

CLARK COUNTY COMMUNITY FOUNDATION, INC.

CORPORATE BYLAWS

“A Community Foundation is a steward of charitable funds, investing and prudently managing funds and maintaining accurate financial records. A community foundation is accountable to the community it serves and regularly disseminates information on its programs and finances.”

STATEMENT OF PURPOSE

The Clark County Community Foundation, Inc. operates as a tax-exempt, nonprofit, autonomous, publicly supported, non-sectarian philanthropic institution. The Foundation has the long-term goal of building permanent, named component funds; that are established by many separate donors, for the broad-based charitable benefit of the communities and citizens of Clark County, Wisconsin, and to enhance their quality of life through endowment and grant giving.

ARTICLE I

Name

The name of the corporation shall be the ***Clark County Community Foundation, Inc.***, (the “Corporation”) and is organized under Chapter 181 of the Wisconsin Statutes (as repealed and recreated by 1997 Wisconsin Act 79) as a non-stock corporation.

ARTICLE II

Nonprofit Operation and purposes for which the corporation is organized

Section 2.01 Organization and Purpose

The Corporation is organized exclusively for charitable, religious, scientific, literary, educational and cultural purposes that benefit the residents of Clark County, Wisconsin and its communities. The purpose of the Corporation shall be to receive gifts, manage and administer funds, and make distributions exclusively for the charitable purposes for which it was organized. The Corporation shall operate, as a tax-exempt entity, as permitted and defined, under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Section 2.02 Earnings

All the earnings of the Corporation shall be devoted for the benefit and/or purposes of the Corporation, as stated above. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, trustees, officers, or other private persons, 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 described in Section 2.01 above.

Section 2.03

Prohibition of Political Influence, Propaganda or Campaign Activity

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 or in opposition to any candidate for public office.

Section 2.04 Other Activities and Powers

Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE III

Members of the Corporation

Section 3.01

The Corporation shall have no members and shall be managed by its Board of Directors.

ARTICLE IV

Offices

Section 4.01 Principal Office

The principal office of the Corporation shall be in the County of Clark, State of Wisconsin. The Corporation may have such other offices, either within or out of the State of Wisconsin, as the Board of Directors may designate from time to time.

Section 4.02 Registered Office and Registered Agent

The registered office of the Corporation, as required by Chapter 181 of the Wisconsin Statutes, shall be maintained in the State of Wisconsin. The registered office may be, but need not be, identical with the principal office in the State of Wisconsin. The identity and address of the registered agent, and/or the registered office may be changed from time to time by the Board of Directors, by notifying the Wisconsin Department of Financial Institutions. The business office address of the registered agent of the Corporation shall be identical to the address of the Corporation's registered office.

ARTICLE V

Board of Directors

Section 5.01 General Powers, Duties

The general management of the Corporation shall be vested in the Board of Directors, which shall pass upon the acceptance of all gifts, grants, devises, or bequests and shall determine the activities, programs, or projects to be financed or administered by the Corporation. The Board of Directors shall utilize the net earnings and assets of the Corporation solely in accordance with the purposes for which the Corporation was organized.

Section 5.02 Variance Power

Notwithstanding any provisions in any instrument making a transfer, creating or adding to a fund of the corporation, the Board of Directors shall have the power to modify any direction, restriction or condition on the timing of distribution of funds or on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board of Directors (without the approval of any trustee, custodian or agent), such direction, restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the investment policies adopted by the Board of Directors and amended from time to time or with the charitable needs of those served by the corporation.

Each donor by making a gift to the corporation agrees that the gift shall be subject to all the terms of the Corporation's Articles of Incorporation and these Bylaws, as amended from time to time, including the provisions for modification of any restrictions or conditions on the gift.

- a) The Board of Directors may, from time to time, delegate such authority and responsibility as it may determine to one or more committees or officers.
- b) The Board of Directors shall take all other appropriate actions to make the Corporation and its purposes known to all persons, organizations, or entities, and the people of Clark County, and in that connection, seek gifts to the Corporation in furtherance of the purpose for which it was organized.
- c) Each member of the Board of Directors shall serve in a fiduciary capacity, and shall exercise directorial powers in such a manner as not to disqualify any gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor's estate, and not to disqualify the Corporation from Federal income tax exemption as a qualified charitable organization and/or from classification as a public charity.

Section 5.03 Number of Directors

The Board of Directors shall be an odd number of not less than seven (7) and not more than eleven (11) persons. The number of directors may be increased or decreased from time to time by vote of a majority of the Board of Directors.

