

**BY-LAWS**  
**OF**  
**THE SUN PRAIRIE ROTARY FOUNDATION, INC.**

**ARTICLE I**  
**OFFICES**

The location of the principal offices of this corporation shall be in the City of Sun Prairie, Dane County, Wisconsin. The initial address of the registered agent of this corporation shall be P.O. Box 222, Sun Prairie, WI 53590; and the initial Registered Agent shall be Allen K. Rosenthal. The address of the Registered Office and the Registered Agent may be changed from time to time by action of the Board of Directors; provided that the Registered Agent must be maintained in the State of Wisconsin. The corporation may have such other office or offices as the Board of Directors may designate from time to time.

**ARTICLE II**  
**MEMBERS**

The members of this corporation shall be as specified in the Articles of Incorporation.

**ARTICLE III**  
**MEETING OF MEMBERS**

1. Time and Place; Call of Special Meetings. Meetings of the members of this corporation shall be held annually in February of each year, at such time and place as may be designated by the Board of Directors. Special meetings may be called by the President, the Board of Directors or by eight (8) members who shall designate the time, place and purpose of the meeting in the call. All meetings of members shall be held in Dane County.
2. Quorum. Five (5) of the members of this corporation shall constitute a quorum for a meeting of members. No member shall be entitled to vote or be counted as part of a quorum unless he or she is present in person. A majority of votes entitled to be cast by the members present in person, at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members unless a greater proportion is required by statute. A

majority of those present, even though constituting less than a quorum, may adjourn the meeting from time to time.

3. Procedure. Meetings shall be conducted so that the sense thereof may be determined and so that any members present may have a reasonable opportunity to be heard but strict adherence is no required.

## **ARTICLE IV BOARD OF DIRECTORS**

1. General Powers. Except as otherwise provided herein the business and affairs of this corporation shall be managed by its Board of Directors. The Board of Directors may use such committees as it may deem appropriate to assist it in the conduct of business and affairs of this corporation.
2. Composition of the Board. The Board of Directors shall consist of five (5) persons who are members of this corporation.
3. Selection and Tenure of Directors. The immediate four (4) past Presidents of the Rotary Club of Sun Prairie and an Assistant Treasurer/Investment Officer elected by the membership of the Foundation shall be deemed to be appointed to the Board of Directors of this corporation. The most recent past President shall be deemed appointed to the office of Secretary of this corporation. His or her immediate predecessor shall be deemed appointed to the office of Treasurer of this corporation. With each new past President assuming the office of Secretary on July 1, the existing officers of this corporation assume the next highest office in this corporation, i.e., Secretary to Treasurer to Vice-President to President. The term of each Director of this corporation shall expire when he/she has completed his/her term of President of this corporation.
4. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by a majority vote of the Directors then in office though less than a quorum of the Board of Directors. The person chosen to fill the vacancy shall be a past President of the Sun Prairie Rotary Club and shall serve until the expiration of the term of office involved and until his/her successor has assumed the duties of office.

5. Meetings of Board of Directors. The Board of Directors shall meet bimonthly and at other times and places, as may be specified in the call of the President, or any two (2) members of the Board of Directors, filed with the Secretary. Notice of each special meeting shall be given at least seventy-two hours (72) prior to the meeting delivered personally or mailed to each Director at his or her home or business address. No purpose of any special meeting need be specified in any call or notice thereof.
6. Quorum. A majority of the directors fixed in these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, by a majority of the Directors present, though less than a quorum may adjourn the meeting from time to time.
7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater proportion is required by Statute.
8. Informal Action. Any action which may be taken by the Board of Directors may be taken without a meeting if consent in writing, setting forth the actions so taken, is signed by all the Directors then in office.

## **ARTICLE V**

### **OFFICERS**

1. Principal Officers. The principal officers of this corporation shall be a President, a Vice-President, a Secretary, a Treasurer and an Assistant Treasurer/Investment Officer.
2. Selection and Term of Office. On the first day of July the immediate past President of the Rotary Club of Sun Prairie shall assume the duties of Secretary of this corporation and with each succeeding year assume the duties of Treasurer, Vice-President, and President. Each of the aforementioned offices shall have a term of one year. The Assistant Treasurer/Investment Officer shall be elected by the membership of the Foundation for a term of three (3) years and may succeeded himself/herself.
3. President. The President shall, when present, preside at meetings of the Board of Directors and of the members; shall execute all deeds, mortgages, leases and other documents necessary or proper to be executed in the course of the conduct of the regular affairs of the corporation or which may be authorized by the Board of Directors or by these By-Laws; shall in cooperation with the Treasurer, develop an annual budget for the operation of the

corporation and the distribution of charitable funds – said budget to be approved by the membership before the end of August of the current fiscal year; and shall supervise and control the affairs of the corporation under the control of the Board of Directors.

4. Vice-President. In the absence of the President or in the event of the death, inability or refusal of the President to act, the Vice-President shall perform the duties of the President.
5. Secretary. The Secretary shall perform such duties as are elsewhere prescribed by these By-Laws, keep the minutes of the meetings of the Board of Directors and of the members; see that all notices are duly given; be custodian of all corporate records; keep a register of the post office address of each Director and member of the corporation; sign with the President or Vice-President such instruments as are required to be attested by the Secretary of the corporation; and shall perform such other duties as may be assigned by the Board of Directors.
6. Treasurer. The Treasurer, under the direction and control of the Board of Directors, shall have charge and custody of and be responsible for all funds of the corporation; shall perform duties incidental to the office of Treasurer; shall in cooperation with the President, develop an annual budget for the operation of the corporation and the distribution of charitable funds – said budget to be approved by the membership before the end of August of the current fiscal year; shall assure that all proper tax forms and returns are filed on an annual basis and in a timely manner; and shall have such other duties as may be delegated or assigned by the Board of Directors, shall give bond for the faithful discharge of his duties, in such a sum and with such securities as the Board of Directors shall determine.
7. Assistant Treasurer/Investment Officer. The Assistant Treasurer/Investment Officer shall manage the day-to-day fiscal operations of the corporation, including deposits of funds, payments of approved invoices and budgetary items; preparation and distribution of financial statements to the Board; and all duties as may be delegated or assigned by the Board of Directors. He/she shall also serve as a member of the Investment Committee, researching and bringing to the Board suggestions regarding corporation investments and investment opportunities.

**ARTICLE VI  
PURPOSES OF CORPORATION**

The purpose of this corporation shall be set forth in the Articles of Incorporation.

**ARTICLE VII  
FISCAL YEAR**

The fiscal year shall be July 1 to June 30.

**ARTICLE VIII  
SEAL**

This corporation shall have no corporate seal.

**ARTICLE IX  
AMENDMENT**

These By-Laws, except for Article I and Article VI, may be amended by a quorum being present, provided that notice of such proposed amendment shall have been mailed, including utilization of electronic mail, to each member at least ten (10) days before the meeting at which the vote shall take place. Amendments shall become effective upon approval by the membership.

**These bylaws were approved by the membership of the  
Sun Prairie Rotary Foundation, Inc. on November 6,  
2007.**