

**BY-LAWS OF
L.E. PHILLIPS SENIOR CENTER, INC.
A NONSTOCK, NONPROFIT CORPORATION**

Article I. Organization and Purpose

Section 1. Name. The Organization shall be known as **L.E. Phillips Senior Center, Inc.** (the Corporation is formerly known as L.E. Phillips Senior Central, Incorporated).

Section 2. Incorporation. The Corporation was incorporated under Chapter 181 of the laws of the State of Wisconsin, effective the day on which the Articles of Incorporation were filed with the State of Wisconsin.

Section 3. Principal and Business Offices. The Corporation may have such principal and other business offices, either within or outside the State of Wisconsin, as the Board of Directors may designate, or as the Corporation's business may require from time to time.

Section 4. Registered Agent and Office. The Corporation's registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Corporation's registered office may be changed from time to time by or under the authority of the Board of Directors, or by the registered agent. The business office of the Corporation's registered agent shall be identical to the registered office. The Corporation's registered office may, but need not, be identical with the Corporation's principal office.

Section 5. Corporate Seal. There shall be no Corporate Seal.

Section 6. Corporate Purpose. The purpose of the Corporation shall be as follows:

(a) To provide for the betterment of the quality of life of persons who reside in the city or county of Eau Claire, Wisconsin by providing opportunities and facilities for the pleasure, recreation, education and well-being, of senior persons, and to engage in any other lawful activities in furtherance of the above stated purposes;

(b) To generally do and perform such other acts as may be necessary, advisable, proper, or incidental in the realization of the objectives and purposes of this organization; and

(c) To organize and operate exclusively for charitable, educational, or scientific purposes for which corporations may be organized under Wis. Stat. Ch. 181 and for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended.

Accordingly, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except 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 its Articles. 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 (including the publishing or distribution of statements) any political campaign on behalf of 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article II. Corporate Policies

Section 1. Policies. The Corporate policies are as follows:

- (a) The Corporation shall be non-sectarian and non-partisan.
- (b) The name of the Corporation or the names of any Members, Officers or Directors in their official capacities shall not be used in any connection with any partisan interest.
- (c) The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- (d) The Corporation may cooperate with other Corporations and agencies concerned with the welfare of older adults, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.
- (e) The Corporation shall not discriminate against any member or potential member.

Article III. Members

Section 1. Members; Voting.

- (a) Any individual who is age fifty (50) or older, and his or her spouse, regardless of his or her age, is eligible to participate in the activities at the Center.
- (b) An eligible individual who is current in paying the annual membership fee will be considered a Member of the Center with voting privileges.

(c) An eligible individual's spouse, who is age fifty (50) or older and is current in paying the annual membership fee, will also be considered a Member of the Center with voting privileges.

Section 2. Quorum. Five (5) Members shall constitute a quorum for the transaction of business at any meeting of the voting membership. Proxy voting shall not be permitted.

Section 3. Annual Meeting. The Corporation shall conduct an annual meeting in April of each year. The date, time and place of the meeting shall be such as fixed by the Board of Directors or specified in the notice or waiver of notice of such meeting.

Section 4. Special Meeting. Special meetings of the voting membership may be called by the President, three (3) days' notice having been given by posting on the Senior Central bulletin board.

Section 5. Removal of Members. Members may be removed, with or without cause, by the Corporation's executive director, or by a majority vote of the Board of Directors at any meeting of the Board called for that purpose. If the Board of Directors wishes to remove a Member, notice shall be given to the Member of such meeting at least three (3) days in advance stating the purpose of the meeting. Removal shall be at the sole discretion of the Corporation's executive director or the Board, as applicable.

Section 6. Board of Directors. The Members shall elect, by majority vote, three (3) Members to serve for a three (3) year term on the Board of Directors at the time of the annual meeting. Members may submit their votes at the annual meeting, or prior to the annual meeting via email or other means as authorized by the Board of Directors. Subject to Article IV, section 2(b) below, Members may be re-elected to serve on the Board of Directors.

Article IV. Board of Directors

Section 1. Number of Directors. There shall be up to a fifteen (15) person Board of Directors established for the oversight of the Corporation. The Board shall be composed of three (3) directors appointed by the City of Eau Claire, Wisconsin, three (3) directors appointed by the County of Eau Claire, Wisconsin three (3) directors appointed by the Members, and between three (3) and six (6) directors appointed by the aforementioned individuals. Each of these terms shall be staggered to have a new Director by a particular entity or individuals each year.

Section 2. Terms.

(a) The terms of the Directors shall be three (3) years. A Director can be re-elected to the Board of Directors at the time his or her term expires, provided that, in no event, may a Director serve more than three (3) consecutive terms.

(b) A Director shall serve until expiration of a stated term (if applicable), death, resignation, or removal. The individuals or entities responsible for filling that Director's position may appoint a successor Director to fill the vacancy caused by the death, resignation, or removal of any current Director.