Section 5.04 Qualification of Directors

Members of the Board of Directors are to be selected:

- a) For their knowledge of the educational, cultural, civic, public and other charitable needs of the Clark County, WI area, which is served by the Corporation, and for general representation of varied interests or organizations of the service area;
- b) Because they are Clark County, WI residents and/or have strong ties to Clark County, WI and area served by the Corporation;

- c) No person, who is an employee of any entity or organization, its subsidiaries and/or affiliates, which has custody of Corporation funds (other than demand deposits and minimal savings deposits) and/or; whose organizations act in an agency or fiduciary capacity for this Corporation, shall be a member of the Corporation Board of Directors.

Section 5.05 Term of Office

- a) Each director, except one appointed to fill a vacancy, shall be elected to serve a three-year term or until his or her successor shall be elected and shall qualify, or until his or her earlier resignation, removal from office, or death;
- b) No director shall be eligible for reelection to the Board of Directors for more than three (3) consecutive terms until a period of one (1) year has passed since the expiration of such director's last term on the Board of Directors;
- c) Original directors shall be divided into three (3) approximately equal groups, with terms staggered over the three (3) year periods to provide for continuity in succession. After completing their first full term, any director may be elected for two (2) additional three (3) year terms.

Section 5.06 Nomination and Election of Directors

- a) Nominations for office of director shall be made by a nominating committee appointed by the Board of Directors, at a meeting of the Board of Directors to be held not more than one hundred twenty (120) days, but not less than thirty (30) days prior to the annual meeting of the Board of Directors of the Corporation.
- b) The nominating committee shall consist of one (1) member of the Board of Directors (who will serve as Chairperson) and no less than two (2) non-Board members who are permanent residents of Clark County, WI.
- c) The Nominating Committee shall nominate a sufficient number of persons to fill such vacancies on the Board of Directors as will exist as of the next subsequent annual meeting of the Board of Directors of the Corporation.
- d) The list of nominees shall to be communicated to the Board of Directors at least ten (10) days prior to the annual meeting.
- e) Election of directors of the Corporation shall be held annually by the Board of Directors at its annual meeting. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.

Section 5.07 Removal

Any director may be removed, either for or without cause, by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, if notice of the intention to act upon such matter shall

have been given in the notice of such meeting.

Section 5.08 Filling of Vacancies

Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, or disqualification of any director, or resulting from the Board of Directors' removal of a director, shall be filled by the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present. Any director elected or designated to fill a vacancy shall hold this office for the duration of the unexpired term of the previous director or until the successor director's death, resignation, retirement, disqualification or removal from office.

Section 5.09 Resignation

Any director may resign at any time by delivering written notice to the Board of Directors or to the President of the Corporation. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 5.10 Remuneration of Directors

No director shall receive any compensation for serving the Corporation as a director; provided however, that nothing herein contained shall be construed to preclude any director or Board committee member from receiving compensation from the Corporation for expenses incurred for serving the Corporation as a director, or for services rendered and expenses incurred for serving the Corporation in a capacity other than as a director.

Section 5.11 Conflict of Interest

A comprehensive conflict of interest policy will be developed and reviewed annually by the Board of Directors of the Corporation. Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VI Meetings

Section 6.01 Place of Meetings

The meetings of the Board of Directors may be held at the principal office of the Corporation; or at any place within Clark County, WI; or within the State of Wisconsin, by resolution of the Board of Directors; or that the President may from time to time designate.

Section 6.02 Annual Meeting of Board

The annual meeting of the Board of Directors of the Corporation shall be held in the month April, of each year, at such time and place as may be designated by the Board of Directors, for the purpose of electing directors and executive officers, review of annual financial reports, and for the transaction of such other business as may come before the meeting. If the election of directors and/or executive officers shall not be held in the month herein designated for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting to be scheduled as soon thereafter as may be convenient.

Section 6.03 Regular Meeting of the Board

In addition to the annual meeting described in section 6.02, the Board of Directors shall hold regular meetings at least once each calendar quarter.

Section 6.04 Special Meetings

Special meetings of the Board of Directors may be called at any time by the President or by any five members of the Board.

Section 6.05 Telephonic, Visual, and/or Electronic Transmission of Meetings

A conference among directors, or among members of any committee designated by the Board, by any means of communication through which the participants may simultaneously hear and/or view each other during the conference constitutes a regular or special meeting of the Board, the Executive Committee, or such other committee. The requirements of proper notice and quorum shall apply.

