

ACCREDITATION REVIEW COMMITTEE FOR THE ANESTHESIOLOGIST ASSISTANT

BYLAWS

Approved October 2012; Revised October 2015 and 2019

**Bylaws of the
Accreditation Review Committee for the Anesthesiologist Assistant (ARC-AA)**

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SECTION 1 – NAME

The Corporate name of the organization shall be the Accreditation Review Committee for the Anesthesiologist Assistant (ARC-AA), Inc. ARC-AA is the “Corporation” in these Bylaws.

A. CORPORATE STRUCTURE

The Corporation shall be incorporated as a 501(c)(3) not-for-profit, non-stock, non-member corporation in the State of Wisconsin.

B. FUNCTION

The Corporation shall be governed by these Bylaws subject to the provisions of the Articles Incorporation. The objects and purposes of the Corporation are set forth in the Articles and these Bylaws.

The Corporation shall function as a Committee on Accreditation of the Commission on Accreditation of Allied Health Education Programs (CAAHEP), subject to the bylaws, policies, and procedures of both organizations.

C. PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of the Corporation is to act under the auspices of the Commission on Accreditation of Allied Health Education Programs (CAAHEP), or its successor, which is the national voluntary accreditation agency for the anesthesiologist assistant, through development and review of the CAAHEP *Standards and Guidelines* for education programs of Anesthesiologist Assistants, assessment of educational outcomes, and recommendation to CAAHEP for accreditation of those education programs which meet the CAAHEP *Standards and Guidelines* for national accreditation.

SECTION 2 – SPONSORING ORGANIZATIONS

Sponsoring Organizations of the Corporation must demonstrate a significant relationship to the anesthesiologist assistant profession, must be national in scope, must accept the current Corporation Bylaws, and must agree to participate through their representative Directors in all activities of the Corporation.

A. CURRENT SPONSORING ORGANIZATIONS

The sponsors of the Corporation shall consist of the American Academy of Anesthesiologists Assistants (AAAA) and the American Society of Anesthesiologists (ASA). Sponsoring Organizations of the Corporation shall also be open to such other entities as described herein.

Sponsoring Organizations are approved by CAAHEP and remain sponsors indefinitely, so long as they remain current with all necessary fees and participate in all Corporation activities.

B. ADDITIONAL SPONSORING ORGANIZATIONS

Additional organizations become sponsors upon approval of the Board of Directors, 100% of the current Sponsoring Organizations, and CAAHEP.

C. RESIGNATION OF A SPONSORING ORGANIZATION

A Sponsoring Organization may resign as a sponsor of the Corporation by written notice to the Chair. The resignation shall take effect the first day of the next fiscal year.

D. SPONSORSHIP FEES

The Corporation sets annual sponsoring organization fees by a two-thirds (2/3) majority vote of the Board of Directors and approval by 100% of the Sponsoring Organizations.

SECTION 3 – BOARD OF DIRECTORS

The governing and policy-making responsibilities of the Corporation are vested in the Board of Directors, which has full and final authority on all matters affecting the management and welfare of the Corporation. The Board of Directors may prescribe rules and policies consistent with these Bylaws for the routine conduct of the Corporation's business, which rules and policies may be altered or amended from time to time at any meeting of the Board of Directors by a majority of Directors present.

A. ELECTION OF DIRECTORS

Each Sponsoring Organization shall nominate representatives of the Sponsoring Organization to serve as Directors on the Corporation's Board of Directors. The Board of Directors shall elect these nominees by a simple majority vote (in person or by other means) if they are found to be satisfactory, provided a quorum of Directors cast a vote. The Corporation will promptly notify the nominating Sponsoring Organization of any of its nominees that fail to be elected so that additional nominations (including re-nominating) may be made.

B. NON DISCRIMINATION

The Corporation does not discriminate on the basis of gender, race, class, economic status, ethnic background, sexual orientation, age, physical ability, and cultural and religious backgrounds.

C. REPRESENTATION

The Board of Directors shall include four (4) representatives from each Sponsoring Organization consisting of the following at the time of appointment: at least two (2) anesthesiologist assistants who are not a program director or assistant program director and no more than two (2) anesthesiologist assistants with appropriate academic education experience who are either a program director or assistant program director and at least two (2) anesthesiologists who are not a medical director with an accredited anesthesiologist assistant program and no more than two (2) anesthesiologists who are either a medical director or assistant medical director of an accredited anesthesiologist assistant program.

D. TERMS OF OFFICE

Directors shall serve for a term of three (3) years. Terms of service shall begin January 1 following election at the annual meeting. Directors may serve a maximum of two (2) consecutive terms (six (6) years). After serving two (2) full terms, the Director shall be retired from the Corporation for at least one (1) year before being eligible for reelection. Such term limits as herein stated shall be suspended for the time a Director serves on the Executive Committee.

