

**BY-LAWS of
KINSHIP OF CHETEK , INC.**

**ARTICLE I
MISSION STATEMENT**

Section 1.01 MISSION STATEMENT. To provide positive role models and guidance to youth in our community.

**ARTICLE II
DEFINITIONS**

Section 2.01 DEFINITIONS. The following words and terms shall have the meanings as used herein:

- A. “Mentor” shall be the term applied to an adult formally accepted into the program following established guidelines; matched and working with a youth in a one-to-one relationship.
- B. “Children in the Program” shall be the term applied to a youth formally accepted into the program following established guidelines; matched and working with a qualified adult partner.
- C. “Unmatched” shall be the term applied to youth formally accepted into the program following established guidelines, but not yet matched with a qualified adult partner.
- D. “Service Area” of the Corporation shall be children in the Chetek-Weyerhaeuser School district and children in the surrounding area on a case by case basis.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.01 GENERAL POWERS AND DUTIES. The powers and duties to manage the property, affairs and business of the Corporation shall be vested solely in the Board of Directors of the Corporation; these powers and duties exist solely in the Board as a group, and not in individual Directors, unless so delegated by an act of the Board. The Board shall have and exercise, on behalf of the Corporation, all the rights, powers, and privileges granted to a nonprofit corporation organized under the State of Wisconsin

in carrying out the charitable purpose set forth in the Articles of Incorporation and these By-Laws. In addition to the powers and duties otherwise expressly vested in or imposed on it by law, the Articles of Incorporation or these By-Laws, the Board of Directors shall have the following powers and/or duties:

- (a) to determine the goals and policies of the Corporation in accordance with its charitable purpose.
- (b) to provide adequate financing of the operations of the Corporation by ensuring that sufficient revenue is obtained, and requiring a regular accounting of the funds disbursed by the Corporation, and to ensure that the funds and property of the Corporation are used only for the purpose of the Corporation.
- (c) to appoint an Executive Director to manage the day-to-day operations of the Corporation, whose duties shall include: program planning, development and management of the program's services and activities, personnel management, fund-raising, and such other duties and responsibilities as the Board may designate through a job description or otherwise. The Executive Director is authorized to request disbursements from accounts for regular, ongoing, non-discretionary expenses (salaries, wages, benefits, rent, insurance, etc). All expenses exceeding \$250.00 shall require prior Board approval.
- (d) The Executive Director shall serve as a non-voting member of the Board of Directors.

Section 3.02 NUMBER-TERMS. The number of voting Directors shall be a minimum of seven (7) and a maximum of fifteen (15), to be elected each year at the annual meeting for three-year terms of office beginning January 1 and concluding December 31. Board membership shall be staggered so that approximately one third of the Directors shall be replaced or re-elected each year in addition to any replacements, which may need to be made as a result of resignation, death, illness, or other reason requiring the replacement of a Director on the Board. Directors shall be elected by the Board.

Section 3.03 ORGANIZATION. At each meeting of the Board of Directors, the Board President, or in that person's absence, the Board Vice President, or in that person's absence, a person chosen by the majority of the Directors present, shall preside.

Section 3.04 ROBERTS RULES OF ORDER. All meetings of the Board shall be governed by Roberts' Rules of Order, except where in conflict with these By-Laws, in which case the By-Laws will govern.

Section 3.05 RESIGNATION AND REMOVAL Any Director may resign at any time by delivering a written resignation to the Board of Directors.

Any Director may be removed from the Board at any time for just cause, including conduct injurious to the Corporation, by the affirmative vote of a majority of all the Directors, provided that notice of the meeting where such action is taken specifies that one of the items on the agenda for the meeting is the proposed removal of the Director.

Section 3.06 VACANCIES. Any vacancy on the Board of Directors caused by death, resignation, disqualification, removal or any other cause, may be filled by a vote of the remaining Directors (though less than a quorum), and each Director so chosen shall hold office for the unexpired term of his or her predecessor in office and until his or her successor shall be duly elected and qualified, unless sooner displaced.

Section 3.07 REGULAR MEETINGS. The Board of Directors shall meet monthly at a time and place within the State of Wisconsin to be determined by the Board of Directors, unless the Board decides that more or fewer meetings are required.

Section 3.08 ANNUAL MEETING. The annual meeting of the Board of Directors shall be held each year. The purpose of the annual meeting will be election of the Board of Directors and officers of the Corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be posted.

Section 3.9 SPECIAL MEETINGS-NOTICE. Special meetings of the Board of Directors shall be held whenever called by the President or by one of the Directors. Notice of such special meeting shall be mailed or sent by facsimile or email to each Director, addressed to him or her at his or her residence or usual place of business, at least 24 hours before the meeting is to be held. Each such notice shall state the time, place, and purpose of such meeting.

Section 3.10 QUORUM AND MANNER OF ACTING. Not less than a simple majority of the total number of voting Directors of the Board shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the voting Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the voting Directors present may adjourn any meeting until a quorum be had or any discussed actions may be voted on by the Directors via email. Notice of any adjourned meeting need not be given.