Section 3. Authority to Manage Affairs; Duties.

(a) The Board of Directors shall have entire authority in the management of affairs and finances of the Corporation and shall have general control of all of its properties. All rights and powers connected therein shall be vested in the Board of Directors.

(b) Specific duties of the Board of Directors include:

- (i) to oversee the Corporations facilities;
- (ii) to create standing and special committees;
- (iii) to present a report to the Members at the Members' annual meeting;
- (iv) to approve other than routine budget items;
- (v) to select an auditor to audit the Corporations financial records;

(vi) to prepare and submit the Corporation's financial plans and reports to the necessary agencies and entities.

Section 4. Removal. A Director may be removed from office with or without cause by an affirmative vote of the Directors taken at a meeting, of which a quorum is present, called for that purpose with notice to all Directors of such meeting at least 3 days in advance indicating the purpose of the meeting. Removal shall be solely in the discretion of the Directors.

Section 5. Resignation. Any Director may resign at any time by a written instrument to that effect directed to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and its acceptance by the Board of Directors shall not be necessary to make it effective.

Section 6. Regular or Special Meeting. The Board of Directors shall hold at least nine (9) regular meetings during the year, at times and dates to be fixed by the Board. Special meetings may be held upon 72 hours prior notice given in person, by electronic means, or by depositing such notice in the mail addressed to each Director at his or her address as set forth in the records of the Corporation. Notice of any meeting of Directors may be waived and action by Directors may be taken by unanimous written consent without a meeting. Any one Director may call a special meeting of the Board of Directors. Any Director may waive notice of any meeting and, by attending any meeting without protesting lack of proper notice, shall be deemed to have waived notice thereof.

Section 7. Voting. The majority vote of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater vote is required by these Bylaws or by law. Five Directors of the Board present shall constitute a quorum at a meeting of the Board of Directors. No proxy voting shall be allowed.

Section 8. Delegation of Authority. The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instances. In the absence of specific designation, all instruments, including Deeds, Notices, Mortgages, instruments or assignments, pledges, contracts, agreements, or other documents made by the Corporation shall be executed in the name of the Corporation by the President or one of the Vice Presidents and by the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer. When any document is executed by any two of the above designated officers, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers to execute such documents on behalf of the Corporation. Such execution by said officers shall be acts of the Corporation and binding upon it.

Section 9. Meetings by Electronic Means of Communication.

(a) **Conduct of Meetings.** To the extent provided in these Bylaws, the Board of Directors or any committee of the Board may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating Directors may simultaneously hear each other during the meeting, or (2) 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. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

(b) **Verification of Directors' Identities.** The identity of each Director participating in a Board of Directors' meeting conducted pursuant to a. above (other than a meeting in which each Director participates in person) must be verified by the Secretary before Directors vote on (1) a plan of merger or share exchange; (2) a sale, lease, exchange, or other disposition of substantial property or assets of the Corporation; (3) a dissolution or the revocation of voluntary dissolution proceedings; or (4) a filing for bankruptcy. The Secretary shall verify each participating Director's identity by requesting the Director to give the password that shall have been provided specifically to the Director in the meeting notice. For purposes of this section, a disposal of property or assets of the Corporation is "substantial" if it involves a disposition of 10% or more of the fair market value of the Corporation's assets.

(c) **Action without a Meeting.** Any action required or permitted by the articles of incorporation, these Bylaws, or any provision of Wis. Stats. Ch. 181 to be taken by the Board of Directors at a board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, are transmitted by regular mail or electronic means (including e-mail) to all Directors, and signed (including by electronic signature) by at least two-thirds (2/3) of the Directors entitled to vote on the subject matter of the action. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent. If the action is approved, all Directors, including those who did not vote, shall be notified of the approval, and records of such action shall be made part of the minutes of the next Board meeting.

Article V. Officers

Section 1. Board of Directors. With the exception of the Past President, Officers shall be appointed from the individuals serving on the Board of Directors.

Section 2. Principal Officers. The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors, and the Past President. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors. With the exception of the President and Past President, any 2 or more offices may be held by the same person. There shall be at least 2 officers of the Corporation.

Section 3. Appointment; Vacancies.

(a) With the exception of the President and Past President, Officers shall be elected by the majority of the Board of Directors at the applicable annual meeting of the Corporation. Officers shall hold office for one year until successors are chosen. Election or appointment of an officer shall not in itself constitute any contract rights.

(b) At the beginning of each term, if the individual serving as President is not reappointed to that position, or upon his or her death, resignation or removal, the Vice President will automatically assume the position of President; and, in that event, if the President was not removed or had not died, he or she shall automatically assume the position of Past President.

(c) A vacancy in any principal office, other than the Past President or President, because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors at any meeting called for that specific purpose, or by unanimous consent of all Directors. In case a vacancy occurs in the office of the President, the Vice-President shall serve as the President and a new Vice-President shall be elected in the manner described above. A vacancy in the office of the Past President may remain open until filled as provided above.

