

MENOMONIE SUNRISE ROTARY CHARITABLE FOUNDATION BY-LAWS

(Formerly known as the Larry Jess Foundation)

ARTICLE I

MENOMONIE SUNRISE ROTARY CHARITABLE FOUNDATION (HEREAFTER CALLED THE FOUNDATION).

SECTION 1. Membership

All members of the Menomonie Sunrise Rotary Club are members of the Foundation.

SECTION 2. Place of Meeting

All meetings of the members shall be held in Dunn County, Wisconsin, at such place as may be designated in the notice of the meeting.

SECTION 3. Annual Meeting

The annual meeting of the members of the corporation shall be held during the month of May each year, and it shall be the duty of the Secretary to give not less than ten days notice of such meeting.

SECTION 4. Special Meetings

Special meetings of the members may be held at any time on the call of the President or on request of three active members. It shall be the duty of the Secretary to give not less than ten days notice to the members.

SECTION 5. Quorum

A majority of the members constitute a quorum, and may transact any business thereof.

SECTION 6. Organization

The President, and in his absence the Vice-President, shall call the meeting of the members to order and shall act as chair of such meeting, and the Secretary of the Corporation shall act as Secretary of such meetings of the membership.

ARTICLE II

BOARD OF TRUSTEES

SECTION 1. Board of Trustees Membership

The Board of Trustees shall be composed of the current President of the Menomonie Sunrise Rotary Club, the President-Elect of the Menomonie Sunrise Rotary Club, the current Secretary of the Menomonie Sunrise Rotary Club, the current Treasurer of the Menomonie Sunrise Rotary Club, an Executive Secretary, and three members elected at large to be elected for three year staggered terms from the membership of the Menomonie Sunrise Rotary Club. The Executive Secretary is a non-voting member.

SECTION 2. General Powers

The management and control of the Foundation shall reside in the Board of Trustees

SECTION 3. Additional Powers

Without restricting the powers of the Board of Trustees, any implications or otherwise, said Board shall have, in addition to its General Powers, the following: The Board of Trustees shall have the power to:

- A. Accept any gift, devise, bequest, in fee or in trust, for such uses as may be described by its donor or testator, or to determine the advisability of accepting such gift, devise, or bequest of money or property or of the income therefrom.
- B. Administer such property or funds unless otherwise specifically provided by the terms of the gift, device, or bequest, and to invest or reinvest any of the funds, to sell, lease, transfer, or exchange all or any part of the property upon such terms and conditions as may be deemed best and permitted by law.
- C. Make loans or gifts from the income or principal of any funds in its possession subject to the terms and provisions of the trust under which it was received the same, to or for the benefit of any humane, charitable, or educational purpose.
- D. Receive from the party or parties to whom loans shall be made such evidence of the indebtedness as they shall determine, the length of time such indebtedness shall run, and the charge for interest, if any, that shall be paid.
- E. Elect or appoint assistants to the general officers of the corporation as it may from time to time deem necessary, define their duties and obligations, and fix their compensation.
- F. Remove and suspend permanently or temporarily the officers, servants, or employees appointed by it.

SECTION 4. Resignation

A Trustee may resign at any time by filing his or her written resignation with the Secretary or President of the Board.

SECTION 5. Vacancies

In the event of a vacancy on the Board of Trustees, through death, resignation, or other cause, the remaining Trustees shall fill the vacancy as follows: If an immediate Past

President of the Menomonie Sunrise Rotary Club vacates a position on the Board, by selecting the next immediate Past-President eligible to fill the Trusteeship; otherwise, the Trustees shall select a new Trustee from the membership to serve the remaining term of the departing Trustee, and who shall then be eligible for nomination and election to a full term at the next annual meeting.

SECTION 6. Nomination and Election of Trustees

At the Annual Meeting of members, in the year the term of office for the member-at-large expires, nominations for the Board of Trustees member-at-large are accepted from the floor and elected by majority vote of members present at the Annual Meeting, given that a quorum of members are present.

