

**BEAVER DAM FAMILY CENTER, INC.**  
**AMENDED AND RESTATED BYLAWS**

**RECITALS**

**WHEREAS**, Beaver Dam Hockey Association, Inc. (BDHA) was incorporated on December 20, 1977, as a Wisconsin corporation, without stock and not for profit;

**WHEREAS**, Swan City Ice Skaters (SCIS) and Beaver Dam Family Center (BDFC) have operated within BDHA, with SCIS promoting the figure skating programs and with BDFC managing and maintaining the facility within which the hockey and figure skating programs exist;

**WHEREAS**, BDHA has been issued a determination letter by the Internal Revenue Service (IRS) that recognized BDHA as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, and BDHA is classified by the IRS as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code;

**WHEREAS**, BDHA has determined that it would be appropriate to change the name of the corporation to Beaver Dam Family Center, Inc., and to clarify the internal management and operational relationships between BDHA, SCIS and BDFC;

**THEREFORE**, BDHA hereby adopts these Amended And Restated Bylaws.

The act of amending and restating these Bylaws is not intended to change, in any way, the purposes for which BDHA was formed, which purposes have governed the functions of BDHA throughout its existence, and is not intended to have any effect on the tax-exempt status or the status as a public charity of the corporation. If any of the provisions of these Amended and Restated Bylaws is construed by the IRS, or any other regulatory body, to adversely affect the tax-exempt status or the status as a public charity of the corporation, such provision shall be considered stricken from these Bylaws, with no further action required. Any provision so stricken shall be replaced, as the corporation shall decide, by either the relevant provision that existed prior to this Amendment and Restatement, or by a new provision that does not have the adverse result.

**PREAMBLE**

As further detailed below, the Organization invites all adults interested in promoting hockey, figure skating and related activities to become members. The Organization will be governed by a Board of Directors with an equal number of Directors selected by the hockey club and the figure skating club, respectively, and with one independent director. The Board of Directors shall make decisions regarding the maintenance and operation of the Beaver Dam Family Center facility. While subject to the overall control of the

Board, both the hockey club and the figure skating club shall have the authority to develop their own governing structures, as well as rules and procedures concerning the operations of their respective clubs. Each hockey club and figure skating club is responsible for securing the funding required to sustain its respective operations. Any dispute between the hockey and figure skating clubs shall be conclusively determined by the Board of Directors. Both the hockey club and the figure skating club are required to conduct their activities in accordance with the Organization's classifications as a tax-exempt and public charity. The Board of Directors shall have the final authority to resolve any concerns regarding whether the actions of either club conflict with these classifications.

## **ARTICLE I NAME**

The name of this Organization shall be Beaver Dam Family Center, Inc.

## **ARTICLE II DEFINITIONS**

The following words and phrases shall have the following meanings when used herein:

"Board of Directors" refers to the Beaver Dam Family Center, Inc. Board of Directors.

"Club" means, collectively, the Beaver Dam Hockey Association Club and the Swan City Ice Skaters Club.

"BDHA Club" means the Beaver Dam Hockey Association Club.

"SCIS Club" means the Swan City Ice Skaters Club.

"Facility" means the principal location of the Beaver Dam Family Center, which is the building and property used by the Beaver Dam Hockey Association and Swan City Ice Skaters with the address of:

609 Gould Street  
Beaver Dam, WI 53916

"Organization" means the Beaver Dam Family Center, Inc., f/k/a Beaver Dam Hockey Association, Inc.

### **ARTICLE III PURPOSE**

**Section 3.1:** To promote the sports of ice hockey and figure skating.

**Section 3.2:** To promote hockey and figure skating programs for community members of all ages.

**Section 3.3:** To help develop the physical, mental, emotional and social needs of youth through participation in hockey, figure skating and other various ice sports, and related activities which may be conducted at the Beaver Dam Family Center facility.

**Section 3.4:** To maintain the facility commonly known as the Beaver Dam Family Center.

**Section 3.5:** The Organization is established solely for charitable and educational purposes. All funds collected by the Organization, including dues, fees, and revenues generated from its programs and initiatives—shall be allocated exclusively to activities consistent with the stated objectives of the Organization, as determined by the Board of Directors. Should this Organization be dissolved, the treasury funds shall not be distributed to any incorporator, Director, or member. Instead, after settling all liabilities, such funds will be allocated in accordance with the purposes outlined in these Bylaws, or transferred to one or more organizations that are exclusively charitable, educational, religious, or scientific, and qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, as determined by the Board of Directors.

