

# Bylaws of the National Speech & Debate Association

## Article I: Nonprofit Corporation

### 1.1. Name and Authority

The National Forensic League, d/b/a The National Speech & Debate Association (herein, the "Corporation," "Association," or "NSDA") is a non-stock, nonprofit corporation organized under the laws of the State of Wisconsin. Except as otherwise provided in the Articles of Incorporation of the Corporation (the "Articles"), the Corporation shall have all authority necessary to achieve its purposes and shall be permitted to do all things that can be done by a nonprofit corporation organized under the laws of the State of Wisconsin, provided, however, that at all times the Corporation shall be managed and its corporate powers shall be exercised for the benefit of its members.

### 1.2. Registered Agent and Principal Office

The Corporation shall have and continuously maintain a registered agent in the State of Wisconsin. The Board may determine location of a principal office within or outside of Wisconsin.

### 1.3. Nonprofit Purpose

The Corporation is organized and shall at all times be operated exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"). Specifically, the Corporation is organized to provide a professional association of schools and students with educational resources, interscholastic contests, and recognition of participation and excellence through its honorary society. The Corporation shall exercise its specific purpose as determined by the Board of Directors in a Mission Statement, Vision Statement, Core Values, and Equity Statement.

### 1.4. Nonprofit Status and Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, officer, member, or other private person, except that 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 the Articles of Incorporation and these Bylaws.

## 1.5. Distribution Upon Dissolution

1.5.1. Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

1.5.2. The organization to receive the assets of the Corporation hereunder shall be selected in the discretion of a majority of the Directors of the Corporation, and if for whatever reason this cannot occur, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation; by one (1) or more of its Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed.

1.5.3. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Wisconsin to be added to the general fund.

## Article II: Membership

### 2.1. School Membership

2.1.1. Degree-granting secondary schools accredited or recognized by national, state, territorial, or provincial education agencies are eligible for Association membership upon completion of annual membership application and any dues required, granting it active membership status.

2.1.2. The Board of Directors may set classifications and respective annual dues for school membership, such as middle school and high school.

2.1.3. The Board of Directors shall enumerate standards and protocols for member schools, including as chapters in the honorary society, which shall be documented in the NSDA Chapter Manual.

2.1.4. Each school will have one or more advisors, who are coaches with the authority to act on behalf of the school in Association business.

2.1.5. When participating in interscholastic contests, schools are expected to abide by school district rules, state activity association regulations where applicable, and state laws governing such participation and eligibility of students.

## 2.2. Individual Student and Coach Membership

2.2.1. The Board of Directors will establish requirements and dues for enrollment, and privileges of individual membership in the Association, including honorary society protocols as documented in the NSDA Chapter Manual.

2.2.2. A student must be enrolled at a member school, participate in speech and debate activities, represent high academic standards, and exhibit character reflective of the Association Honor Code.

2.2.3. Coach members must be employees or volunteers of a member school, and are expected to adhere to the Coach Code of Ethics, as included in the NSDA Chapter Manual.

2.2.4. Active members become alumni members upon high school graduation or its equivalent.

2.2.5. A school, upon consultation with its administration, may suspend or expel an individual member for due cause, such as violation of Association policies, including the Code of Honor, as included in the NSDA Chapter Manual.

## 2.3. Honorary Membership

2.3.1. The Board of Directors shall establish policy documented in the NSDA Chapter Manual for schools to elect honorary members.

2.3.2. Each state, province, or country containing member schools may nominate and elect by majority vote up to one individual per year for honorary membership.

2.3.3. The Board of Directors shall establish standards for national honorary membership, and nominate and elect individuals, accordingly.

2.3.4. Honorary members do not have voting rights in Association matters.

## 2.4. Removal of Membership

School or individual members may be suspended, expelled, or otherwise disciplined by the Association for engaging in conduct which discredits or brings into disrepute the Association, or for taking legal or administrative agency action against the Association without exhausting all reasonable internal administrative procedures. No member may be disciplined by the Association without receiving notice by certified mail of specific charges, given a reasonable time to prepare defense, and permitted due hearing. In the NSDA Chapter Manual, the Board shall establish procedures for removal or disciplinary actions and its decisions shall be final and binding.