SECTION 7. Membership

All active and honorary members of the Menomonie Sunrise Rotary Club shall be active members of the corporation.

The Trustees may elect any person, whether a member of the Menomonie Sunrise Rotary Club or not, honorary member of the corporation, by a two-thirds votes of said Trustees. Active members of the Board shall be discharged when they cease to be members of the Menomonie Sunrise Rotary Club.

SECTION 8. Place of meeting of Board of Trustees

All meetings of the Board of Trustees shall be held in Dunn County, Wisconsin, at such place as determined by the President and as shall be designated in the notice of the meeting.

SECTION 9. Regular meetings of the Board of Trustees

A regular meeting of the Board of Trustees shall be held within 60 days following the annual installation of officers of the Menomonie Sunrise Rotary Club. Such meeting shall be held on the call of the President of the Board, pursuant to not less than seven days notice from the Secretary. Additional regular meetings may be held at such other times as the Board of Trustees may determine.

SECTION 10. Special meetings of the Board of Trustees

Special meetings of the Board of Trustees shall be held whenever called by the Secretary upon direction of the President or upon the written request of any two Trustees. The Secretary shall give not less than seven days written notice of special meetings of the Board. Special meetings may also be held upon waiver of notice by all Trustees and such waiver may be signed either before or at the meeting. Meetings of the Board of Trustees may be held using available electronic communication.

SECTION 11. Quorum

A two-thirds presence of Trustees shall constitute a quorum, and shall be capable of transacting any business thereof.

SECTION 12. Larry Jess Fellowship

The Larry Jess Fellowship is awarded to individuals who contribute, or have contributed in honor of another, two hundred dollars (\$200.00) or more to the Foundation. Each new Larry Jess Fellow receives a commemorative certificate and pin. The Larry Jess Fellow may only be awarded to individuals, and individuals may be designated with multiple Fellowships for additional two hundred dollar (\$200.00) donations.

ARTICLE III **GENERAL OFFICERS**

SECTION 1. Election

The Trustees shall annually elect four officers, a President, Vice-President, Secretary, and Treasurer. The President and Vice President shall be elected from among the Trustees, but the Secretary and Treasurer need not be a Trustee.

SECTION 2. Executive Committee

The President and Vice-President, together with one Trustee to be selected by the Board, constitute an Executive Committee, which committee shall be entitled to exercise all the powers of the Board of Trustees when not in session, but subject to the direction thereof. All officers and trustees shall hold office until their successors are duly elected.

SECTION 3. Duties

A. The principal duties of the President shall be to preside at all meetings of the members, of the Board of Trustees, and of the Executive Committee, and to have general supervision of the affairs of the corporation.

B. The principal duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability, for any cause whatever, of the latter.

C. The principal duties of the Secretary shall be to countersign all conveyances, assignments, and contracts executed by the corporation, to notice all meetings, to keep a record of the proceedings of the members, Trustees, and Executive Committee; and to safely and systematically keep all books, papers, records, and documents belonging to the corporation or pertaining to the business thereof.

D. The principal duties of the Treasurer shall be to keep and account for all monies, credits, and property of any kind and nature, of the corporation, which shall come into his/her hands, and keep an accurate account and to render such accounts, statement and property on hand and generally all matters pertaining to his/her office, as shall be required by the Board of Trustees.

The Board of Trustees will appoint at least two members of the Foundation to review the checkbooks, bank statements, and other matters of record kept by the Treasurer, such

review to be completed within 60 days of the annual induction of new Board of Trustees officers.

The Treasurer will make a Treasurer's report at all meeting of the Board of Trustees.

The Treasurer will ensure that the annual tax returns are filed for the Foundation

E. The Executive Secretary is a non-voting position on the Board of Trustees. The position is filled by a simple majority of the Board. The Executive Secretary must be a member of the Menomonie Sunrise Rotary Club (MSR club). The Executive Secretary serves until the Board of Trustees replaces the current Executive Secretary or until the Executive Secretary resigns from the position or from the MSR club. The goal of this position is to act as liaison between the Foundation and the MSR club, with emphasis on facilitating grants and money exchanges.