**Section 3.6:** The Organization shall not engage in activities that constitute propaganda or seek to influence legislation. Furthermore, the Organization will neither participate in nor intervene in (including through the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Regardless of other provisions within these articles, the Organization is prohibited from undertaking any activities not permitted for an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended.

### **ARTICLE IV MEMBERSHIP**

**Section 4.1:** Membership shall be open to all persons who are interested in the promotion of ice hockey, figure skating, other ice skating activities, and other related activities that may be conducted at the BDFC facility, upon compliance with the regulations prescribed by the Board of Directors. Additional membership requirements may be established by the BDHA Club and the SCIS Club, respectively. All members shall be entitled to vote on matters presented to the membership, pursuant to the regulations set forth herein.

**Section 4.2: Nondiscrimination:** Membership shall be open to all persons without regard to gender, race, creed, color, sexual orientation, ethnic background, or economic circumstances. The Organization does not practice segregation or discrimination based on these factors, or any other factors that are not explicitly outlined.

**Section 4.3: Membership**

- A. Criteria:** Any person of adult age, i.e., 18 years of age or older, may become a voting member of the Organization upon compliance with the following requirements:
- a. Demonstrates ethical integrity and supports the purposes of the Organization;
  - b. Meets the financial and membership obligations set forth by the Board of Directors; and
  - c. Satisfies at least one of the following conditions:
    - i. Is a parent or guardian of a registered skater with either the BDHA Club or the SCIS Club,
    - ii. Is a registered member of USA Hockey or United States Figure Skating affiliated with the Organization, or
    - iii. Has a current Organization approved membership.
- B. Classes:** The Board of Directors shall have the discretionary authority to establish such other classes of membership and/or membership requirements as deemed necessary.
- C. Term:** Memberships shall be on an annual basis, with the terms to be established by the Board of Directors.

**Section 4.4 Membership Suspension or Termination:** A member who fails to continue to meet the criteria set forth above for membership may be terminated or suspended from membership. BDHA Club and SCIS Club shall notify the Co-Secretary of individual(s) who cease to meet the requirements for membership.

**ARTICLE V  
MEMBER MEETINGS**

**Section 5.1: Meeting Action:** All actions of the Organization, other than those delegated to the Board of Directors, must be taken at a meeting of the membership.

**Section 5.2 Meeting Conduct:** Annual and special meetings will follow a parliamentary format, ensuring every member present has the opportunity to speak. In all matters related to procedure, Robert’s Rules of Order will serve as the ultimate authority. Social meetings of the membership shall be conducted on an informal basis.

**Section 5.3 Notice of Meetings:**

- A. Written notice by first class mail of any annual or special meeting stating the place, date and hour of the meeting shall be given no less than ten (10) or more than sixty (60) days before the date of the meeting.
- B. Notwithstanding the foregoing, a written notice delivered as part of a newsletter, email or other publication regularly sent to members shall constitute a written notice of the annual meeting if:

- a. Addressed or delivered to the member's address shown in the Organization's current list of members; or
  - b. In the case of members who are residents of the same household and have the same address in the current membership list, is addressed or delivered to one of such member's address shown in the Organization's membership list.
- C. When providing notice of an annual or special meeting of members, the Organization will include notice of any matter a member wishes to raise at the meeting, provided the member submits a written request to the Organization at least ten (10) days prior to the issuance of the meeting notice.
- D. Notice of a special meeting shall include a description of the purpose or purposes of the meeting.
- E. Notice of an annual meeting is generally not required to include a statement of purpose, except in the following circumstances:
- a. An amendment to the Organization's Articles of Incorporation or Bylaws;
  - b. A merger;
  - c. A sale, lease, exchange, or other disposition, outside the usual and regular course of business, involving all or substantially all of the Organization's property; or
  - d. The dissolution and liquidation of the Organization.

**Section 5.4 Voting Eligibility:**

- A. Within ten days after the record date for a membership meeting or determining voting members, the BDHA Club and the SCIS Club must submit a complete list of eligible members to the Co-Secretary for notification of the meeting or any adjournment.
- B. The list shall be arranged in alphabetical order and shall show the name and address of each member.
- C. This list shall be kept on file at the principal office of the Organization and shall be available for inspection on written demand, by any member or the member's agent or attorney, during regular business hours.
- D. Only those members officially registered as voting members at least sixty (60) days prior to any annual or special meeting shall be eligible to vote at such meeting.

