

***Powered Up Baraboo, Inc.***

**BYLAWS**

(Amended December 13, 2023)

**ARTICLE I. NAME AND SERVICE AREA**

- 1.01 NAME. The name of the corporation shall be Powered Up Baraboo, Inc., hereafter referred to as Powered Up Baraboo.
- 1.02 SERVICE AREA. The general service area of Powered Up Baraboo 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. We recognize the dire consequences of continued climate change to life on this planet and the role of greenhouse gasses in contributing to climate change. In addition, we recognize everyone in our community has a role to play in addressing this issue. In response, Powered Up Baraboo seeks to increase energy efficiency, the use of renewable energy, and other practices which reduce greenhouse gas emissions in the Baraboo and Sauk County area. Our aim is to do this through education, advocacy, grants/fundraising, as well as changing community norms of energy savings, renewable energy use, and waste reduction. Other practices which reduce greenhouse gas emissions could include, but are not limited to, agricultural practices which promote carbon sequestration, tree planting, preservation and promotion of public green spaces, native plantings and decrease in lawns, use of electric vehicles, and walkability and bikeability of city streets.
- 2.02 RESTRICTIONS ON ACTIVITIES. Powered Up Baraboo 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 Powered Up Baraboo, nor any of its assets upon liquidation, shall inure to the benefit of, or be distributable to the members of its Board of Directors, trustees, officers, or other private persons, except that Powered Up Baraboo 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. Notwithstanding any other provision of these articles, Powered Up Baraboo 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.** Powered Up Baraboo 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 Powered Up Baraboo shall not have members. Powered Up Baraboo may, at its discretion, authorize the creation of a nonvoting group of supporters (i.e., volunteers, friends, or associates) of Powered Up Baraboo.

### **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, except as otherwise provided by law or this document.

- 4.02 **NUMBER.** The Board 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 Board members. Co-Presidents and/or other officers may be elected at the discretion of the Board. The Board shall initially be composed of those individuals designated in Powered Up Baraboo'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.

- 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.

- 4.05 **ADVISORS TO THE BOARD.** This category 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 will be selected by the Board at a regular meeting.

- 4.06 **ANNUAL MEETING.** The annual meeting of the Board members shall be the third Wednesday of January (or as close to that as possible).

- 4.07 **QUALIFICATIONS.** Board members shall:

- (a) Actively endorse and support the mission of Powered Up Baraboo 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;
- (c) Not serve on the Board in a position which would create, or appear to create, a conflict of interest between the best interests of Powered Up Baraboo and the financial interests of the

individual Board member or their place of employment. This last requirement may be met by having the Board member abstain from voting on issues that have the appearance of constituting a conflict of interest.

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

4.09 MEETINGS. Regular meetings of the Board shall be held from time to time throughout the year as needed to accomplish the work of Powered Up Baraboo. 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.

4.10 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 ideally includes an agenda and supporting documents as appropriate.

4.11 METHODS OF CONDUCTING MEETINGS. Any Board members 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 Board members may simultaneously hear each other during the meeting; or
- (b) All communication during the meeting is immediately transmitted to each participating Board member, and each participating Board member is able to immediately send messages to all other participating Board members.

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

4.12 QUORUM/MANNER OF ACTING. A majority (one-half plus one) of the Board members 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 Board members present at any meeting at which a quorum is present shall be the act of the Board, except where otherwise specified in these bylaws. Voting by proxy shall not be permitted.

- 4.13 **ACTION TEAMS.** The Board or the President may establish Action Teams (standing or temporary) for the accomplishment of specific tasks. The captains of such Action Teams shall be appointed by the President and accepted by the Board. Action teams must include at least one member of the Board. Action teams shall report back to the Board as a whole, and shall not have the authority to commit Powered Up Baraboo funds or resources, sign contracts or otherwise oblige Powered Up Baraboo without advance approval from the Board. Action teams will draw on community members to involve as many people as possible.
- 4.14 **COMPENSATION.** Board members shall receive no salaries nor otherwise be compensated for their time or efforts by Powered Up Baraboo.

