



Rhineland Community Foundation, Inc.
Bylaws

**ARTICLE I
NAME AND PURPOSE**

SECTION 1. NAME. The name of the Foundation shall be the Rhineland Community Foundation, Inc.

SECTION 2. PURPOSE. The Rhineland Community Foundation, Inc. is organized and operated exclusively for charitable purposes. The purpose of the Foundation is to solicit, accept and administer donations to support, promote and enhance philanthropy and charitable purposes, primarily for the greater benefit of the Rhineland, Wisconsin area as defined by the geographical borders of the School District of Rhineland.

Based on ever changing conditions and needs of the Foundation's service area, the Foundation may from time to time dispose of the Foundation's property in such a manner or to such qualified charitable organizations for the purpose of effectively serving the Foundation's charitable purposes.

SECTION 3. RESTRICTIONS ON USE OF CORPORATE ASSETS. No part of the net earnings of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation shall include carrying on of any propaganda or attempting to influence legislation. The Corporation is strictly prohibited from participating or intervening in any political campaign on behalf of any candidate for public office.

**ARTICLE II
BOARD OF DIRECTORS**

SECTION 1. ELECTION OF THE BOARD OF DIRECTORS. The Foundation shall be organized upon a directorship basis. The affairs of the Foundation shall be managed by a Board of Directors. The number of Directors shall be no more than thirteen (13), and not less seven (7), to be determined from time to time by a majority of the Directors present and voting at the annual meeting, a quorum being present. The first Board of Directors shall be appointed by the incorporators of the Foundation named in the Certificate of Incorporation and thereafter shall be elected by the members of the Board of Directors at the Board's Annual Meeting, or at any other regular or special meeting of the Board.

SECTION 2. TERM OF OFFICE. The term of office for each Director shall be up to three (3) years, except that the term of office for each member of the first Board of Directors may be staggered with one-third (1/3) serving a three-year term, one-third (1/3) for a two-year term, and one-third (1/3) for a one-year term. Directors in office may be reelected for up to two additional three (3) year terms, and shall thereafter be ineligible for a period of one year for re-election to the Board. The Board of Directors shall have the authority to extend the term of any one (1) director up to one (1) consecutive three (3) year term.

SECTION 3. VACANCIES. Any vacancy occurring on the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the majority vote of the Directors present and voting, a quorum being present, at any regular or special meeting of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary.

SECTION 4. NOMINATION. The Nominating Committee (or Board of Directors, as a whole) shall nominate candidates to fill positions on the Board of Directors equal to the number of Directors to be elected. If any nominations are rejected by the Board of Directors, the Nominating Committee (or BOD, as a whole) shall make subsequent submissions until acceptance results.

SECTION 5. REMOVAL. Any Director may be removed by the affirmative vote of two thirds (2/3) of the Board of Directors, registered either in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interest of the Foundation, for lack of sympathy with its objectives or for refusal to render reasonable assistance in carrying out its purposes. Any such Director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail before the meeting and shall be entitled to appear before and be heard at such meeting.



SECTION 6. ATTENDANCE AT BOARD OF DIRECTORS MEETINGS. Each member of the Board of Directors shall attend not less than two-thirds (2/3) of all Board of Directors meetings each calendar year. Failure to attend the requisite number of Board of Directors meetings per calendar year, in the absence of a good cause determination by the President, may result in the automatic resignation of the affected Director.

ARTICLE III MEETINGS

SECTION 1. REGULAR MEETINGS OF THE BOARD OF DIRECTORS. The Board of Directors shall schedule and notice the time and place for holding not less than quarterly (and as necessary) meetings of the Board, one of which shall be the Annual Meeting.

SECTION 2. ANNUAL MEETING. An Annual Meeting of the Board of Directors shall be held at a time, date, and location set by the Board of Directors. The first annual meeting shall be held either the month of, before or after the one (1) year anniversary of the establishment of the Foundation. Subsequent meetings shall be held in the months of September, October or November. Notice of each Annual Meeting shall be given to each Director not less than fifteen (15) business days before the date of such meeting. At each such Annual Meeting, the Directors shall consider such business as may be properly brought before the meeting.

SECTION 3. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Special meetings of the Board of Directors may be called by or at the request of the President, or twenty (20) percent of the Board of Directors. The person or persons authorized to call such meetings of the Board may fix the time and place and state the purpose(s) of the meeting.

SECTION 4. NOTICE OF MEETING OF THE BOARD OF DIRECTORS. Notice of any meeting of the Board of Directors shall be given at least ten (10) business days previously thereto by written notice, delivered personally, sent by mail or sent by e-mail to each Director at his/her address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered when sent to the official e-mail address on file at the Foundation offices. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver or notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 5. QUORUM. Unless otherwise stated to the contrary elsewhere herein, one half (50%) of the Directors then in office (rounded to the nearest whole number) shall constitute a quorum for the transaction of business by the Board of Directors. Unless otherwise stated to the contrary elsewhere herein, the vote of a majority of the Directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or committees. A Director or committee member may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting. Any matter eligible for consideration by the Board or any committee may be voted upon by e-mail, consistent with the quorum determined by the number of e-mail recipients. Each Director or committee member present at a meeting shall be entitled to one vote on each question that comes before the meeting. Unless otherwise stated to the contrary elsewhere herein, no Director shall be allowed to vote by proxy.