**Section 5.5 Voting Proxies:** Members may vote by proxy at meetings by signing an appointment form or authorizing an electronic statement of such proxy. The appointment must be submitted to the Co-Secretary before or during the meeting. The Organization may rely on the proxy's authenticity without verification. Proxy appointments are effective upon receipt and remain valid for eleven (11) months unless a shorter period is specified.

**Section 5.6 Annual Meeting:** There shall be an annual meeting of the voting membership at a place, within the City of Beaver Dam or within ten (10) miles of the City of Beaver Dam, to be determined by the Board of Directors.

- A. The purpose of the annual meeting shall be to conduct the business of the Organization, including but not limited to, the consideration and approval of an annual budget.
- B. Failure to hold an annual meeting shall not work forfeiture or dissolution of the Organization or invalidate any action taken by the Board of Directors or Officers of the Organization.

**Section 5.7 Special Meetings:**

- A. Special meetings of the voting membership may be called at any time by the Board of Directors or by a written demand signed and dated by members holding at least ten (10%) percent of all votes entitled to be cast on any issue proposed to be considered at the meeting.
- B. The purpose of any special meeting of the membership shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.
- C. The record date for determining the members entitled to demand a special meeting is the date that is sixty (60) days before the date the demand for a special meeting is delivered to the Organization.
- D. Special meetings shall be convened within thirty (30) days following receipt of a demand for such meeting, at a location designated by the Board of Directors, either within the City of Beaver Dam or within ten (10) miles thereof. If notice is not issued within twenty (20) days after the written demand has been delivered to the Organization, any individual who signed the demand may determine the time and place of the meeting and provide notice in accordance with these Bylaws.

**Section 5.8 Quorum:**

- A. Twelve (12) voting members shall constitute a quorum for the annual meeting.
- B. Twenty percent (20%) of the Organization's membership constitutes a quorum for a special meeting.
- C. Provided a quorum is present, an action submitted to the members shall be approved if the number of votes in favor exceeds the number of votes opposed, unless a higher voting threshold is required by applicable law, the Organization's Articles of Incorporation, or these Bylaws.

**ARTICLE VI  
ORGANIZATIONAL STRUCTURE**

**Section 6.1 Authority and Governance of Clubs:**

- A. The Organization grants authority to the BDHA Club and the SCIS Club to manage the affairs and business of their respective Clubs.
- B. While subject to the overall control of the Board, each Club shall have the authority to create their own governance frameworks, as well as rules and procedures regulating the operations of their respective Clubs.
  - a. Any disputes between BDHA and SCIS shall be conclusively determined by the Board of Directors.

- C. In all instances, BDHA and SCIS are required to conduct their activities in compliance with the Organization's classification as a tax-exempt entity and public charity.
  - a. Any question of whether an action of either Club is inconsistent with the tax-exempt and public charity classifications shall be conclusively determined by the Board of Directors.
- D. The Board of Directors shall make decisions regarding the maintenance and operation of the BDFC facility.

**Section 6.2 Club Financial Responsibilities:**

- A. BDHA and SCIS shall each be responsible for securing the funds necessary to support the operations of their respective Clubs.
- B. Each Club will manage its own finances, including but not limited to the development and maintenance of an operating budget.
- C. In coordination with the Organization's Treasurer, each Club may establish any bank accounts deemed necessary for the deposit of Club revenue and the payment of Club expenses.
- D. Both Clubs are required to contribute equally—both financially and with other resources—to the operation and maintenance of the BDFC facility. The specific dollar amount of these contributions will be determined annually by the Organization.

**Section 6.3 Personnel and Contract Management:**

- A. Each Club is responsible for the hiring, firing, supervising and training of all individuals providing services for that Club.
- B. All employees shall be employed by the Organization.
- C. All contracts entered into by a Club shall be entered in the name of the Organization.

**ARTICLE VII  
BOARD OF DIRECTORS**

**Section 7.1 General Powers:** The property, affairs and business of the Organization shall be under the care of and managed by the Board of Directors, except as otherwise provided under applicable laws, the Organization's Articles of Incorporation or these Bylaws.

