

Powered Up Baraboo, Inc.
BYLAWS (updated July 7, 2022)

ARTICLE I. NAME AND SERVICE AREA

- 1.01 **NAME.** The name of the corporation shall be Powered Up Baraboo, Inc., herein also referred to as the corporation.
- 1.02 **SERVICE AREA.** The general service area of the corporation shall be Sauk County, Wisconsin, with a particular focus on Baraboo, Wisconsin. The actual limits of the service area may be further defined or altered by the Board of Directors.

ARTICLE II. PURPOSE

- 2.01 **PURPOSE.** Recognizing the dire consequences of continued climate change to life on this planet and the role of greenhouse gases in contributing to climate change, Powered Up Baraboo, Inc. seeks to increase the use of renewable energy and environmentally sustainable practices in the Baraboo and Sauk County area through education, advocacy, grants/fundraising and other volunteer efforts.
- 2.02 **RESTRICTIONS ON ACTIVITIES.** The corporation is organized and shall be operated exclusively for educational, charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation, nor any of its assets upon liquidation, shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in section 2.01 above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2.03 **DISCRIMINATION RESTRICTIONS.** The corporation shall not discriminate on the basis of age, race, skin color, gender, gender identification or preference, marital status, religion, political beliefs or national origin.

ARTICLE III. MEMBERSHIP

- 3.01 The corporation shall not have members, but may, at its discretion, authorize the creation of a nonvoting group of volunteers, friends, or associates of the corporation.

ARTICLE IV. BOARD OF DIRECTORS

- 4.01 **GENERAL POWERS.** The corporate powers, property and affairs of Powered Up Baraboo, Inc. shall be vested in, and exercised, conducted and controlled by a Board of Directors, except as otherwise provided by law or this document.
- 4.02 **NUMBER.** The Board of Directors shall consist of at least five persons, and not more than fifteen persons, including a President, Vice-President, Secretary, Treasurer, and one to eleven additional directors. Co-Presidents and/or other officers may be elected at the discretion of the Board. The Board of Directors shall initially be comprised of those individuals designated in the corporation's Articles of Incorporation.
- 4.03 **TENURE.** Members of the Board shall be elected for staggered, three-year terms, such that approximately one-third of the Board shall be elected each year at the annual meeting. A Director may serve no more than two consecutive three year terms, and thereafter shall be ineligible for appointment or election for a period of one year. The original Board, as well as any additional directors elected to expand the number of directors will be appointed to their first terms in a manner that conforms to the one-third rule. Anyone elected to an initial term of less than three years remains eligible to serve two more consecutive terms of three years each.
- 4.04 **VACANCIES.** Should a vacancy occur on the Board of Directors, the Board may elect a new Board member to serve out the remainder of the given term and may elect an existing Board member to fill a vacated officer's position.
- (a) The category of 'advisor to the board' will be created. This is for the purpose of providing an opportunity for prospective board members to learn about Powered Up Baraboo, and for departing board members to stay connected. Advisors would receive minutes, agendas, meeting notices and are invited to participate fully in board meeting discussions but will have no vote. Confidential board matters will be voted on without the advisors being present. Advisors will be selected by the board at a regular meeting.
- 4.05 **ANNUAL MEETING.** The annual meeting of the board members and officers whose terms have expired shall be the third Wednesday of January (or as close to that as possible).
- 4.06 **QUALIFICATIONS.** Directors shall:
- (a) Actively endorse and support the mission of the corporation and commit to abide by its articles of incorporation and bylaws;
- (b) Have the necessary experience and/or knowledge and time to responsibly and effectively fulfill their duties on the Board of Directors;
- (e) Not serve on the Board of Directors in a position which would create, or appear to create, a conflict of interest between the best interests of the corporation and the financial interests of the individual director or his or her place of employment. This last requirement may be met by having the director abstain from voting on issues that have the appearance of constituting a conflict of interest.
- 4.07 **DUTIES AND RESPONSIBILITIES.** Directors shall be expected to:
- (a) Prepare appropriately for each Board meeting, including reading any materials distributed prior to the meeting;
- (b) Attend and participate in a majority of the Board meetings held;

- (d) Maintain knowledge of the corporation's current programs and staff;
- (e) Consider making a personal financial or in-kind contribution to the corporation;
- (f) Serve as an advocate of the corporation to constituent groups and the general public;
- (g) Share resources and talents with the corporation, including knowledge, expertise, and contacts who might assist the corporation with their knowledge, expertise, or financial or in-kind support;
- (h) Fulfill commitments within agreed upon deadlines;
- (i) Maintain the confidentiality of all confidential information pertaining to the corporation, and any staff, volunteers, donors, and clients;

4.08 MEETINGS. Regular meetings of the Board of Directors shall be held from time to time throughout the year as needed to accomplish the work of the corporation. The President or their designee shall call meetings for such time and place as is convenient for most Board members or deemed necessary for the work at hand.

4.09 NOTICE. Notice of Board meetings shall be provided to each Board member orally, electronically (e.g. email/text) or otherwise at least 3 days prior to the meeting. Notice shall ideally include an agenda and supporting documents as appropriate. However, neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice of the meeting.

4.10 METHODS OF CONDUCTING MEETINGS. Any and all directors may participate in a Board or committee meeting by, or conduct the meeting through the use of, any means of communications by which either of the following occurs:

- (a) All participating directors may simultaneously hear each other during the meeting; or
- (b) All communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

A director participating in a meeting by any means described in this section is considered to be present in person at the meeting.

4.11 QUORUM/ MANNER OF ACTING. A majority (one-half plus one) of the Directors shall constitute a quorum for any Board meeting. If less than a quorum is present, no votes may ensue except to set the time and place for the next meeting and to adjourn. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise specified in these bylaws. Voting by proxy shall not be permitted.