Section 4. Removal. Officers of the Corporation may be removed from such office by an affirmative vote of a majority of the Directors taken at a meeting of the Board of Directors called specifically for that purpose. The Officer subject to removal shall be given at least 3 days' notice of such meeting, and shall be given an opportunity to be heard at said meeting. Removal, however, shall be at the sole discretion of the Board of Directors.

Section 5. Resignation. Any Officer may resign at any time by a written instrument to that effect directed to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and its acceptance by the Board of Directors shall not be necessary to make it effective.

Section 6. Compensation. Unless specifically authorized by the Board of Directors, no Officers shall be compensated for his or her services to the Corporation.

Section 7. Duties of Officers. The duties of the respective officers shall be such as usually pertains to their offices and such other duties as may be prescribed by the Board of Directors. The

Board of Directors may delegate the duties of any officer or to any assistant officer or other person designated for that purpose. In the absence of written direction to the contrary, Officers' specific duties include:

(a) President. The President shall be the Corporation's chief executive officer and, subject to the direction of the Board of Directors, shall supervise and control all of the Corporation's business affairs and property, and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the Board.

(b) Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to the same restrictions as the President. The Vice President shall perform such other duties and have such other powers as the Board may from time to time prescribe.

(c) Secretary. The Secretary shall be responsible for the minutes of all meetings of the board, voting membership and other committee meetings as needed. The Secretary shall work with the Director of the Senior Center to ensure that all necessary correspondence concerning the Corporation's permanent business records are maintained.

(d) Treasurer. The Treasurer shall be responsible for all monies taken in and dispersed. With the assistance of the Bookkeeper and Director of the Senior Center, the Treasurer shall arrange an annual audit of the Corporation's financial records. The Treasurer will serve on the budget committee.

(e) Past President. The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors.

Article VI. Committees

Section 1. Eligibility. Only current or former members of the Board of Directors or Members of this Corporation shall be eligible to serve on any committee in an elective or appointive position. Provided that the Board of Directors consents, all other persons shall be eligible to serve on any committee in an advisory capacity.

Section 2. Standing Committees. The Board of Directors may create such standing and/or special committees, and appoint and remove their members, as it may deem necessary to carry on the work of the Corporation. The President may also present recommended standing and/or special committees, and recommend member appointments and removals, which recommendations shall then be approved or denied as provided above. The President shall appoint all chairpersons of committees.

Article VII. Conflicts, Liability, and Indemnification

Section 1. Any Director, Officer, or committee member having a material financial interest or having a family member (by blood or marriage) with a material financial interest in a contract or other transaction presented to the Board of Directors or a committee thereof, for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of such person's interest

to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest. The Board or committee to whom such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or respond to questions) in the discussions and deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. For purposes of this section, a person shall be deemed to have a "material financial interest" in a contract or to his or her transaction if such person is the party (or one of the parties) contracting or dealing with the Corporation, or is a director or officer of, or has a significant financial or influential interest in, the entity contracting with the Corporation. "Family member" means natural, adoptive, or marital grandparent, parent, sibling, child, grandchild, or spouse.

Section 2. Indemnification: The Corporation shall to the fullest extent permitted or required by the Wisconsin Nonstock Corporation Law, including any amendment thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to the amendment), indemnify its Directors and Officers against any and all liabilities and advance any and all reasonable expenses incurred thereby in any proceeding to which any such Director or Officer is a party because he or she is or was a Director or Officer of the Corporation. The Corporation shall also indemnify any employee who is not a Director or Officer, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding if the employee was a party because he or she is or was an employee of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses a Director, Officer, or employee may be entitled to under any written agreement, Board resolution, vote of shareholders, the Wisconsin Business Corporation Law, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against liabilities and advancement of expenses under this section by the purchase of insurance on behalf of any one or more of such Directors, Officers, or employees, whether or not the Corporation would be obligated to indemnify or advance expenses to such Director, Officer, or employee under this section.

Article VIII. Fiscal Year

The fiscal year of the Corporation shall end on December 31 of each year.

Article IX. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in Corporation's name, may be signed by the Director of the Senior Center, or any other director or officer authorized by the Board of Directors.

Article X. Parliamentary Authority.

The Corporation shall be governed by the Roberts Rule of Order, Newly Revised unless such parliamentary authority conflicts with these bylaws in which event these bylaws shall control.

Article XI. Notices

All notices referred to herein these bylaws shall be posted on the Senior Centers bulletin board.

Article XII. Amendments

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by affirmative vote of not less than a two-thirds majority of the then sitting Board of Directors at any annual or special meetings of the Directors and at which there has been a previous notice to all Directors setting forth the proposed changes to the Bylaws.

Dated: _____

Jim Deignan, President

William S. Milne, Secretary