**Section 7.2 Additional Powers:** Without restricting the powers of the Board of Directors by implication or otherwise, said Board shall have, in addition to all other powers which it may lawfully exercise, subject to the delegation of authority to BDHA Club and SCIS Club set forth above, the following powers:

- A. The Board of Directors shall have the power to purchase, or otherwise acquire, lease, sell, convey, assign or otherwise transfer, any property, right or privileges, which the Organization is authorized to acquire, real, personal, or mixed, at such prices and on such terms and conditions, and for such consideration as said Board may see fit, and may at its discretion pay for any property or rights

acquired by it either wholly or partially in money or in other evidences of indebtedness, subject, however, to the provisions of the Wisconsin statutes. Provided, however, that no indebtedness for borrowed money shall be contracted on behalf of the Organization and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or limited to specific instances.

- B. The Board of Directors shall have the responsibility of conducting the day-to-day business of the Organization, including but not limited to conducting business and social meetings, publicity and promotion, handling Organization funds designating a bank as a depository for the Organization's funds, and opening a checking account, entering into contracts, which are consistent with the purposes of this Organization, investing Organization funds, and granting awards and scholarships.
- C. The Board of Directors may appoint a "Board Appointed Position" to serve a specific need. This position is a non-voting position and does not require prior membership notification. The term is to be determined by the Board of Directors.

### **Section 7.3 Composition:**

- A. The Board of Directors will be comprised of an equal number of Directors from BDHA and SCIS, respectively, and with one independent Director.
- B. The Board will consist of nine (9) members. This number may be changed by amending these Bylaws but may never be fewer than five (5).
  - a. If the number of Directors is changed, each Club must continue to have equal representation on the Board and there must always be one independent Director.
- C. The nine (9) Director positions include:
  - a. Four (4) Directors appointed or elected in accordance with procedures adopted by the BDHA Club.
  - b. Four (4) Directors appointed or elected in accordance with procedures adopted by the SCIS Club.
  - c. One independent Director position shall be elected by a vote of five (5) of the eight (8) other Directors of the Organization.

### **Section 7.4 Director Eligibility, Qualifications and Terms:**

- B. A Director, other than the independent Director, must be a current member of the Organization in good standing.
- C. A Director must successfully pass any prescribed background check paid for by the Organization.
- D. The individual serving as the independent Director position must meet one of the criteria during the term:
  - a. A person who is not a member of the Organization;
  - b. An individual who is a parent or guardian to skater(s) that are currently registered in both SCIS and BDHA Club programs.
- E. No more than one immediate family member may serve concurrently as a Director. Immediate family is defined as:

- a. Parent or guardian of the same child(ren), and
  - b. Any persons living in the same household.
- F. The term of office for each Director shall be one (1) year. No Director may serve more than six (6) consecutive years unless no other qualified person is available and willing to serve as a Director.
- G. The first regular meeting of the Board of Directors shall be held following the annual membership meeting and shall occur no later than the month of July.

**Section 7.5 Director Turnover and Replacement:**

- A. Any Director may resign from their position by submitting a written resignation to the Organization's Co-Secretary. The resignation shall take effect at the time of the filing unless the resignation specifies a later effective date. In such cases, the resignation will take effect on the date indicated in the resignation notice.
- B. A Director may be removed or replaced by the Club which initially appointed or elected such Director in accordance with the rules and procedures adopted by said Club.
- C. Any Director with three (3) or more absences within a consecutive twelve (12) month period may be removed by the Board of Directors. In such instance, the Club which elected or appointed such Director shall appoint or select a successor, following its established rules and procedures.
- D. The independent Director may be removed at any time by a vote of five (5) of the eight (8) other Directors.
- E. In the event of a vacancy on the Board of Directors, the vacant position shall be replaced accordingly:
  - a. If the independent Director position becomes vacant, five (5) of the eight (8) remaining Board members may select a successor to serve the rest of the term. The position must be filled no later than sixty (60) days after the vacancy arises.
  - b. If a vacancy occurs in a position other than that of the independent Director, the Club responsible for electing or appointing the former Director shall select a successor, following its established rules and procedures.

**Section 7.6 Compensation:**

- A. Directors shall serve without compensation for their services but may be reimbursed by the Organization up to \$250 for any reasonable expense incurred for services rendered to or for the benefit of the Organization.
- B. Approval of such services and/or goods that require reimbursement should be submitted and approved by the Board of Directors prior to pursuing said services.
- C. Reimbursement requests should be submitted to the Treasurer and include a statement of expenditures (i.e. receipt, order form, etc.).
- D. No loans shall be made by the Organization to any of its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Organization for the amount of such loan until the repayment thereof.