SECTION 6. COMPENSATION. The Directors shall not receive compensation for their services. However, the Board of Directors may provide reimbursement of expenses Directors reasonably incur on behalf of the Foundation in their service as Directors, as approved from time to time by the Board of Directors.

SECTION 7. ACTION WITHOUT MEETING. Any action required by the laws of the State of Wisconsin to be taken at a meeting of the Directors may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed or electronically approved by the minimum number of Directors that would be necessary to authorize or take action at a meeting at which all Directors were present and voting. Prompt notice of the taking of corporate action without a meeting by less than unanimous consent shall be given to all those Directors who have not consented in writing.

SECTION 8. ELECTRONIC VOTING. Each director shall be entitled to one vote upon each matter submitted to a vote of the Board of Directors. Voting by e-mail may occur with majority consent, if unusual circumstances exist as determined by an officer of the Board of Directors.

SECTION 9. ADVISORS. The Board of Directors may also, from time to time, appoint and retain as advisors persons whose advice, assistance or support may be deemed helpful in remaining compliant with State and Federal Laws, determining policies, or formulating programs for carrying out the Foundation's purposes and pay the reasonable expenses thereof.

ARTICLE IV OFFICERS

SECTION 1. OFFICERS. The officers of the Foundation shall be President, Vice President, Secretary and Treasurer. The officers shall be elected from the members of the Board of Directors. The Board of Directors may elect such other officers or may combine offices, as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 2. ELECTION AND TERM. The officers of this Foundation shall be elected annually by the Board of Directors at its Annual Meeting. The officers shall hold office until their successors are chosen and qualify or until their resignation or removal. In the absence, or in the event of the inability or refusal to act, of any officer of the Foundation, the Board of Directors may delegate the duties and powers of such officer to any other officer or officers of the Foundation as the Board of Directors may elect.

SECTION 3. REMOVAL. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the Directors present at a meeting, with a quorum being present.

SECTION 4. RESIGNATION. Any officer may resign at any time by giving written notice to the Foundation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Foundation under any contract to which the director is a party.

SECTION 5. VACANCIES. A vacancy in any office for any reason shall be filled in the manner described by these Bylaws for regular appointment to the office.

SECTION 6. PRESIDENT. The President shall be the chief executive officer of the Foundation and shall preside over all meetings of the Board of Directors, and shall have general and active management of the business of the Foundation.

SECTION 8. VICE PRESIDENT. The Vice President shall perform the duties of the President during his/her absence or disability.

SECTION 9. SECRETARY. The Secretary shall assure that the minutes of all meetings of the Board of Directors are properly recorded and shall perform such other duties as may be assigned by the President.

SECTION 10. TREASURER. The Treasurer shall oversee the accounting records of the Foundation and the deposit of funds in such accounts and depositories and subject to such controls as may from time to time be designated by the Board of Directors.

SECTION 11. HONORARY OFFICERS AND ADVISORS. The Board of Directors may elect from time to time one or more honorary officers and advisors of the Foundation whose character, demonstrated leadership, and public service serves as an inspiration to the Board and supporters of the Foundation. An honorary officer shall have such powers, with the exception of voting, and perform such duties as may be assigned to him/her by the Board of Directors or the Board President.

ARTICLE V COMMITTEES

SECTION 1. COMMITTEES. The Board of Directors may from time to time, form committees including, but not limited to Executive, Finance, Fundraising, Public Relations/Marketing, Grant Review, Development, Investment or Nominating. Committees may include board members and non-board members.

SECTION 2. COMMITTEE REPORTING & DIRECTOR INVOLVEMENT. As committees are formed, each Committee shall establish a schedule for regular meetings appropriate to its purpose and function; shall keep minutes of its meetings; shall report all such minutes to each member of the Board of Directors as needed; and shall make all such minutes available for review and inspection by at the Foundation offices or by electronic media upon request.

ARTICLE VI GIFTS TO THE FOUNDATION

SECTION 1. METHOD. Donors may make gifts to the Foundation by naming or otherwise identifying the Foundation as recipient or beneficiary of any such gift. Gifts shall vest in the Foundation at the time that the Foundation receives and accepts such gifts. Each donor



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by making a gift to the Foundation accepts and agrees to all provisions of the Foundation’s Articles of Incorporation and these Bylaws The Board of Directors reserves the right to determine acceptability of any gift.

SECTION 2. GIFTS IN TRUST. In accordance with Section I, if a gift is made in trust under which the Foundation is an income or remainder beneficiary, or the beneficiary of any other portion of the trust assets, only assets actually distributed to the Foundation from such trust shall be subject to the Foundation’s Articles of Incorporation and these Bylaws, and then only when the Foundation becomes entitled to their use. The Board of Directors may take such action, as it from time to time deems necessary to protect the Foundation’s right to receive such payments.