The Board of Directors shall appoint a Director to fill a partial term vacancy by a vote of the majority of the remaining Directors. Completion of an unexpired term does not count toward the six-year limit of service.

Directors whose terms have expired may continue serving until they are either reelected or until their successors are chosen.

E. RESIGNATIONS OR REMOVAL

Directors who are absent from two (2) consecutive meetings are considered to have resigned. The Chair may excuse an absence from a meeting. Any Director may be removed with or without cause by a majority vote of all of the other Directors then in office. Notice shall be provided, in writing, to the Sponsoring Organization that a representative has missed two (2) consecutive meetings or has been removed.

F. DUTIES OF DIRECTORS

Each Director shall be required to participate fully in all activities of the Corporation. When acting in the capacity as a Director, each Director shall have a fiduciary duty to act in the best interests of the Corporation, irrespective of that Director's obligations to any other organization.

G. COMPENSATION

Except as otherwise provided herein, all Directors shall serve without pay or honorarium.

SECTION 4 – OFFICERS AND EXECUTIVE DIRECTOR

The Officers of the Corporation shall be the Chair, Vice-Chair, Secretary and Treasurer. One (1) Director may serve as Vice-Chair and Treasurer at the same time.

A. ELECTION OF OFFICERS

Officers shall be elected by a majority vote of the Board of Directors at the annual meeting of the odd numbered years.

B. TERMS OF OFFICE

The Chair, Vice Chair, Treasurer, and Secretary, if not the Executive Director, shall serve for two (2)-year terms. The Treasurer may serve no more than two (2) consecutive terms. Terms of office shall begin January following appointment at the annual meeting. Officers whose terms have expired may continue serving until they are either reelected or until their successors are chosen.

C. ELIGIBILITY

Officers shall be Directors, however, the Executive Director may serve as Secretary. A Director is not eligible for office in the last year of service prior to mandatory retirement from the Board of Directors (as referenced in Section 3.D., above).

D. REMOVAL

Any Officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Corporation. Any vacancy shall be filled by a majority vote of the Board of Directors. An Officer so appointed shall serve for the balance of the unexpired term.

E. CHAIR

The Chair shall be the Chief Executive Officer of the Corporation and oversee all policies, procedures, and functions of the Corporation. The Chair is an ex-officio member of all subcommittees; provides supervision and direction for the Executive Director and staff; reviews all correspondence received and sent by the Corporation that pertains to the primary functions of program accreditation and policy; appoints members to subcommittees; and carries out such other responsibilities as appropriate.

F. VICE CHAIR

The Vice Chair shall assume the responsibilities of the Chair in the Chair's absence; and shall carry out other duties as assigned by the Chair. Should the Chair vacate the office for any reason, the Vice Chair shall serve as Interim Chair until the next meeting of the Corporation. The Board of Directors will vote to fill the position of Chair at the next meeting. If the Vice Chair is elected to the Chair, the Board of Directors will vote to fill the Vice Chair position at the same meeting.

G. TREASURER

The Treasurer shall serve as the Chief Financial Officer of the Corporation and have general charge of oversight of the financial affairs and supervision of all Corporation funds and official records. The Treasurer shall have the power to endorse for deposit or collection, all notes, checks, drafts, and other obligations and orders of payment of funds to the Corporation; and to accept drafts on behalf of the Corporation.

H. SECRETARY

The Secretary shall keep or cause to be kept accurate accounts and make the records accessible for inspection by the Sponsoring Organizations, Board of Directors, and CAAHEP. The Secretary shall attend and provide for recording of all meetings of the Corporation. The Executive Director may serve as Secretary.

I. EXECUTIVE DIRECTOR

The Board of Directors shall contract for the services of an Executive Director, who may be hired either directly or through a management agreement with a third party, and establish conditions for employment and termination.

The Executive Director shall serve as Chief Administrative Officer of the Corporation, and reports to the Chair.

SECTION 5 – COMMITTEES

The Chair appoints standing and ad hoc committee chairs. Subcommittee chairs may be determined by corresponding committee chairs.

A. EXECUTIVE COMMITTEE

The Chair, Vice Chair, Treasurer, and Immediate Past Chair are voting members of the Executive Committee. The Executive Director, who shall serve as Secretary, serves as a non-voting member.

The Executive Committee shall have the power and authority to serve as the policy and voting authority of the Board of Directors between scheduled Board meetings. All formal actions of the Executive Committee shall be reported to the Board of Directors for review and endorsement at the next regularly scheduled meeting.

B. OTHER COMMITTEES

Committees are appointed as standing committees or ad-hoc committees at the discretion of the Chair and the Board of Directors.

SECTION 6 – MEETINGS

The official business of the Corporation shall be conducted at regular and special meetings of the Board of Directors.