F. The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Trustees, or as may be prescribed from time to time by the By-Laws. Whenever the Trustees may so order, the offices of the Secretary and Treasurer may be held by the same person.

SECTION 4. Delegation of Duties

In case of the absence or inability to act of any officer of the corporation, the Board of Trustees may delegate for the time being the duties of such other officer to any other officer or to any Trustee.

ARTICLE IV **BOOKS AND RECORDS**

SECTION 1. Place of Keeping

The general and principal books of account shall be kept in the possession and custody of the treasurer and shall at all time be made available for inspection by an officer of the Foundation or the Menomonie Sunrise Rotary Club.

The minutes of meetings and other Board activities shall be kept in the possession and custody of the Secretary.

ARTICLE V **INDEMNIFICATION**

SECTION 1. Mandatory Indemnification

The corporation shall, to the fullest extent permitted or required by Wisconsin Statute Sections 181.041 to 181.153, inclusive, including any amendments 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 such amendment), indemnify the Trustees and Officers against any and all Liabilities, and advance any and all

reasonable Expenses incurred thereby in any proceeding to which any Trustee or Officer is a Party because such Trustee or Officer is a Trustee or Officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties, to the same extent as Trustees or Officers hereunder. The right of indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Trustee or Officer may be entitled under any written agreement, board resolution, Wisconsin Statute, or otherwise. All capitalized terms used in this Article VI and not otherwise defined herein shall have the meaning set forth in Wis. Stat. Section 181.041.

SECTION 2. Permissive Supplementary Benefits

The corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and the advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Trustees, Officers, employees, or agents, whether or not the corporation would be obligated to indemnify or advance Expenses to such Trustee, Officer, employee, or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Trustees or Officers.

ARTICLE VI CORPORATE SEAL

The Foundation shall NOT have a "Corporate Seal".

ARTICLE VII AMENDMENTS

These By-Laws may be amended or restated by majority vote of the membership of the Board of Trustees.

These By-Laws approved by the Board of Directors of the Menomonie Sunrise Rotary Club, Menomonie, WI on the 20th day of July, 2005

William Shepard, President
Vicki Jess, President Elect
Margaret Breisch Secretary

Revised By-Laws approved by the Board of Trustees of the Larry Jess Foundation by majority vote of the Trustees on the third day of September, 2015.

Vicki Jess, President
Gayle Nordstrom, Vice President
Gus Myran Treasurer
Diane Wulle, Secretary

Mike Shaide, Member-at-large

Revised By-Laws approved by the Board of Trustees of the re-named Menomonie Sunrise Rotary Charitable Foundation by majority vote of the Trustees on the 14 day of September, 2017.

President: Mike Shaide, Pres-Elect of MSR and Member-at-large of Board
of Trustees _____

Vice-President: Courtney Sand, Secretary of MSR _____

Treasurer: Gus Myran, Treasurer of MSR _____

Secretary: Diane Snyder, two years past-president of MSR _____

Member: Kaye Krave, immediate past-president of MSR _____

Member: Vince Hague, President of MSR _____

Revised By-Laws approved by the Board of Trustees of the Menomonie Sunrise Rotary Charitable Foundation by majority vote of the Trustees on the 24th day of September, 2020.

President: Bethany Lewis, Pres-Elect of MSRC _____

Vice-President: Jeremy Untz, President of MSRC _____

Secretary: Vicki Jess _____

Executive Secretary: Gus Myran, Treasurer of MSRC _____

Member -at-Large: Mark Lewis _____

Member: Margaret Breisch, Secretary of MSRC _____

Member: Dana Brunstrom _____

Member: Vince Hague, Treasurer of MSRC _____