# Article III: District Governance

## 3.1. Geographic Assignment

The Board of Directors shall set policy by which the Association establishes geographic regions to which it assigns schools.

## 3.2. District Committee

3.2.1. Each district shall elect a district committee to provide stewardship and leadership to its chapters, conduct the district tournament, and perform other local duties and outreach.

3.2.2. In odd-numbered years, one advisor at each chapter may cast an online ballot for members of the District Committee from a list of coaches affiliated with current member schools in the district. Advisors must rank a minimum of six and a maximum of eight coaches. Each paid member may cast one vote. Votes shall be tallied by ordinal ballot; the ballot from each chapter to be counted equally. Ties will be broken by reciprocals, then the number of first place votes, then the number of second place votes, and so on.

3.2.3. The individual who earns the most votes will be designated as the district chair, and will be the Association's main contact for that district. The next four individuals with the most votes also shall be elected to the committee.

3.2.4. After the election, the District Committee may deliberate and appoint one additional member for the purpose of inclusively representing the current and future community that the district should serve. The appointee shall serve a term simultaneous with their elected term via majority vote of the committee members.

3.2.5. The term of office shall begin August 1 and conclude July 31, two years later.

3.2.6. A member of the committee has the right to serve even when they leave the school from which they were elected if they transfer to another school within the district. If a position becomes vacant, a new member is chosen according to the original vote.

3.2.7. Any committee member may resign at any time by giving written notice to the NSDA Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Executive Director.

3.2.8. Any committee member may be removed by the NSDA Executive Director, with or without cause.

3.2.9. No action or policy of a District Committee shall contradict any Association policies as established by the Board of Directors.

3.2.10. District Committees may incorporate within their respective geographic jurisdiction as an entity for purposes of maintaining fiscal records to perform its duties.

# Article IV: Board of Directors

## 4.1. Powers

There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws. Decisions shall be final unless appeal is made and sustained by general referendum as hereinafter provided.

## 4.2. Elected Directors

4.2.1. Eight Directors ("Elected Directors") shall be elected from among active member schools.

4.2.2. A coach with at least five years of Association coach membership, who is at an active school, must notify the Executive Director by the third Friday in January with a written candidate statement of up to 400 words, sent by certified mail.

4.2.3. Each even-numbered year, an election shall be conducted in the months of March and April, and each school may cast one ballot for up to four directors.

4.2.4. The four Directors receiving the largest number of votes shall be elected.

4.2.5. Each Elected Director shall hold office for a term of four years.

4.2.5.1. Directors may be elected for up to two consecutive terms.

4.2.5.2. Directors must wait a minimum of four years before election to a third term, if the first two terms were consecutive.

4.2.5.3. Directors may be elected for up to three full terms or 12 years of total service on the Board.

4.2.6. If an Elected Director vacancy occurs, other candidates, in order of finish from the last election, shall fill the vacancy.

4.2.7. If a replacement Director serves more than half of an existing term, it shall constitute a full term for term limit purposes.

## 4.3. School Administrator

4.3.1. In odd-numbered years, the Elected and Appointed Directors who are currently serving terms shall designate and appoint by majority vote a secondary school or school district administrator, herein, the Administrative Director.

4.3.2. The Administrative Director is considered an appointed Board member and may serve up to two consecutive terms of two years apiece and must wait a minimum of two years before serving one additional term.

4.3.3. If the Administrator Director position is vacant, the Elected and Appointed Directors who are currently serving terms may appoint a replacement to finish the term.

4.3.4. If a replacement Administrative Director serves more than half of an existing term, it shall constitute a full term for term limit purposes.