Section 3.11 COMMITTEES. Committees shall be organized as needed.

ARTICLE IV OFFICERS

Section 4.01 DESIGNATION. The officers of the Corporation shall be the President, Vice President, Treasurer, and Secretary.

Section 4.02 ELECTION AND TERM OF OFFICERS. The officers of the Corporation shall be elected annually by the Board of Directors, and installed at the annual meeting. Each officer shall hold office until a successor shall have been duly elected.

Section 4.03 RESIGNATION: An officer may resign at any time by giving written notice of his resignation to the Board of Directors or to the President. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04 REMOVAL. Any officer may be removed from the Board at any time for just cause including conduct injurious to the Corporation, by the affirmative vote of two-thirds of all the Directors, provided that notice of the meeting where such action is taken specifies that one of the items on the agenda for the meeting is the proposed removal of the officer.

Section 4.05 VACANCIES. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by the Board of Directors.

Section 4.06 PRESIDENT. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the Board of Directors, may execute and deliver, in the name of this Corporation, any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, including, without limitation, any instruments necessary or appropriate to enable this Corporation to accomplish its purposes described in the Articles of Incorporation, and, in general, shall perform all duties usually incident to the office of the President.

Section 4.07 VICE PRESIDENT. The Vice President shall have powers and shall perform such duties as may be specified in the By-Laws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Vice President shall succeed to the President's powers and duties in the order designated by the Board of Directors.

Section 4.08 TREASURER. The Treasurer shall assist in reviewing monthly financial statements, keep the Board apprised of the Corporation's financial standing.

Section 4.09 SECRETARY. The Secretary shall record the names of all Directors in attendance at all regular and special meetings of the Board of Directors for the purpose of establishing a quorum. The Secretary shall record the minutes of all of the proceedings of the Board of Directors and causes the minutes to be permanently filed with the Corporation's records. The Secretary shall ensure that proper notice of all regular and special meetings of the Board of Directors is given.

Section 4.10 OTHER OFFICERS. This Corporation may have such other officers as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

ARTICLE V BOOKS AND RECORDS, AUDIT AND FISCAL YEAR

Section 5.01 BOOKS AND RECORDS AND DOCUMENTS. The Board of Directors of the Corporation shall cause to be kept:

1. records of all proceedings of the Board of Directors; and,
2. such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.
3. Articles of Incorporation and By-Laws of this Corporation and all amendments thereto.

Section 5.02 AUDIT. The Board of Directors may cause the records and books of this Corporation to be audited annually (by an independent certified public accountant or otherwise) and at such times as it may deem necessary or appropriate.

Section 5.03 FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January each year and end on the last day of December.

**ARTICLE VI
EQUAL OPPORTUNITY**

It is the policy of the Corporation to comply with all appropriate state and federal requirements pertaining to non-discrimination on the basis of race, color, religion, creed, national origin, age or sex. The Corporation encourages the full input of all relevant minority and cultural groups to its deliberations and its policy making. The actions of the Corporation shall in all ways reflect sensitivity to the diverse groups within our pluralistic, democratic republic.

**ARTICLE VII
DISSOLUTION**

In the event of the dissolution of Kinship of Chetek, Inc., the remaining assets after the satisfaction of all obligations of the Corporation shall be distributed for purposes within the scope of IRS Code 501 – (c)(3) or amendment thereof.

**ARTICLE VIII
WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given by these By-Laws or the Articles of Incorporation of this Corporation or any of the corporate laws of the State of Wisconsin , such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at or after the time stated therein or before, at or after the meeting.

**ARTICLE IX
AUTHORIZATION WITHOUT A MEETING**

Any action that may be taken at a meeting of any of the Board of Directors may be taken without a meeting if authorized in writing and signed by a majority of the Directors who are entitled to vote at any such meeting.

**ARTICLE X
AMENDMENTS**

Unless otherwise required by amendment to existing law, these By-Laws may be amended at any time in the following manner:

1. The Board of Directors shall propose the amendment to the By-Laws by resolution setting forth the proposed amendment and directing that it be submitted for adoption.
2. If notice required by Clause #1 has been given, the proposed amendment may be adopted at a duly called and legally constituted meeting at which a quorum is present and acting throughout.
3. When a majority of the members of the Board of Directors voting have approved a proposed amendment, it is adopted.

**ARTICLE XI
INDEMNIFICATION AND INSURANCE**

SECTION 11.01 INDEMNIFICATION. Any officer, director or employee of the corporation shall be indemnified and held harmless to the full extent allowed by law.

SECTION 11.02 INSURANCE. The corporation is required to obtain insurance providing for indemnification of directors, officers and employees.

I, _____, President of the Board of Kinship of Chetek Inc., do hereby certify that the foregoing By-Laws were approved and adopted by resolution of the Board of Directors of Kinship of Chetek, Inc. at a duly called and legally constituted meeting at which a quorum was present and acting throughout, and such By-Laws have not been modified, amended or rescinded in any respect as of the date hereof,
_____.

Dated: _____

President
Kinship of Chetek, Inc.