## Section 7.7 Director Responsibilities:

- A. Attend the Board of Director meetings.
- B. Actively participate in the discussion as a representative of the Director's said Club, with consideration given to the best interest of the Organization.
- C. Work collaboratively with Directors to reach consensus on matters requiring approval or formal voting.
- D. **Presumption of Assent:** A Director who is present at a Board of Directors meeting is deemed to have assented to all actions taken unless:
  - a. The Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken;
  - b. The Director contemporaneously requests that the Director's dissent or abstention as to any specific action taken be entered in the minutes; or
  - c. The Director shall ensure that a written notice of their dissent or abstention regarding any specific action is submitted to the presiding officer prior to the adjournment of the meeting.
  - d. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.
- E. Disclose conflict of interest as outlined below:
  - a. "Conflicting Interest Transaction" means:
    - i. a contract, transaction, or other financial relationship between the Organization and a Director of the Organization; or
    - ii. between the Organization and a Party related to a Director; or
    - iii. between the Organization and an entity in which a Director of the Organization or a party related to a Director, is a Director or officer or has a financial or beneficial interest.
      - 1. Party related to a Director means a spouse, a descendent, an ancestor and/or a sibling.
  - b. A "Conflicting Interest Transaction" shall not be deemed void or voidable, nor subject to injunction, annulment, or the imposition of damages or other sanctions in any proceeding initiated by a member or pursuant to the rights of the Organization if:
    - i. The material facts as to the Director's relationship or interest and as to the "Conflicting Interest Transaction" are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the "Conflicting Interest Transaction" by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
    - ii. The material facts as to the Director's relationship or interest and as to the "Conflicting Interest Transaction" are disclosed or are known to the members entitled to vote thereon, and the "Conflicting Interest Transaction" is specifically authorized, approved or ratified in good faith by a vote of the members entitled to vote thereon; or
    - iii. The "Conflicting Interest Transaction" is fair to the Organization.

- c. Conflicted Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the "Conflicting Interest Transaction." However, the Conflicted Director must be recused from voting on said transaction.

**Section 7.8 Regular Meetings of the Board of Directors:**

- A. Board of Director meetings shall be held at the principal location of the Organization in Beaver Dam, Wisconsin, unless otherwise specified.
- B. Meetings may be held at any time or place where all Directors are present and consent to the holding of such meeting.
- C. Unless otherwise specified in the notice or waiver of notice, the regular Board of Directors meeting shall be held monthly or at another interval agreed upon by the Board of Directors.
- D. Notice for each meeting must be provided at least twenty-four (24) hours in advance by the Co-Secretary, or by a person appointed by the Co-Chairs when the Co-Secretary is unavailable.

**Section 7.9 Quorum and Voting at Regular and Special Meetings:**

- A. Five (5) Directors shall constitute a quorum necessary to conduct any routine business of the Organization, e.g., approval of financial reports, approval of minutes from previous meetings, approval of normal and routine expenditures.
- B. Unless a larger majority is mandated by law, the Articles of Incorporation, or these Bylaws, any action taken by the Directors at a meeting where there is a quorum will be considered an action of the Board of Directors.
- C. Issues which are not of a day-to-day or routine nature require a vote to move forward with the proposed action(s). The decision requires an affirmative vote of seven (7) of the nine (9) Directors to pass. No Director may vote or act by proxy in these circumstances.
- D. Issues which are not of a day-to-day or of routine nature, include but are not limited to:
  - a. Any expenditure of \$2,500 or more by the Facility Manager;
  - b. A decision regarding the removal of any employee from their respective position;
  - c. On the hiring of an individual for employment for the BDFC facility (as contrasted with the decision to employ a person to work with one of the Clubs, which is delegated to the respective Club);
  - d. On a decision regarding the distribution of ice time which significantly affects the program offerings of the BDHA and SCIS Clubs;
  - e. On a decision regarding contractual agreements with any outside body regarding the ownership and use of the BDFC facility.
- E. The Board of Directors shall ensure that one of the Co-Chairs is assigned the responsibility to convene meetings of the Board and serve as the chairman during those meetings.
  - a. If the designated Co-Chair is unavailable, the other Co-Chair will assume this role.