## 4.4. Appointed Directors

4.4.1. In odd-numbered years, the Elected and Appointed Directors who are currently serving terms may appoint up to six additional directors, herein, Appointed Directors.

4.4.2. Appointed Directors may serve up to two consecutive terms of two years apiece and must wait a minimum of two years before serving additional terms. Directors may be appointed or elected to a maximum of 12 total years of service on the Board.

4.4.3. If an Appointed Director vacancy occurs, the Elected and Appointed Directors who are currently serving terms may appoint a replacement to finish the term of the vacated director.

4.4.4. If a replacement Director serves more than half of an existing term, it shall constitute a full term for term limit purposes.

## 4.5. Term, Resignation, and Removal

4.5.1. The term of office shall begin August 1 and conclude July 31, the number of years as prescribed §4.2.5, §4.3.2, or §4.4.2.

4.5.2. The number of Directors may be changed by an Amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

4.5.1. Any Director may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

4.5.2. Any Director may be removed from such office, with or without cause, by a two-thirds vote of the Directors at any regular or special meeting of the Board called expressly for that purpose.

## 4.6. Annual, Regular, and Special Meetings

An annual meeting of the Directors of the Corporation shall be held August 1 or later, at such time, day and place as shall be designated by the Board. Including the annual meeting, meetings should be held at least quarterly, at such places and times as the Board may determine. Special meetings of the Board may be called at the direction of the President or by a majority of the voting Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

## 4.7. Notice

Notice of the time, day, and place of any meeting of the Directors shall be given at least 72 hours previous to the meeting and in the manner set forth in §10.4. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

## 4.8. Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

## 4.9. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

## 4.10. Manner of Acting

Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. Each Director shall have one vote. Voting by proxy shall not be permitted.

## 4.11. Meeting by Telecommunication

Any one or more directors may participate in a meeting of the Board of Directors by means of a telephone or similar audio and/or video telecommunications device, after confirmation that all persons participating in the meeting can hear each other. Participation by telecommunication shall be equivalent to in-person attendance at the meeting for purposes of determining if a quorum is present.

## 4.12. Electronic Motions and Voting

In the event the President determines an exigent need for an immediate decision requiring a Board vote, Board actions may be taken electronically by majority written consent, following the protocol herein outlined:

4.12.1. The President or their designee draft the proposed action and email it as an attachment to all directors at their respective email addresses, clearly stating a date and time by which the decision must be made, which must be at least 48 hours following when the email is sent.

4.12.2. The action shall ask each director to individually reply to the President or their designee that they are in favor of or opposed to the particular action.

4.12.3. Each director may change their vote by sending a new email prior to the deadline set for voting.

4.12.4. After 12 hours following the deadline for voting, the President or their designee shall verify receipt of all written consents approving the action, and certify the action are duly approved or defeated, and notify all Board members of that vote.

4.12.5. The Secretary will ensure all individual votes are recorded properly within the Corporation's records of minutes.

4.12.6. The Board will ratify any action taken by unanimous written consent at the next Board meeting. The minutes of this meeting will verify and record the ratification.

## 4.13. Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

## 4.14. Compensation for Professional Services by Directors

Directors are restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

## 4.15. Conflicts of Interest

4.15.1. In the event any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform its decisions. This information must come in written form. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a Director, or someone related to her or him has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

4.15.2. No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.



# Article V: Officers

## 5.1. Officers

Officers of the Corporation shall be chosen from the pool of current Elected Directors and shall consist of a President, Vice President, Secretary, and Treasurer. One person shall not hold two offices with the exception of a Secretary-Treasurer.

## 5.2. Election of Officers

Elected Directors who have served a minimum of two full years on the Board are eligible to serve as President and Vice President and shall be elected by the Directors at the annual meeting. Any Elected Director may serve as Secretary or Treasurer and shall be appointed by the President.

## 5.3. Term of Office

Officers of the Corporation shall be installed at the even-numbered year annual meeting at which they are elected and/or selected and shall hold office for two years.