Participation in a meeting by any of these means, shall constitute presence in person at the meeting. A director may participate in any other meeting of the Board or the Executive Committee, and a member (whether or not a director) of any other committee designated by the Board may participate in any other meeting of that committee, by any means of communication through which the director, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in such a meeting by that means constitutes presence in person at the meeting.

Section 6.06 Notice of Meetings

Written notice of each regular, special or annual meeting, setting forth the date, time and place of the meeting shall be given to each director at least two days before the meeting. This notice may be given either personally, or by sending a copy of the notice through the United States mail, or by facsimile (fax), or e-mail, to the number or address of each director appearing on the books of the Corporation.

Section 6.07 Waiver of Notice

A director may waive, in writing, notice of any meeting of the Board either before or after the meeting; his or her waiver shall be the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that

meeting and a waiver of any, and all objections relating to that meeting, unless he attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting has not been lawfully called or convened.

Section 6.08 Quorum

At meetings of the Board of Directors, a simple majority of the directors in office at that date shall be necessary to constitute a quorum for the transaction of business. At a duly organized meeting, directors present can continue to do business until adjournment provided that at least one-third of the voting directors remain present.

Section 6.09 Act of Board of Directors

The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require the vote of a greater number.

Section 6.10 Conduct of Meetings

The President, and in the President's absence, the Vice President, and in the absence of both, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chairperson of the meeting. The Secretary shall act as secretary of all meetings of the Board of Directors, but, in the Secretary's absence, the chairperson may appoint any other person to act as secretary of the meeting. All questions of parliamentary procedure shall be decided according to Robert's Rules of Order.

Section 6.11 Voting

Each director shall be entitled to one vote upon each matter submitted to a vote of the Board of Directors. Voting by e-mail may occur with majority consent, if unusual circumstances exist as determined by an officer of the board.

Section 6.12 Informal Action

If all the directors consent in writing to any action taken or to be taken by the Corporation and the writing or writings evidencing their consent are filed in the minutes of the proceedings of the Board, the action shall be as valid as though it had been authorized at a meeting of the Board, and shall have the same effect as a unanimous vote.

ARTICLE VII

Executive Officers of The Corporation

Section 7.01 Executive Officers

The executive officers of the Board of Directors shall also be the executive officers of the Corporation and shall be elected by the Board of Directors at an organization meeting following the annual meeting. Each officer shall hold that office from the close of the organizational meeting for a term of one (1) year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been

removed in the manner hereinafter provided. The executive officers shall consist of a President, Vice President, Secretary and Treasurer. The Board may elect other officers, assistant officers, and agents that the Board of Directors from time to time may deem necessary. The same person may hold two or more offices except no person may hold two executive offices.

Section 7.02 Duties of the President

The President shall be the principal executive officer of the Corporation and, shall, in general, supervise and control all the business and affairs of the Corporation, shall be principally responsible for the implementation of policies of the Board of Directors, and shall have authority over the management and direction of the business and operations of the Corporation and its divisions, if any, subject only to the ultimate authority of the Board of Directors. The President shall preside at all corporate meetings, shall be an *ex officio*, nonvoting member of each committee of the Board. The President should attend all meetings of the Board of Directors and its committees, At the discretion of the Board, the President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments unless the Board of Directors has expressly delegated the authority to execute any such instrument to another executive officer or agent of the Corporation or as otherwise required by law. The President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors. After completion of the term of President, a President may serve an additional year as a Director for a period of one year as immediate Past President.

Section 7.03 Duties of the Vice President

In the President's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice President (or if there is more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors. The execution of any instrument of the corporation by any Vice President shall be conclusive evidence, as to third parties, of his or her authority to act in the President's place. The vice president shall serve as the chairperson of the investment committee.

Section 7.04 Duties of the Secretary

The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) attest to all official papers; (e) keep or arrange for the keeping of a register of the post office address, electronic

addresses, phone numbers and any other contact information of each member of the Board of Directors of the Corporation which shall be furnished to the Secretary by such member; (f) sign, as Secretary, documents and instruments authorized by the Board of Directors, and (g) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Section 7.05 Duties of Treasurer

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Section 9.06 of these Bylaws and (c) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer will serve as the chairperson of the finance committee.

Section 7.06 Other Assistants and Acting Officers

The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in his/her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Section 7.07 Compensation

No officer of the Corporation, other than a common-law employee of the Corporation, shall receive any salary or anything of pecuniary value from the Corporation for performing services as an officer, but may be reimbursed for actual expenses in connection therewith.

