

**Hartland/Lakeside Education Foundation, Inc.**

**EIN: 84-1692597**

ATTACHMENT C

BYLAWS

**Part II, line 5**

The bylaws attached as Attachment C were adopted on November 16, 2005, at a regular meeting of the Board of Directors.

# HARTLAND/LAKESIDE EDUCATION FOUNDATION, INC

## BY – LAWS

### ARTICLE I

#### NAME, LOCATION, AND PURPOSE

1.1 Purpose. Upon forming the corporation under the provision of Chapter 181 of the Statutes of the State of Wisconsin, the purposes for which the corporation is organized are as follows:

- a. This corporation is to be organized and operated exclusively for charitable purposes; in particular, this corporation shall actively function in connection with, and in a supporting relationship to the Hartland/Lakeside Jt. No. 3 School District, to exercise those powers granted by Chapter 181 of the Wisconsin Statutes, which are necessary or appropriate to accomplish the foregoing purposes.
- b. To engage in any and all activities and pursuits, and to support or assist such other organizations as may be reasonably related to the foregoing and following purposes.
- c. To engage in any lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in Ch. 181, Wisconsin Statutes, as amended and supplemented.
- d. To provide financial support to the District through various fundraising activities as well as to act as a public relations liaison between the District and the Community.
- e. It shall further be the purpose of this corporation to give the widest possible distribution of its aims and purposes; among other things, it shall from time to time make pronouncements as to these aims and purposes, and to hire such person or persons as might best make aims and purposes known.
- f. This corporation is organized exclusively for charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

1.2 The name of the corporation shall be: Hartland/Lakeside Education Foundation, Inc.

1.3 The principal office shall be located at 800 North Shore Drive, Hartland, WI 53029.

## ARTICLE II

### **BOARD OF DIRECTORS**

- 2.1 The Board of Directors shall consist of not less than three (3) and not more than twelve (12) members. Members of the Board of Directors shall each serve three (3) year terms. The Board of Directors shall initially consist of 13 members. 5 shall be appointed for a one (1) year term, 5 shall be appointed for two (2) year terms and 3 shall be appointed for three (3) year terms. Thereafter, each Director shall be appointed for a term of three (3) years. There shall be no limitation on the number of terms a Director may serve. In addition, the School Board President, or a School Board member acting as the President's designee, and the Superintendent of Schools of the Hartland/Lakeside Jt. No. 3 School District shall be ex-officio members of the Board of Directors.
- 2.2 The Board of Directors shall consist of persons who are interested in the mission of the Hartland/Lakeside Education Foundation.
- 2.3 The annual meeting of the Board of Directors for the election of Directors and officers and the transaction of such business as may properly come before the meeting shall be held in May of each year as such time and place in the State of Wisconsin as the Board may from time to time determine.
- 2.4 Any member of the Board of Directors may be removed upon a majority vote of the entire membership of such Board whenever clear cause for such action has been proven, i.e. fiscal irresponsibility, lack of commitment, etc.
- 2.5 Whenever any vacancies shall occur in the Board of Directors by resignation, removal as provided for in the Articles of Incorporation, By-laws or otherwise, such vacancies shall be filled without undue delay by a majority vote of the remaining member of such Board. The person so elected shall hold membership on such Board for the remainder of the unexpired term caused by the vacancy in membership herein, and until the successor shall have been duly elected, unless in the meantime he resigns or shall be removed as provided in these Articles.
- 2.6 A majority of all the Directors shall constitute a quorum for all meetings of the Board. Subject to the Articles of Incorporation and these By-laws a majority vote of a quorum of said Directors shall be final and conclusive as to all matters passed upon by said Board. Any action required by the Articles of Incorporation or By-laws of this corporation or any provision of law which may be taken at a meeting, may be taken without a meeting of consent in writing setting forth the action so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.
- 2.7 The members of the Board of Directors shall so serve without compensation, but may be allowed their reasonable expenses.

- 2.8 No part of the Corporation's net earnings will inure to the benefit of private shareholders or individuals.
- 2.9 The Corporation will not, as a substantial part of its activities, attempt to influence legislation (unless it elects to come under the provisions allow in certain lobbying expenditures) or participate to any extent in a political campaign for or against any candidate for public office.

### **ARTICLE III**

#### **OFFICERS**

- 3.1 The officers of the corporation shall be: 1) the President; 2) the Vice President; 3) the Secretary; and 5) the Treasurer. The officers shall serve in such capacity until their successors have been elected at each annual meeting of the Board of Directors. The Board of Directors may, from time to time, add any additional officers they deem necessary. There shall be no limitation on the number of terms any officer may serve.
- 3.2 The President, or in his/her absence, the Vice President, shall act as Chairperson of the Board. The President shall: (i) preside at all meetings of the Board of Directors; (ii) be in charge of corporate affairs, perform all duties incident to the office and advise such action as may be deemed likely to increase the usefulness and prosperity of the corporation; (iii) be an ex-officio member to all Committees, and a member of the Board of Directors; (iv) may delegate duties to other members at the President's discretion.
- 3.3 The Vice President shall: (i) perform the duties of the President in the President's absence; (ii) perform such other duties as may be delegated by the President or Board of Directors and can succeed the President subject to approval by the Board of Directors; (iii) serve as a member of the Board of Directors.
- 3.4 The Secretary shall keep a complete record of the minutes of all of the meetings of the Board of Directors and the minutes of all meetings of the Corporation. He/she shall have charge of the membership rosters and of such other books and papers as the Board of Directors may direct and he/she shall, in general, perform all of the duties incidental to the office of a Secretary. He/she shall keep the entire membership informed of all the activities and decisions of the Board of Directors. He/she shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law
- 3.5. The Treasurer shall have the responsibility of corporation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the corporation. He/she shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit of the corporation, in such depositories as may, from time to time, be designated by the Board of Directors.