5.3.1. If between August 1 and the annual meeting there is a vacancy in the office of President, the Vice President assumes that office until the next annual meeting and the Vice President's seat remains unfilled, unless there also is a vacancy in the office of Vice President, in which case the outgoing President will appoint an interim President from among Elected Directors to serve until the annual meeting.

5.3.2. If between August 1 and the annual meeting there is a vacancy in an appointed officer position of the Corporation (Treasurer or Secretary), the President shall appoint an interim replacement until the next annual meeting.

5.3.3. All elections and appointments of officers will take place at the Fall annual meeting either to fill the remainder of a term or to begin a new term.

## 5.4. Resignation

Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

## 5.5. Removal

Any officer may be removed from such office, with or without cause, by a two-thirds vote of the Directors at any regular or special meeting of the Board called expressly for that purpose.

## 5.6. Vacancies

A vacancy in any office shall be filled by the Board for the unexpired term. If more than half of the unexpired term remains, it will constitute a full term for term limit purposes."

## 5.7. President

The President shall give active direction and exercise oversight pertaining to all affairs of the Corporation. He or she may sign contracts or other instruments, which the Board has authorized to be executed, and shall perform all duties incident to the office of President, as may be prescribed by the Board.

## 5.8. Vice President

In the absence of the President, the Vice President shall perform duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board or the Board President.

## 5.9. Secretary

The Secretary shall take and keep minutes of meetings of the Board, noting time and place, and such other information as necessary to determine actions taken and whether the meeting held and actions taken are in accordance with the Law and these Bylaws; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure corporate records are kept in a safe and secure manner; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board.

## 5.10. Treasurer

The Treasurer shall be responsible for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with the Chief Financial Officer, Executive Director, other Directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board on a timely basis or as may be required by the Board, including chairing a Finance Committee if established. The Treasurer shall perform all duties properly required or assigned by the Board and/or the President.

# Article VI: Committees

## 6.1. Committees of Directors

The Board, by action adopted by a majority of the Directors in office, may designate and appoint one or more committees, each consisting of two or more Directors, which committees shall have and exercise the authority of the Board in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, take any final action on matters requiring full Board approval as required by these Bylaws, elect or remove any officer or Director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

## 6.2. Governance Committee

Between meetings of the Board of Directors, ongoing oversight of the affairs of the Corporation may be conducted by the Governance Committee, membership of which consists of the President, Vice President, and up to four additional members (selected by the President), of which, no more than half may be appointed members.

## 6.3. Executive Committee

For exigent and/or highly sensitive matters on an as-needed basis, the Executive Committee shall convene, membership of which consists of the President, Vice President, and one additional Board member appointed by the President given the issue at-hand (such as background/expertise in law, human resources, administrative management, or other key areas or a combination thereof). Members of this committee may seek outside consultation from legal counsel, other relevant professionals, or select Board members given the issue, but voting rights are reserved for the three members as established for that issue.

## 6.4. Other Committees and Task Forces

The Board may create other committees, task forces, and working groups as they shall deem appropriate. The Board shall determine parameters for each group's membership, powers, and duties to advise and make non-binding recommendations to the Board. Standing committees' responsibilities and expectations should be established and documented in the NSDA Board Manual. The President may serve in an ex-officio, non-voting capacity on any ad hoc committee, task force, or working group and/or may appoint a designee.

## 6.5. Composition, Term of Office, and Vacancies

The President appoints membership of all committees, task forces, and working groups in the manner established by Board action, and which should include at least one Board director as liaison, and may include member coaches and other invited expert guest members. The President may reappoint or replace members following each annual meeting, unless the committee is dissolved. The President may fill committee vacancies at any time.