A. MEETINGS AND NOTICE

There shall be an annual in person meeting of the Board of Directors for the purpose of electing Officers, and/or presenting committee reports, and/or transacting such other business as shall come before the meeting. The Board of Directors may schedule other meetings as necessary to conduct the business of the Corporation. Notice of the meetings shall be by written notice delivered personally or sent by mail or electronic mail to each Director at the address as shown by the records of the Corporation, at least 30 days before the time scheduled for the meeting. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

A waiver of notice in writing, signed by all Directors, shall be deemed equivalent to the giving of any notice required by law or under provisions of these Bylaws. Attendance at any meeting shall constitute waiver of notice thereof unless the Director, at the meeting, objects to holding the meeting because proper notice was not given.

B FREQUENCY OF MEETINGS

There shall be at least two (2) regular meetings of the Board of Directors each fiscal year.

C. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair or at the written request of a majority of the Board of Directors. Written notice of all special meetings of the Board of Directors shall be given to each Director at least five (5) days in advance of the meeting. The notice shall specify the purpose(s) of the meeting and no matter may be considered at the meeting unless specified in the notice.

D. LOCATION OF MEETINGS

The location of meetings is determined by majority vote of the Board of Directors.

Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation shall constitute attendance and presence at the meeting.

E. MEETING EXPENSES

Meeting expenses of each Director are the responsibility of that Director or that Director's Sponsoring Organization.

F. QUORUM

A quorum of the Board of Directors is required to conduct a meeting and vote on action items. A quorum of the Board of Directors shall consist of a simple majority of the members of the Board of Directors.

G. VOTING

Decisions of the Board of Directors shall be made by a majority vote of the Directors present, except when these Bylaws specify a two-thirds (2/3) majority vote requirement. Directors may vote by proxy, however, the proxy must be assigned for a specific vote to a specific Director, and announced at the opening of the meeting.

H. ACTION WITHOUT A MEETING

Any action which is required by law or the Articles of Incorporation of the Corporation or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, including by electronic means, setting forth the action taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the Directors shall have the same force and effect as a unanimous vote at a duly called meeting of the Board of Directors.

I. RULES OF ORDER

Meetings shall be conducted by the most current edition of *Robert's Rules of Order*.

SECTION 7 – ADDITIONAL POWERS AND DUTIES

In addition to any powers, duties, and responsibilities of the Corporation and/or the Board of Directors set forth elsewhere in these Bylaws, such powers, duties, and responsibilities include the following:

A. POLICIES AND BYLAWS

The power to establish policies and procedures is vested with the Board of Directors. The Board of Directors will review these Bylaws biennially.

B. POLICY

The Board of Directors shall approve and implement Corporation policy.

C. CONFIDENTIALITY

The Board of Directors shall maintain confidentiality of information collected during the accreditation review process.

D. PROHIBITED ACTIVITIES

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons. However, the Corporation is authorized to pay reasonable

compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, national origin or gender.

At any time during which the Corporation is deemed a private foundation, the Corporation shall not engage in any act of self-dealing as defined in Internal Revenue Code § 4941(d); the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code § 4942; the Corporation shall not own any excess business holdings that would subject it to tax under Code §4943; the Corporation shall not make any investments in such manner as to subject the Corporation to the tax imposed by Code §4944; and the Corporation shall not make any taxable expenditures as defined in Code § 4945(d).

SECTION 8 – CONFLICTS OF INTEREST

The purpose of this conflict of interest policy is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or committee member, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, all applicable state and federal laws governing conflict of interest applicable to non-profit corporations.

A. DEFINITION OF CONFLICT OF INTEREST

A conflict of interest shall be deemed to exist with respect to a Director, Officer or committee member (“Interested Person”) if one or more of the following situations apply:

- i. Within the previous three (3) years, the Interested Person was directly or indirectly involved in an administrative, faculty or staff role of the education program which is the subject of the accreditation action.
- ii. Within the previous three (3) years, the Interested Person acted in any consultative capacity to the education program which is the subject of the accreditation action.
- iii. Within the previous three (3) years, the Interested Person had an ownership or investment interest with the education program which is the subject of the accreditation action.
- iv. Within the previous three (3) years, the Interested Person was a graduate of the education program which is the subject of the accreditation action.
- v. The Interested Person has an ownership or investment interest or compensation agreement with any individual or entity with which the Corporation has or is negotiating a transaction or arrangement.

B. PROCEDURES

In connection with any actual or possible conflict of interest, the Interested Person must disclose said actual or possible conflict of interest to the Chair and Executive Director, and with respect to Section 8.A.v., the Interested Person shall be given the opportunity to disclose all material facts to the Directors and committee members considering the proposed transaction or arrangement. In the event the Chair is identified to have a conflict of interest, the Vice Chair will assume the functions as the acting Chair in matters related to the issue where the conflict of interest exists.

