regular meeting, provided that the proposed change(s) shall have been presented in writing to all directors prior to the meeting. A two-thirds vote of membership shall be necessary for adoption.
- Section 9.2. **Implied Amendments**. Any action taken or authorized by the board of directors, which would be inconsistent with the bylaws then in effect, but is taken or authorized by affirmative vote of not less than the number of directors required to amend the bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far as is necessary to permit the specific action so taken or authorized.

ARTICLE X. DISSOLUTION

Upon dissolution of the corporation, the assets remaining after the payment of all liabilities of the corporation shall be distributed by the directors for one or more exempt purposes within the meaning of section 501 (c)(3) of the 1nternal Revenue Code of 1986 or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a court of general jurisdiction

Appendix A:

Diagram of Officer Responsibilities for Governance of the Foundation Board

Article III Section 3.2

WISCONSIN FCCLA FOUNDATION BOARD RESPONSIBILITY OF OFFICERS						
PRESIDENT & V. PRESIDENT RESPONSIBILITES	SHARED RESPONSIBILIES OF OFFICERS	TREASURER & SECRETARY RESPONSIBILITIES				
"How do we conduct our business?"	"SHARED GOVERNENCE	"How do we account for our business?"				
PUBLIC AWARENESS/ PROMOTION	ANNUAL REPORT OF FOUNDATION ACTIVITIES Including FUNDRAISING ACTIVITIES & PROJECT ACTIVITIES	FUND ACCOUNTING REQUIREMENTS				
SLC COORDINATION & COMMUNICATION		FEDERAL & STATE REPORTING				
GENERAL RELATIONS WITH STUDENT ORGANIZATION		CONTRIBUTION/ DONATION REQUIREMENTS				
GENERAL RELATIONS WITH CONTRIBUTORS						

Board Meeting	Standing Committee Activity at Meeting Major Business Emphasis "What the Committees do."	Foundation Board Activity at Meeting Major Business Emphasis "What the Board does."			
Meeting #1 July, Aug, Sept,	Review and Assessment of Prior Year(s), Input/Output activitiesDiscuss, adapt, and propose Specific Plans for this fiscal year related to Input/Output activitiesDiscuss Input/Output activities directions for next 2 yearsBring Committee summaries of activities for Annual Report production.				
Meeting #2- Oct, Nov, Dec,	Review status of this fiscal year plan Review & assign the work/responsibilities to accomplish work of this fiscal year's planDiscuss plans for next 2 years and develop specific plans for second fiscal year & tentative plans for third fiscal year.	Review Specific Plans for this fiscal yearDiscuss Specific Plans for second fiscal yearDiscuss Tentative Plans for third fiscal yearApproval of part or all Plans PresentedOfficers share draft of Annual ReportBoard Approval of Annual Report * Major emphasis of Board review is related to Output plans and approval of part or all of plans.			
Meeting #3 Jan, Feb, March.	Review status of this fiscal year plan Review & assign the work/responsibilities to accomplish work of this fiscal year's planDiscuss plans for next 2 years and develop specific plans for second fiscal year & tentative plans for third fiscal yearDevelop written document including above item for next 2 years. Bring to Meeting #4Discuss Bylaw change considerations.	fiscal year			

Appendix B. Chart of "How to do it in annually"—page 2

Meeti	ing	#4
April,	Ma	y,
June		

- ...Review and Assessment of this Fiscal Year, Input/Output activities in relation to next year's plans.
- ...Discuss, adapt, and propose Specific Plans for next fiscal year activities related to Input/Output activities.
- ... Identify the work/responsibilities to accomplish work of next fiscal year's plan and persons willing/needed to accomplish.
- ...Discuss Input/Output activities directions for next 2 years.
- ...Plans are made to develop written reports of this fiscal year committee related activities for the annual report.

- ...Discuss and approve Annual Report format for reporting this fiscal year input/output activities.
- ...Committees share written plans for next 2 years including specific plans for next fiscal year & tentative plans for following fiscal year.
- ...Board reviews the coordination of promotion, financial, and timing, etc. between and among Output and Input Plans for next 2 years.
- ...Plan for Standing Committee plans to be incorporated into a Boardapproved coordinated written document for next two fiscal years.
- ...Vote on bylaw changes, effective beginning of next fiscal year.

Appendix C:

ATTENDANCE BY PROXY

Article IV Section 4.6

As a m	ember of	the bo	ard of d	lirectors	of the	: W]	FCCLA	Foundatio	n, and	if I cannot	attend a
board	meeting	on			,	I	hereby	appoint	the	following	member
		of	the cor	poration	to vo	te a	nd act as	s my prox	y at th	at meeting,	with full
authori	ty to act fo	or me i	in the tr	ansactio	on of a	ny 1	ousiness	that come	s befor	e the meetir	ıg.
Date				Signatu	re						

Appendix D:

WISCONSIN FCCLA FOUNDATION STANDING COMMITTEES

Article V Section 5.3

STANDING COMMITTEE RESOURCE ACQUISITION (INPUTS) CHAIR/VICE CHREVEN YEARS	STANDING COMMITTEE SPONSORED PROGRAMS (OUTPUTS) CHAIR/VICE CHRODD YEARS
INDIVIDUAL CONTRIBUTIONS RAFFLE INDIVIDUAL MAIL OUT REGIONAL SPONSOR EVENTS	SCHOLARSHIPS CHAPTER PRESIDENT
CORPORATE CONTRIBUTIONS RAFFLE PACKAGES STAR EVENT SPONSORSHIP SPECIAL EVENT SUPPORT	CHAPTER SUPPORT NATIONAL PROGRAM SUPPORT LOCAL CHAPTER GRANTS
STUDENT ORGANIZATION CHAPTER CONTRIBUTIONS STATE OFFICER SUPPORT	REGIONAL SUPPORT Provide Regional Evaluators Session
WILLS/TRUSTS/ESTATE CONTRIBUTIONS	STATE LEVEL SUPPORT SECURE SLC STAR EVALUATORS PROVIDE SLC SESSIONS
HUMAN RESOURCES ACTION VOLUNTEERS ACTION VOLUNTEERS DATA BASE	GRANTS CBM Financial Fitness/ Credit Education Project Kohl Foundation/speaker
OTHER RESOURCES	OTHER PROGRAMS