## 6.6. Rules

Each committee and task force may adopt rules and norms for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

# Article VII: Executive Director

## 7.1. Hiring, Compensation, and Duties

The Board shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine salaries and other compensation of all staff members under the Executive

Director's supervision, and perform such additional duties as may be directed by the Board. No officer, Governance Committee member or member of the Board may individually direct the work expectations the Executive Director or any other employee. The Executive Director shall make such reports at Board and committee meetings as shall be required by the President or the Board, shall not be considered a member of the Board or any committee, nor have voting rights. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board. The Executive Director may be hired at any meeting of the Board upon an affirmative vote of three-quarters (3/4) of the members present and shall serve until removed by the Board upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause.

## Article VIII: Indemnification

### 8.1. Mandatory Indemnification

8.1.1. Definitions. The following definitions of terms shall apply to this Article:

8.1.1.1 "Director, Officer or Member" shall mean a past, present and future Director, Officer or Member of the Corporation and, as to Directors and Officers, shall include any person who, while a Director or Officer of the Corporation, is or was serving at the Corporation's request as Director, officer, employee or agent of another foreign or domestic corporation, joint venture, trust, employee benefit plan or other enterprise, and shall also include the estate or personal representative of a Director or Officer;

8.1.1.2 "Expenses" include all expenses, fees, costs, charges and legal counsel fees and disbursements incurred in connection with a proceeding;

8.1.1.3 "Liability" includes the obligation to pay any liability, judgement, settlement, penalty, fine, penalty assessment, or forfeiture and all reasonable expenses; and

8.1.1.4 "Proceeding" means any threatened, pending or completed civil, criminal or administrative suite, claim, litigation, arbitration, or proceeding brought by, or in the right of, the corporation, any other person, or by any governmental or administrative body.

8.1.2. Mandatory Indemnification.

8.1.2.1. Upon receipt by the corporation of a written request for indemnification by a Director, Officer or Member, the Corporation shall indemnify a Director, Officer or Member to the extent he or she has been successful, on the merits or otherwise, in connection with the defense of a proceeding to which the Director, Officer or Member was a party because the person is a Director, Officer or Member of the Corporation, for all reasonable expenses incurred in connection therewith.

8.1.2.2. In cases not included under subsection (a) of this Section, upon the receipt by the Corporation of a written request for indemnification from a Director, Officer or Member, the Corporation shall indemnify such Director, Officer or Member against liability incurred by the Director, Officer or Member in a proceeding to which the Director, officer or member was a party because the person is a Director, Officer or

Member of the Corporation unless it is determined, as provided in Section 3 of this Article, that liability was incurred because the Director, Officer or Member breached, or failed to perform, a duty owed the corporation and the breach or failure to perform constitutes:

8.1.2.3. A willful failure to deal fairly with the Corporation in connection with a matter in which the Director, Officer or Member has a material conflict of interest;

8.1.2.4. A violation of the criminal law, unless the Director, Officer or Member (i) had reasonable cause to believe his or her conduct was lawful, or (ii) had no reasonable cause to believe his or her conduct was lawful;

8.1.2.5 A transaction from which the Director, Officer or Member derived an improper personal benefit; or

8.1.2.6 Willful misconduct.

8.1.2.7 The termination of a proceeding by judgement, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of a Director, Officer or Member is not required under this Section.

8.1.2.8 Indemnification under this Section is not required to the extent that the Director, Officer or Member has previously received indemnification or allowance of expenses from any person, including the corporation, in connection with the same proceeding.

8.1.3. Determination of Right to Indemnification. The Director, Officer or Member seeking indemnification under Section 2(b) of this Article shall select one of the following means for determining his or her right to indemnification under Section 2(b) of this Article:

8.1.3.1. By the Board of Directors, by a majority vote of a quorum consisting of Directors not at the time parties to the same or related proceedings, or, if such a quorum cannot be obtained, by a majority vote of a committee duly appointed by the Board of Directors and consisting solely of two or more Directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceeding may participate in the designation of members of the committee.

8.1.3.2. By independent legal counsel selected in the manner prescribed under subsection (a) above or selected by a majority vote of the full Board of Directors, including Directors who are parties to the same or related proceedings, if a qualifying quorum of the Board of Directors cannot be obtained and a committee cannot be appointed as prescribed under subsection 8.1.3.1 above.