- 3.6 In the case of the death, resignation or removal of any officer, the Board of Directors may elect his/her successor who shall hold office for the unexpired term and until his/her successor shall have been duly elected.

#### ARTICLE IV

##### **DUTIES AND POWERS OF BOARD OF DIRECTORS**

- 4.1 The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Directors to carry out the aims and purposes of this Corporation and, to this end, to manage and control all of its property and assets.
- 4.2 The Board of Directors shall at least annually make such distribution of a written report of its financial condition, activities and distributions to representative persons and organization as will, in the opinion of the Board of Directors, reasonably inform the interested public of the operations of the corporation.
- 4.3 The Board of Directors shall not accept such donations, contributions, or subscriptions as be made to it by individuals or corporations if it is of the opinion that any terms or conditions attached to such gift are unduly restrictive or that it is not in the best interests of the Corporation to accept the gift.
- 4.4 The Board of Directors may enter into such agreements as may be necessary to carry on the business of this Corporation.
- 4.5 In carrying out its duties, the Board of Directors is authorized to employ or arrange for the service of such persons as in its opinion are necessary or desirable for the proper administration for services and expense thereof.
- 4.6 The Board of Directors shall designate appropriate depositories in which the funds of this Corporation shall be invested.
- 4.7 The Board of Directors of the Corporation shall assure that its relationships in transactions with individuals outside the Corporation and with other business concerns be conducted at all times on a highly ethical basis. Consequently, decisions made in conducting such relationships and transactions must not be influenced by self-interest on the part of any member of the Board of Directors, which is actually, or potentially in conflict with the interest of the Corporation.

## ARTICLE V.

### INDEMNIFICATION

- 5.1 The Corporation shall indemnify any person who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expense, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful.
- 5.2 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense to settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such expenses which such court shall deem proper.
- 5.3 To the extent that a Director, officer, employee, or agent of the Corporation has been successful in the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2, or in the defense of any claim, issue or matter therein he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.
- 5.4 Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

- a. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings; or
- b. If such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

- 5.5 Expenses, including attorney's fees, incurred in defending a civil or criminal action. suit or proceedings may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings as authorized in the manner provided in Section 4 upon receipts of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section.
- 5.6 The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under by-law, agreement, vote of disinterested directors or otherwise both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee , or agent and shall inure to the benefit of the heir, executors and administrators of such a person.
- 5.7 The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him against such liability under this provision of the Corporation's By-Laws.

## ARTICLE VI.

### MISCELLANEOUS

- 6.1 The fiscal year of the Corporation shall be from July 1 to the next June 30.
- 6.2 These By-Laws may be amended by a two-thirds majority vote of the total membership of the Board of Directors. Any amendment of these By-laws shall have been submitted to the Board of Directors at least thirty (30) days previous to the meeting at which the amendment will be considered.
- 6.3 The corporation shall have no seal.
- 6.4 Any provision of these bylaws, or any amendments or alterations thereto, which is determined to be in violation of law shall not in any way render the remaining provisions invalid.

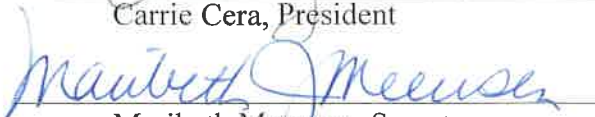
6.5 This corporation shall be a tax exempt corporation under section 501(c)(3) of the Internal Revenue Code and neither the membership nor the Directors shall undertake any action which would violate the provisions of said section.

**CERTIFICATION**

I hereby certify that the attached is a true and correct copy of the By-Laws of the Hartland/Lakeside Education Foundation, Inc.

Dated at Hartland, Wisconsin, this 16th day of October 200~~7~~<sup>6</sup>.

  
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Carrie Cera, President

  
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Maribeth Meeusen, Secretary



**Hartland/Lakeside Education Foundation, Inc.**

**EIN: 84-1692597**

ATTACHMENT F

**Part V, line 5a**

The corporation adopted the conflict of interest policy attached hereto by resolution at a meeting of the Board of Directors held September 20, 2006.

**Hartland/Lakeside Education Foundation, Inc.**  
**Conflict of Interest Policy**

**Article I**

**Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II**

**Definitions**

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

**Article III**

**Procedures**

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board Members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
  - a. An interested person may make a presentation at a Board meeting, but after the presentation, he/she shall leave the meeting during the discussion

of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy.**

- a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article IV**

**Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article V**

#### **Compensation.**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or

indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI**

**Annual Statements.** Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy. and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Article VII**

**Periodic Reviews.** To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Article VIII**

**Use of Outside Experts.** When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.