- b. In situations where both Co-Chairs are absent, any Director may call the meeting to order and act as chairman if quorum is met.
- F. The Co-Secretary is expected to fulfill the duties of Secretary at all Board of Director meetings.
  - a. If the designated Co-Secretary is unavailable, the other Co-Secretary will assume this role.
  - b. In situations where both Co-Chairs are absent, the presiding Officer has the authority to appoint any Director to serve as Secretary for that meeting.

**Section 7.10 Special Meetings of the Board of Directors:**

- A. Special meetings of the Board of Directors may be convened by the Co-Secretary upon the request of the Co-Chairs or any two Directors.
- B. The individual(s) authorized to call such meetings may designate any location within the City of Beaver Dam, or within a ten (10) mile radius of the city, as the venue for the special meeting.
- C. Notice specifying the location, date, and time of each special meeting shall be provided to all Directors personally, via email, or by telephone at least forty-eight (48) hours prior to the scheduled meeting. The notice of a special meeting need not specify the purpose of the meeting.

**Section 7.11 Closed Session:**

- A. All meetings of the Board of Directors and any Committees of the Organization shall be open to all members except the following situations and/or circumstances:
  - a. Disciplinary actions.
  - b. Performance Review – annual or periodic review of the job performance and compensation, of the Facility Manager or other employee(s) of the Organization.
  - c. Requests for fee waiver due to financial hardship.
  - d. Complaint Investigation – to examine all complaints concerning any programs administered by the Organization, including those referred to the Board by the BDHA Club or SCIS Club.
  - e. Special Purpose – such other compelling matters, including, but not limited to meeting with legal counsel to discuss pending or threatened litigation, the discussion of which requires, in the reasonable judgment of the Board, a closed meeting.
- B. Upon completion of the closed session, the Board shall immediately return to open session and any action taken or recommended to be taken shall be reflected by recorded vote.

**Section 7.12 Action Without a Meeting:**

- A. Any action that is required by law to be taken at a meeting of the Board of Directors, or any other action that may be taken at a meeting of Directors, may instead be taken without a meeting if every member of the Board, in writing (including e-mail) either:

- a. Votes for such action, or
  - b. Votes against such action or abstains from voting and waives the right to demand that the action not be taken without a meeting.
- B. An action is considered taken only if the affirmative votes for that action are equal to or greater than the minimum number of votes required to approve the action at a meeting where all Directors are present and voting.
- C. The action will only be effective if there are written documents that describe the action signed by all Directors and filed with the minutes. The documents may be received electronically or by other forms of communication, provided the Organization receives a complete copy of the document, including a copy of the signature.
- D. If the Organization receives a signed written statement from the Director that meets these conditions and has not been revoked as described below, the Director is considered to have waived their right to demand that the action only be taken at a meeting.
  - a. A Director may revoke a signed writing by submitting a signed and dated statement of revocation, which must reach the Organization before the final required vote is received.
- E. Actions taken are effective at the time they are taken unless the written documents specify a different effective date.
- F. All actions taken in this manner shall have the same effect as actions taken at a meeting.

**Section 7.13 Committees and Clubs:** The Board of Directors may, through one or more resolutions, appoint an executive committee comprised of selected Directors. Additionally, the Board may create various committees or Clubs within the Organization, such as the BDHA Club and SCIS Club. Each entity, subject to the provisions outlined in its establishing resolution, shall possess and may exercise authority as delegated by the Board, except where restricted by applicable law. Rules for conducting meetings of any committee or Club will be determined by the Board of Directors, or, in their absence, by the respective committee or Club.

## **ARTICLE VIII OFFICERS**

### **Section 8.1 Officers:**

- A. The officers of the Organization shall consist of:
  - a. Two (2) Co-Chairs, referred to as Principal Co-Chair and Co-Chair
  - b. Two (2) Co-Secretary
  - c. One (1) Independent Director position
- B. Officers shall be selected from the members of the Board of Directors.
- C. One person may not hold more than one office at a time.
- D. The Co-chairs will be the President of BDHA and the President of SCIS or their designee.
- E. The role as Principal Co-Chair and Co-Chair shall alternate between the representative of BDHA and the representative of SCIS via a mechanism

approved by Board consensus at the start of the term. The Board of Directors shall determine the Co-chair to serve as the initial “Principal” by mutual agreement or election, at the first regular meeting of the Board of Directors.

- F. The Co-Secretary roles will be determined through mutual consent or by election during the first regular Board of Directors meeting, with one representative from BDHA and one representative from SCIS.
- G. The role of Co-Secretary shall alternate between the representative of BDHA and the representative of SCIS via a mechanism approved by Board consensus at the start of the term.
- H. Such Officers shall hold office for the term of one (1) year and until their successors are elected.