4.12 COMMITTEES. The Board of Directors or the President may establish standing or temporary committees for the accomplishment of specific tasks. The chairperson and members of such committees shall be appointed by the President. Committee chairpersons must be members of the Board. Any such committees shall report back to the Board as a whole, and shall not have the authority to commit corporation funds or resources, sign contracts or otherwise oblige the corporation without advance approval from the Board of Directors. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

4.13 COMPENSATION. Directors shall receive no salaries nor otherwise be compensated for their time or efforts by the corporation.

ARTICLE V. DUTIES OF THE OFFICERS

- 5.01 **PRESIDENT.** The President shall call and preside at all meetings of the Board of Directors. The President shall sign, with any other officer of the corporation authorized by the Board of Directors, any contracts, loans, deeds, bonds or other legal instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, or by statute to some other officers or agent of the corporation. The President shall have general responsibility for overseeing the affairs, policies and business of the corporation and perform all duties as may be prescribed by the Board of Directors.
- 5.02 **VICE PRESIDENT.** In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to him/her by the Executive Committee or the Board of Directors.
- 5.03 **TREASURER.** The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source, and deposit all such monies in the name of the corporation in such banks, trust companies, or other financial institutions as may be designated by the Board of Directors, keep accurate records of all receipts and disbursements, ensure that any financial reporting requirements to state and federal agencies are met, and perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.
- 5.04 **SECRETARY.** The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Directors and disseminating them to Board members in a timely fashion. The Secretary shall be custodian of the corporate records, keep a record of the current contact information of each director, and in general be responsible for all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 6.01 **CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. No director, officer, or agent of this corporation shall contract for or incur any debt or enter into any agreement or otherwise obligate this corporation except by authorization of the Board of Directors.
- 6.02 **CHECKS AND DRAFTS.** All checks, drafts, or 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 as shall from time to time be determined by resolution of the Board of Directors, except that any payment exceeding \$500 shall be signed by two officers of the Board of Directors.

- 6.03 DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other financial institutions as the Board of Directors may select.
- 6.04 BONDING. The Treasurer, and such other officers or agents handling corporation funds, or other valuable corporate assets or materials, may be bonded for the faithful discharge of duties with such surety or sureties as the Board of Directors may determine.

ARTICLE VII. BOOKS, RECORDS, AND POLICY STATEMENTS

- 7.01 ACCOUNTS AND MINUTES. The corporation shall keep accurate and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.
- 7.02 FINANCIAL REVIEW. A Finance Committee shall be appointed to oversee annual internal reviews of the financial records, and other such financial checks and safeguards as the Board determines. A financial audit or financial review shall be conducted at least every three years by a qualified accountant who is not a director, officer, or employee of the corporation if the corporation's assets exceed \$20,000.
- 7.03 POLICY STATEMENTS. Written guidelines and policy statements may be established and compiled by the Board of Directors on important matters of concern to the corporation. Policy statements may be amended by a majority vote of the Board of Directors.
- 7.04 ACCESS. The corporate policies and records shall be open to all members of the Board of Directors, with the stipulation that necessary precautions be taken to maintain the anonymity of those private donors and clients who wish to remain anonymous, or who wish to have the amounts of their payments or donations remain undisclosed.

ARTICLE VIII. LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS

- 8.01 LIABILITY. No person shall be liable to the corporation for any loss or damage suffered by the corporation as a result of any action taken or omitted to be taken by said person acting in good faith as a director or officer of the corporation if said person (a) exercised and used the same degree of care and skill as a prudent adult 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 corporation officers or directors which said person had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which said person may be entitled as a matter of law.
- 8.02 INDEMNITY. Every person who is or was a director or officer of the corporation shall (together with all heirs, executors and administrators of said person) be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by, or imposed upon said person in connection with or resulting from any claim, action, suit, or proceeding, including criminal proceedings, to which said person is made or threatened to be made a party by reason of said person being or having been a director or officer of the corporation, except in relation to matters as

to which recovery shall be had against said person by reason of said person having been finally adjudged in such action, suit, or proceeding to have been guilty of criminal misconduct or fraud in the performance of his or her duty as such officer or director.

ARTICLE IX. DISSOLUTION OF THE CORPORATION

- 9.01 **ASSET DISTRIBUTION.** This shall be considered a perpetual corporation. However, if the corporation is dissolved, assets remaining after all liabilities and obligations have been met shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Subject to the preceding limitations, an effort shall be made to distribute assets to an organization or agency whose mission and goals are similar to the mission and goals of this corporation.

ARTICLE X. AMENDMENT OF THE BYLAWS

- 10.01 **WHO MAY PROPOSE.** Amendment of these bylaws may be proposed by any member of the Board of Directors.
- 10.02 **AMENDMENT PROCESS.** Amendment proposals must be submitted in writing to the President of the Board. A proposed amendment to these bylaws shall take effect if it is approved at a properly called Board meeting by a two-thirds majority of those Board members present.

Bylaws Adopted November 11, 2019

Amended July 6, 2022

Amendment to Section 4.05: Replaced “The date of the annual meeting for the election of Board members and officers whose terms have expired shall be set by the Board of Directors which shall also set the time and place.” with “The annual meeting of the board members and officers whose terms have expired shall be the third Wednesday of January (or as close to that as possible).”

Addition of Section 4.04.a: The category of ‘advisor to the board’ will be created. This is for the purpose of providing an opportunity for prospective board members to learn about Powered Up Baraboo, and for departing board members to stay connected. Advisors would receive minutes, agendas, meeting notices and are invited to participate fully in board meeting discussions but will have no vote. Confidential board matters will be voted on without the advisors being present. Advisors will be selected by the board at a regular meeting.