8.1.3.3. By a panel of three (3) arbitrators consisting of one (1) arbitrator selected by those Directors entitled under subsection (b) above to select independent legal counsel, one (1) arbitrator selected by the Director, officer or member seeking indemnification and one (1) arbitrator selected by the two (2) arbitrators so selected.

8.1.3.4. By a court under Section 181.049 of the Wisconsin Statutes.

8.1.3.5. By any other method provided for in any additional right of indemnification that such Director, Officer or Member may have as permitted under Section 5 of this Article.

8.1.4. Allowance of Expenses as Incurred. The Corporation may, upon written request by a Director, Officer or Member, pay for or reimburse the reasonable expenses incurred by such Director, Officer or Member who is party to a proceeding, as those expenses are incurred, if:

8.1.4.1 The Director, Officer or Member furnishes the Corporation a written affirmation of his or her good faith belief that he or she has not breached, or failed to perform, his or her duties to the Corporation; and

8.1.4.2 The Director, Officer or Member furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the allowance and to pay reasonable interest on the allowance, if demanded by the Corporation, to the extent it is ultimately determined under Section 3 of this Article that indemnification under section 2(b) of this Article is not required.

8.1.4.3 Additional Rights to Indemnification. The indemnification provided by this Article does not preclude any additional right to indemnification or allowance for expenses that a Director, Officer or Member may have under the Wisconsin Statutes, a written agreement between the Director, Officer or Member and the Corporation, a resolution of disinterested members of the Corporation's Board of Directors. However, the corporation shall not indemnify a Director, Officer or Member, or permit a Director, Officer or Member to retain any coverage for expenses paid for or reimbursed by the Corporation, unless a determination has been made by or on behalf of the Corporation, that indemnification of the Director, Officer or Member is appropriate under the circumstances because he or she has not been found to have breached or failed to perform a duty he or she owes to the corporation in a manner that constitutes conduct under Section 2(b) (1), (2), (3), or (4) of this Article. A Director, Officer or Member who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this Section.

8.1.4.4. Insurance. The Corporation may purchase and maintain insurance for the benefit of an individual who is an employee, agent, Director, Officer or Member against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, Director, Officer or Member, or arising from his or her status as an employee, agent, Director, Officer or Member, regardless of whether indemnification is required or authorized under Sections 2 and 5 of this Article hereof.

## 8.2. Supplementary Benefits

The Corporation may supplement the right of indemnification under §8.3.1. by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

# Article IX: Corporate Acts, Loans, and Deposits

## 9.1. Contracts and Other Writings

Unless otherwise directed by resolution of the Board or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation shall be signed by the Executive Director (or the Board President, if applicable, or by a subordinate of the Executive Director under their control to whom they have delegated such authority), except as otherwise determined by the Board.

## 9.2. Loans

No funded indebtedness shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

## 9.3. Deposits

All funds of the Corporation, not otherwise employed, or subject to immediate distribution, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board may select.

# Article X: Policies and Provisions

## 10.1. Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of proceedings of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

## 10.2. Fiscal Year

The fiscal year of the corporation shall be from August 1 through July 31.

## 10.3. Notice

Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail, overnight delivery service with postage pre-paid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

# Article XI: Ratification, Review and Amendments

## 11.1. Ratification

These Bylaws were a major revision of previous Bylaws of the Corporation and were ratified by the Board on September 18, 2020.

## 11.2. Review

During each odd-numbered year, the Governance Committee shall review these Bylaws to ensure they adhere to current laws and Association practices, and recommend appropriate amendments.

## 11.3 Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board then in office at a meeting of the Board, provided, however,

- 11.3.1 That no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and
- 11.3.2 That an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds vote of a quorum of Directors at a Board meeting; and
- 11.3.3 That all amendments be consistent with the Articles of Incorporation.