ARTICLE VIII COMMITTEES

Section 8.01 Committee Formation

The Board of Directors may create committees as needed, such as audit, fundraising, personnel, nominating, grants and scholarships etc. At a minimum, the Board of Directors shall appoint an Executive Committee, Finance Committee

and Investment Committee (or a joint Investment / Finance Committee) as detailed below. Committee appointments are at the pleasure of the Board of Directors. The President appoints all committee chairpersons except those specified in these bylaws.

Section 8.02 Executive Committee

The four executive officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 8.03 Finance Committee

The Treasurer is the chairperson of the Finance Committee. The committee shall include at least two additional board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the Foundation, subject to privacy requirements listed in Article XI, are public information.

Should the Board of Directors determine that the Finance Committee function jointly with the Investment Committee, the chairperson of this joint committee shall be the Treasurer, the Vice-President, or any other agreed upon joint committee member.

Section 8.04 Investment Committee

The Vice President shall be the chairperson of the investment committee. The committee shall include 2 additional board members and at least 2 additional Clark County community members. While the Board of Directors has primary responsibility for the overall investment of Foundation assets, the Investment Committee is charged with the responsibility of regularly monitoring the investments. In carrying out its duties the Committee provides the Board of Directors with recommendations on investment policies and guidelines; reviews individual manager performance and recommends changes when appropriate; monitors overall investment performance, approves the selection of new managers for specific funds and works closely with staff to ensure that the investment objectives of the Corporation are being met. Committee members will discharge their duties solely in the interest of the Foundation and will exercise the care, skill, prudence and diligence that a prudent person, acting in a like capacity would use in the conduct of a similar enterprise.

Should the Board of Directors determine that the Investment Committee function jointly with the Finance Committee, the chairperson of this joint committee shall be the Vice-President, the Treasurer, or any other agreed upon joint committee member.

ARTICLE IX Financial Matters

Section 9.01 Books and Records

The Board of Directors of this corporation shall cause to be kept:

- a) records of all proceedings of the Board of Directors and the Executive Committee, if any; and
- b) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 9.02 Documents Kept at Registered Office

The Board of Directors shall cause to be kept at the registered office of this corporation originals or copies of:

- a) records of all proceedings of the Board of Directors and the Executive Committee, if any; and
- b) all financial statements and tax returns of this corporation; and
- c) the Articles of Incorporation and Bylaws of this corporation, and all amendments and restatements thereof.

Section 9.03 Accounting System and Audit

The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles, an appropriate accounting system for this corporation. The Board of Directors may cause the books and records of the corporation to be audited at such times as it determines reasonable and proper, and may retain such person or firm for such purposes as it may deem appropriate.

Section 9.04 Fiscal Year

The fiscal year of the corporation shall be as determined from time to time by the Board of Directors; provided, however, that until such time as the Board may direct otherwise, the corporation's fiscal year shall be the calendar year.

Section 9.05 Checks, Drafts and Other Matters

All checks, drafts or other orders for the payment of money and all notes, bonds or other evidences of indebtedness issued in the name of this corporation shall be signed by such other officer or officers, agent or agents, employee or employees of this corporation and in such manner, as may from time to time be determined by resolution of the Board of Directors. If not otherwise determined by resolution of the Board of Directors, checks, drafts and orders for the payment of money shall be signed by (a) either the President or Treasurer if the amount is less than \$1,000.00, or (b) both the President (or a Vice President) and the Treasurer (or an Assistant Treasurer) if the amount is equal to or more than \$1,000.00.

Section 9.06 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board.

Section 9.07 Authority to Borrow, Encumber Assets

No director, officer, agent, or employee of this corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 9.08 Agents, Custodians, Powers of Board

The Board of Directors or the officers of the Foundation may, in their discretion, arrange for the investment, management or administration of funds, securities and other property of the Foundation, by trustees, custodians or agents selected by them in their discretion. However, notwithstanding any other provisions of these By-Laws, or in any instrument making a transfer to or creating or adding to a fund in the Foundation, the Board of Directors shall have the following powers: (a) To replace any particular trustee, custodian, or brokerage firm or other investment manager or advisor ("Investment Managers"), or agent for breach of fiduciary duty under the laws of the State of Wisconsin or any other applicable law, and; (b) To replace any participating trustee, custodian, Investment Managers or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this Foundation's need for current income) over a reasonable period of time (as determined by the Board of Directors).