## **ARTICLE V. DUTIES OF THE OFFICERS**

- 5.01 **PRESIDENT.** The President shall call and preside at all meetings of the Board. The President shall sign, with the Treasurer, any contracts, loans, deeds, bonds or other legal instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these bylaws, or by statute to some other officers or agent of Powered Up Baraboo. The President shall have general responsibility for organizing the work of the Board, leading the effort to recruit new volunteers, presiding at meetings, monitoring changes in legal requirements for nonprofits, setting agendas for the meetings with the help of the Vice President, and setting the agenda for an annual visioning/goals setting session of the Board.
- 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 assist with setting the agenda for Board meetings and perform such other duties as may be assigned to them by the Board.
- 5.03 **TREASURER.** The Treasurer shall have charge and custody of, and be responsible for all funds and securities of Powered Up Baraboo, receive and give receipts for monies due and payable to Powered Up Baraboo from any source, and deposit all such monies in the name of Powered Up Baraboo in such banks, trust companies, or other financial institutions as may be designated by the Board, 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.
- 5.04 **SECRETARY.** The Secretary shall be responsible for keeping the minutes of all meetings of the Board 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 Board member, 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.

**ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- 6.01 CONTRACTS. The Board may authorize any officer or officers, agent or agents of Powered Up Baraboo, 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 Powered Up Baraboo. Such authority may be general or confined to specific instances. No Board member, officer, or agent of Powered Up Baraboo shall contract for or incur any debt or enter into any agreement or otherwise obligate this corporation except by authorization of the Board.
- 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 Powered Up Baraboo shall be signed by such officer or officers, agent or agents of Powered Up Baraboo as shall from time to time be determined by resolution of the Board, except that any payment exceeding \$500 shall be signed by two officers of the Board.
- 6.03 DEPOSITS. All funds of Powered Up Baraboo shall be deposited from time to time to the credit of Powered Up Baraboo in such banks, trust companies, or other financial institutions as the Board may select.
- 6.04 BONDING. The Treasurer, and such other officers or agents handling Powered Up Baraboo funds, or other valuable Powered Up Baraboo assets or materials, may be bonded for the faithful discharge of duties with such surety or sureties as the Board may determine.

**ARTICLE VII. BOOKS, RECORDS, AND POLICY STATEMENTS**

- 7.01 ACCOUNTS AND MINUTES. Powered Up Baraboo shall keep accurate and complete books and records of accounts and shall also keep minutes of the proceedings of its Board and Action Teams having any of the authority of the Board.
- 7.02 FINANCE COMMITTEE AND FINANCIAL REVIEW. A Finance Committee shall be established by the Board, composed of the President, Treasurer, and one additional Powered Up Baraboo supporter selected at each annual meeting to serve for the duration of one year. The Finance Committee shall be responsible for preparing the necessary documents for the annual review of the financial records, creating an annual draft budget for Board approval, and providing oversight of fund-raising efforts. The Finance Committee may invite Powered Up Baraboo supporters who are not Board members to assist in these tasks. Non-Board members will be asked to maintain confidentiality regarding the finances of Powered Up Baraboo. A separate Financial Audit Committee including the President, and at least two other Powered Up Baraboo supporters approved by the Board shall conduct the annual review of financial records and provide recommendations at the Board meeting following completion of their review. A financial audit or financial review shall be conducted by a qualified accountant who is not a Board member if Powered Up Baraboo's assets exceed \$20,000 on December 31 of any given year.

- 7.03 **POLICY STATEMENTS.** Written guidelines and policy statements may be established and compiled by the Board on important matters of concern to Powered Up Baraboo. Policy statements may be amended by a majority vote of the Board. A record of the current policies shall be maintained on an ongoing basis as an addendum to the bylaws.
- 7.04 **ACCESS.** Powered Up Baraboo's 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 Powered Up Baraboo for any loss or damage suffered by Powered Up Baraboo as a result of any action taken or omitted to be taken by said person acting in good faith as a Board member 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 their own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for Powered Up Baraboo or upon statements made or information furnished by Powered Up Baraboo Board members 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 Board member of Powered Up Baraboo shall (together with all heirs, executors and administrators of said person) be indemnified by Powered Up Baraboo 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 Board member of Powered Up Baraboo, 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 Board member.

## **ARTICLE IX. DISSOLUTION OF THE CORPORATION**

- 9.01 **ASSET DISTRIBUTION.** This shall be considered a perpetual corporation. However, if Powered Up Baraboo 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 Powered Up Baraboo.

**ARTICLE X. AMENDMENT OF THE BYLAWS**

10.01 WHO MAY PROPOSE. Amendment of these bylaws may be proposed by any member of the Board.

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.

10.03 Bylaws will be made available to members of the public on the Powered Up Baraboo website.

Bylaws Originally Adopted November 11, 2019.

Bylaws Amended July 6, 2022.

**Bylaws Last Amended December 13, 2023.**