**Section 8.2 Compensation:** Officers shall not receive compensation for their services but are eligible for reimbursement, as outlined in Section 7.6.

**Section 8.3 Officer Turnover and Replacement:**

- A. An Officer may resign at any time by giving written notice of resignation to the Organization. The resignation is effective when the notice is received unless the notice specifies a later effective date.
- B. Any Officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Organization will be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- C. Election or appointment of an Officer shall not in itself create contract rights. A vacancy in any Office, other than a Co-Chair, however occurring, may be filled by the Board of Directors for the remainder of the term.
- D. In the instance of a vacancy in a Co-Chair position, the vacancy shall be filled by the Club that had elected or appointed the prior Co-Chair, per the Club’s procedures.

**Section 8.4 Officer Duties:** The principal duties of the respective Officers are as follows:

- A. **Co-Chairs:** The principal duties of the Co-Chairs shall be to have general supervision of the affairs of the Organization.
  - a. The Co-Chairs shall have the responsibility of calling Board meetings and developing the agenda for said meetings.
  - b. The Co-Chairs shall perform additional duties as designated or assigned by the Board of Directors, or those that may be prescribed by applicable law.
- B. **Co-Secretary:** The principal duties of the Co-Secretary position include:
  - a. Keep the minutes of the proceedings of the Board of Directors;
  - b. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
  - c. Be custodian of the Organizational records;
  - d. Update the Organization’s membership records to reflect the termination or suspension of individuals; and

- e. Perform all standard duties of Secretary and any additional tasks assigned by the Co-chairs or Board of Directors.

**Section 8.5 Delegation of Duties:** In the event that any Officer of the Organization is absent or unable to perform their duties, the Board of Directors or the Principal Co-chair, during the period between Board meetings, may formally assign the responsibilities of that Officer to another Officer or Director.

**Section 8.6 Non-Officer Duties:**

- A. **Treasurer:** The Treasurer is the principal financial and accounting Officer of the Organization who is an ex-officio member of the Board of Directors without voting privileges. The duties of the Treasurer include:
  - a. Prescribe and maintain the methods and systems of accounting to be followed;
  - b. Have the care and custody of Organizational funds, securities, evidence of indebtedness and other personal property;
  - c. Deposit Organizational funds in accordance with the instructions of the Board of Directors;
  - d. Receive and issue receipts or acquittances for money received on behalf of the Organization;
  - e. Pay out of the funds on hand all bills, payrolls and other debts of the Organization of whatever nature upon maturity;
  - f. Keep detailed records of accounts;
  - g. Prepare and file all local, state and federal tax returns and related documents unless otherwise delegated;
  - h. Prescribe and maintain an adequate system of internal audit;
  - i. Prepare and furnish to the Board of Directors statements of account showing the financial position of the Organization and the results of its operations;
  - j. Perform all standard duties of Treasurer and any additional tasks assigned by the Co-chairs or Board of Directors.
  - k. Authorized signees of BDFC financial accounts shall be the Treasurer and the Facility Manager.

**ARTICLE IX  
STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS**

**Section 9.1 General:**

- A. Each Director and Officer shall perform their duties as a Director or Officer, including without limitation their duties as a member of BDHA Club or SCIS Club or any committee of the Organization:
  - a. In good faith;
  - b. In a manner the Director or Officer reasonably believes to be in the best interests of the Organization; and
  - c. With the care an ordinarily prudent person in a like position would exercise under similar circumstances.

- B. A Director or Officer, regardless of title, shall not be deemed a trustee with respect to the Organization or with respect to any property held or administered by the Organization including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

**Section 9.2 Reliance on Certain Information and Other Matters:**

- A. In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below.
  - a. One or more Officers or employees of the Organization whom the Director or Officer reasonably believes to be reliable and competent in the matters presented;
  - b. Legal counsel, a public accountant, or other person which the Director or Officer reasonably believes to be within such individual's professional or expert competence;
  - c. A committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.
- B. However, a Director or Officer shall not be considered to act in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

**Section 9.3 Limitation on Liability:** A Director or Officer shall not be liable to the Organization or its members for any action the Director or Officer takes or omits to take as a Director or Officer, if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this section.