Section 9.09 Trust Property

Within the scope of the corporate purposes and subject to Wisconsin Statutes (relating to trusts for charitable, educational, religious and other uses), or any amendments thereof or substitutions therefore, this corporation may take, receive and hold real and personal property, including the principal and interest of any money or other fund, that is given, conveyed, bequeathed, devised to or otherwise vested in this corporation in trust for a purpose consistent with the purposes set forth in the Articles of Incorporation. Except where the trust instrument prescribes otherwise, this corporation may invest trust property or its proceeds in accordance with applicable law.

Section 9.10 Voting Upon Stock of Other Corporations

Unless otherwise ordered by the Board of Directors, the fiscal agent designated by the Board of Directors shall have the power, on behalf of this corporation, to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at such meeting shall possess and may

exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers at their pleasure.

ARTICLE X

Conflict of Interest

A comprehensive conflict of interest policy will be developed and reviewed annually by the Board of Directors of the Corporation. Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XI

Confidentiality

Grant applicants, members of the Board of Directors, volunteers, committee members and employees deserve to have all nonpublic affairs of the Corporation kept in the strictest confidence. By maintaining an unassailably high level of confidentiality regarding all affairs of the Corporation, it will be assured that the community views the Corporation and all organizations that interact with it in a positive light. In addition, maintaining the highest professional standards, including that of confidentiality, assures that the community as a whole holds the Corporation in high esteem.

All nonpublic matters concerning the internal and external conduct of the Corporation's business and its relationships shall be kept strictly confidential unless the determination is made by the Board to release the information. This includes all of its nonpublic functions including, but not limited to, the entire grant application process, the content of any grant, and the discussions and correspondence with any grant applicant.

Further, it includes the discussions and deliberations of any committee concerning any nonpublic issue or matter. This applies to any and all individuals; including employees, volunteers and Board members. It covers all documentation, correspondence, memorandums and any and all communications whether written, oral or electronic.

For grant awardees, the only information that will be disclosed is the name of each awardee, the amount awarded and its purpose. The name, amount and purpose of individual grant applicants shall not be disclosed unless they are awarded the grant.

The President of the Board of Directors shall be the only public spokesperson regarding matters of the Corporation unless others are designated as such for specific purposes or projects. Violation of this provision could lead to termination of employment for any employee. For volunteers, committee and Board members, it could lead to removal.

ARTICLE XII

Tax Exemption and Dissolution

In the event of voluntary or involuntary dissolution or liquidation of the Corporation, any remaining assets of the Corporation shall be distributed to, or for the benefit of, such organization or organizations designated by the Board of Directors as are then qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

Indemnification and Insurance

Section 13.01 Indemnification

The Corporation shall provide indemnification as required in pertinent Wisconsin Statutes as amended from time to time.

Section 13.02 Insurance of Risk

The Corporation's Board of Directors shall have the authority to purchase and maintain insurance on behalf of any person who is or was an agent against any liability or claim asserted against the agent and incurred while acting in his or her capacity as an agent or arising out of his or her status as an agent of the Corporation.

ARTICLE XIV

Nondiscrimination

Section 14.1 Nondiscrimination

The Corporation recognizes the right of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any person with whom it deals because of race, religion, color, gender, age, disability, national origin, or sexual orientation.

ARTICLE XV

Seal

The Corporation shall not have a corporate seal.

**ARTICLE XVI
Amendments**

Section 16.01 By Directors

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members of the Board of Directors of the Corporation by an affirmative vote of a majority of the members of the Board of Directors of the Corporation in good standing and provided that a full text of such proposed amendment shall have been published in or with the notice of that meeting.

Section 16.02 Implied Amendments

Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect but is taken or authorized by an affirmative vote of not less than the number of directors required to alter, amend or repeal the Bylaws so that the Bylaws would be consistent with such action shall be given the same effect as though the Bylaws had been temporarily altered, amended, repealed or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.


Section 16.03 Review

These Bylaws will be reviewed periodically for the purpose of keeping same current and in consonance with the aims and objectives of the Corporation.

Certification of By-Laws

I hereby certify that these are a true and correct copy of the By-Laws of the Clark County Community Foundation, Inc. as:

*Originally adopted by its Board of Directors on the 9th day of January, 2014; and
Revised on the 23rd day of April, 2015;
Revised on the 21st day of April, 2016, and
Revised on the 3rd day of November, 2016.*



Signed:

Carrie A. Morrell, Secretary
Clark County Community Foundation, Inc.