SECTION 3. DONOR’S RESTRICTIONS. In accordance with Section I, a donor, with respect to a gift which he/she makes to the Foundation, may provide, at the time of the gift, restrictions which are not inconsistent with the charitable purposes of the Foundation, such as (a) the particular charitable organizations or purposes to be supported; (b) the manner of distribution, including amounts, times, and conditions of payments, and whether from principal or income; (c) the geographic limits on the gift; and (d) the name, as a memorial or otherwise, to be attributed to the gift.

ARTICLE VII WAIVER OF NOTICE

SECTION 1. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of Chapter 181 of Wisconsin Statutes for Non Stock Corporations, or under the provisions of the Bylaws of the Foundation, a waiver thereof in writing signed or electronically approved by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent in the giving of such notice.

ARTICLE VIII INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Foundation shall indemnify its Directors and officers against expense (including attorneys’ fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by them, including actions by or in the right of the Foundation, by reason of the fact that such person was serving as a Director or officer of the Foundation, to the fullest extent provided by law.

SECTION 2. AUTHORIZATION OF INDEMNIFICATION. Indemnification shall be made (unless ordered by court or provided by law) only upon determination that such Director or officer has acted in good faith and in the best interests of the Foundation. Such determination shall be made: (1) by majority vote of a quorum of Directors who were not parties to such action or suit, (2) if a quorum of disinterested Directors directs, by written opinion of legal counsel for the Foundation, or by other independent legal counsel selected by legal counsel of the Foundation.

SECTION 3. INSURANCE. The Foundation may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Foundation, or is or was serving at the request of the Foundation in any other enterprise against any liability incurred in such capacity.

ARTICLE IX FISCAL YEAR

SECTION 1. FISCAL YEAR. The fiscal year of the Foundation shall be January 1-December 31.

ARTICLE X DEDICATION OF ASSETS

SECTION 1. DEDICATION OF ASSETS. All of the assets of the Foundation together with all accumulations thereof shall be held and administered by the Rhineland Community Foundation, Inc.

SECTION 2. AUDIT OF FUNDS. An independent auditor, appointed or approved by the Board of Directors shall at such time as the Board of Directors may determine, but at least annually, complete an audit or financial review as required to comply with State and Federal Government requirements.

SECTION 3. TRANSFER OF ASSETS UPON LIQUIDATION/DISSOLUTION. In the event that, for any reason whatsoever, the Foundation is liquidated and/or dissolved, all of the property, capital, and assets of the Foundation of every kind and wherever located shall be assigned, transferred and conveyed to such organizations as the last Board of Directors of the Foundation shall deem to be most likely to use such property, capital and assets as originally intended by the Donors thereof. In the event that it is not possible or practical to reasonably ascertain a Donor's intended use of any such property, capital and/or assets, the Board of Directors of the Foundation shall assign, transfer and convey such property, capital and assets to such organizations that will be most likely to carry out the charitable purposes of the Foundation.

ARTICLE XI VARIANCE POWER, POLICIES AND PROCEDURES

SECTION 1. COMPONENT FUNDS AND VARIANCE POWER. With respect to all component funds of the Corporation, whether expressly granted in any fund agreement, document or communication with any donor.

- a. The Corporation shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organization if in the sole judgment of the governing body (without the necessity of the approval of any participation trustee, custodian, or agent) such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served.
- b. To replace any participating trustee, custodian or agent for breach of fiduciary duty under State Law; and
- c. To replace any participating trustee, custodian or agent for failure to produce a reasonable (as determined by the governing board) return of net income over a reasonable period of time (as determined by the governing body).

SECTION 2. POLICIES AND PROCEDURES. The Board of Directors shall approve and adopt such policies and procedures for the operation of the Corporation and management of its component funds as required by law and/or determined from time to time by the Board. All policies and procedures shall be consistent with the federal tax laws applicable to public charities and community foundations and any state law requirements. Policies and procedures shall be reviewed periodically and may be amended from time to time by Board action. The Board may consult with outside advisors including accountants and attorneys as necessary to ensure compliance.

ARTICLE XII CONFLICTS OF INTEREST

SECTION 1. CONFLICTS OF INTEREST. The Board of Directors shall approve and adopt a Conflict of Interest Policy statement with requirements of the Internal Revenue Code as applicable to charitable organizations. The Conflicts of Interest Policy shall apply to all board members, employees, volunteers, agents and contractors of the Corporation. Board members shall be required to provide an annual acknowledgment and disclosure statement with respect to conflicts and potential conflicts.

ARTICLE XIII AMENDMENTS

SECTION 1. AMENDMENTS TO BYLAWS. These Bylaws may be added to, amended, or repealed in whole or in part. Proposed changes to the Bylaws must be submitted in writing or electronically to the Directors at least ten (10) business days in advance of any meeting of the Board of Directors. The vote of a majority of the Directors then in office shall be required to amend the Bylaws of the Foundation.

Approved January 26, 2016 by Board of Directors

Amended April 18, 2017 by Board of Directors

Amended November 2018 by Board Directors (Committees and Nomination)