**ARTICLE X  
CONFLICT RESOLUTION**

Members may file written complaints with the Board of Directors about alleged Bylaw, rule, policy, or procedure violations (except those applicable to BDHA or SCIS Club rules). The Board will handle complaints per the Organization's conflict resolution policy.

**ARTICLE XI**

**Section 11.1 Fiscal Year:** The fiscal year for the Organization shall be from the first day of May until the last day of April each year.

**Section 11.2 Waiver of Notice:** If any notice must be given under Wisconsin law or this Organization's Bylaws, a signed waiver from the person entitled to such notice will be considered as valid as if the notice had been given. When a Director or member signs a waiver regarding any matter requiring notice, it should include the same details that would have been required in a formal notice according to Wisconsin law or these Bylaws, except that the time and location of the meeting do not need to be stated.

## **ARTICLE XII AMENDMENTS**

**Section 12 Bylaw Changes:** All proposed Bylaw changes must be submitted to the Board of Directors at least sixty (60) days before the Annual Meeting of the members.

- A. The Board of Directors shall provide notice of all proposed Bylaw changes to the voting membership at least thirty (30) days prior to the Annual Meeting.
- B. Passage of Bylaw changes shall require a two-thirds (2/3) vote, on a written ballot, of the voting members present at the Annual Meeting.

## **ARTICLE XIII INDEMNIFICATION**

**Section 13 Indemnification:**

- A. The Organization shall indemnify any Director and Officer of the Organization to the fullest extent permitted by applicable law if:
  - a. Such person conducted themselves in good faith;
  - b. Such person reasonably believed
    - i. in the case of a Director acting in their official capacity, that their conduct was in the Organization's best interests; or
    - ii. in all other circumstances, the individual's actions were, at a minimum, not contrary to the best interests of the Organization.
  - c. In the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful.
- B. The Organization may not indemnify a person either:
  - a. in connection with a proceeding by the Organization in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Organization; or
  - b. in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Organization was not thereby damaged).
- C. Any indemnification under this Article (unless ordered by a court) shall be made by the Organization only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of Directors not parties to the subject proceeding, or by such other person or body as permitted by law.

## **ARTICLE XIV MISCELLANEOUS**

### **Section 14.1 Records:**

- A. The Organization shall maintain the following records:
  - a. Appropriate accounting records;
  - b. Articles of Incorporation and Bylaws;
  - c. Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any;
  - d. A list of the names, phone numbers, and email addresses of its current Directors and Officers;
  - e. A copy of its most recent corporate report delivered to the State;
  - f. A record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast prepared by each Club; and
  - g. All financial statements prepared for periods during the last three (3) years that a member of the Organization could have requested under the State law.
- B. The Organization shall keep as permanent records:
  - a. Minutes of all meetings of its members and Board of Directors;
  - b. A record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a Committee in place of the Board of Directors; and.
  - c. A record of all waivers of notices of meetings of members, the Board of Directors or any Committee.

### **Section 14.2 Inspection and Copying of Organization Records:**

- A. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Organization records identified in Section 13.1, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Organization's principal office.
- B. The Organization may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records.
- C. A member may also inspect any other records at a reasonable location specified by the Organization upon the same terms and conditions.
- D. Members entitled to inspect these other records must also meet the following requirements:
  - a. The member must have been a member at least three (3) months immediately preceding the demand;
  - b. The demand must be made in good faith and for a proper purpose;
  - c. The member must describe with reasonable particularity the purpose and the records the member desires to inspect; and
  - d. The records must be directly connected with the described purpose.

- E. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

**Section 14.3 Limitations on Use of Membership List:**

- A. Unless the Board of Directors gives its consent, the Organization's membership list or any part thereof may not be:
  - a. Obtained or used by any person for any purpose unrelated to a member's interest as a member;
  - b. Used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the Organization;
  - c. Used for any commercial purpose; or
  - d. Sold to or purchased by any person.

**Section 14.4 Conveyances and Encumbrances:**

Officers of the Organization who have been given authority by the Board of Directors may assign, transfer, or place claims on the Organization's property. These authorized individuals can sign any necessary documents for these actions. However, if the Organization wants to sell, exchange, lease, or otherwise dispose of all or nearly all of its property and assets, it must follow the steps required by law.

**Section 14.5 Severability:** The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

**ARTICLE XV  
TITLE**

These Bylaws shall be identified as the **Bylaws of the Beaver Dam Family Center, Inc.**

**Approval Date:** 4/12/2026

**Approved by:** Beaver Dam Family Center Annual Meeting