With respect to a conflict of interest under Sections 8.A.i.—iv., following identification of a conflict of interest, the Executive Director will rule on any issue of participation by the Interested Party, in consultation with the CAAHEP executive director if requested by a majority of the remaining Directors, Officers, and/or committee members. The Interested Person may be granted limited continued participation at the discretion of the Chair and/or Executive Director with the consent of the remaining Directors, Officers, and/or committee members to answer questions in situations where the Chair and/or Executive Director deems the Interested Person’s understanding of an issue to be of some value. The Directors, Officers, and/or committee members will not be obligated to consider such questions and/or answers related to a subsequent vote. At no time will the limited participation include any vote relevant to the conflict of interest. The Interested Person, shall not attend any meeting during the period of voting relating to the conflict of interest.

With respect to a conflict of interest under Sections 8.A.v., after exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest; and if a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement. The Interested Person, shall not attend any meeting during the period of voting relating to the conflict of interest.

C. VIOLATION OF THE CONFLICT OF INTEREST POLICY

If the Board of Directors or committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person’s response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. RECORDS OF PROCEEDINGS

The Board of Directors and any committee considering an actual or potential conflict of interest shall record any action taken to determine whether a conflict of interest was present, and the Board of Director’s or committee’s decision with respect to the conflict of interest, including a record of any votes taken in connection with the decision.

E. COMPENSATION

A Director, or committee member whose jurisdiction includes compensation matters, who receives direct or indirect compensation from the Corporation for services is precluded from voting on matters pertaining to that Director’s or committee member’s compensation.

F. ANNUAL STATEMENTS

Each Director, Officer, and committee member shall annually sign a statement that affirms such person: i. has received a copy of the conflicts of interest policy; ii. has read and understands the policy; iii. has agreed to comply with the policy; and iv. Understands the Corporation is a non-profit and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

G. PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board of Directors shall conduct periodic reviews. The periodic reviews shall include the following subjects: i. whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and ii. whether partnerships, joint ventures, and arrangements with management boards conform to the Board of Director's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

When conducting the periodic reviews, the Board of Directors may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

SECTION 9 – FINANCES

A. FISCAL YEAR

The Corporation's fiscal year shall be January 1 through December 31.

B. BUDGET

An annual operating budget covering all activities of the Corporation shall be prepared by the Treasurer and Executive Director and presented to the Board of Directors at the annual meeting.

C. FINANCIAL STATEMENTS

A report on the Corporation's finances shall be prepared and submitted by the Treasurer to the Board of Directors at the annual meeting.

D. AUDIT

A comprehensive review shall be performed by professional auditors at least every five (5) years, and a summary will be published and distributed to the Board of Directors. A copy of the complete auditor's report will be available for review by any Director upon request.

E. FUNDING

The Board of Directors and will be funded in accordance with policies, procedures, and within the guidelines established within the budget of the Corporation.

SECTION 10 – LIABILITIES AND INDEMNIFICATION

A. LIABILITIES

Neither the Sponsoring Organizations nor any other societies or organizations that are qualified and authorized to nominate Directors shall be in any manner whatsoever responsible or liable for any act, omission, or liability of the Corporation, its Directors, Officers, committees, employees, or agents as defined below.

B. INDEMNIFICATION

Indemnification by the Corporation for its Directors, Officers, employees, and agents shall be as broad as permitted by Wisconsin law governing not-for-profit institutions in effect at the time the incident leading to the request for indemnification occurs. Specifically, the Corporation shall, to the full extent permitted by said law, indemnify, defend, and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director or officer of any other corporation or enterprise, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to have willfully acted in opposition to the best interests of the Corporation.

C. ABSOLUTE RIGHT

The right of an individual Director, Officer, employee, or agent who receives said indemnifications shall be absolute, without any determination by a majority vote of non-involved Directors, independent legal counsel, arbitrators, or any other process. Any prior limitations of the Corporation on such indemnification are hereby removed.

D. AGENT

An “agent” of the Corporation is defined to mean a person serving the Corporation at the request of the Board of Directors on a volunteer basis including, but not limited to any attorneys or accountants that are not Directors who assist in the setup of the Corporation or other corporate business.

E. INSURANCE

The Board of Directors shall procure and maintain at all times insurance to cover obligations arising out of this extension of indemnification, or other liabilities including the costs of defending any actions against a Director, Officer, employee, or agent of the Corporation. Such insurance shall be with a reputable insurance company at the discretion of the Board of Directors with coverage limits that shall be determined from time to time by the Board of Directors.

F. INUREMENT

This indemnification right shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such person. To the extent permitted by law, this indemnification right shall also be extended retroactively to former Directors, Officers, employees, and agents, and current Directors, Officers, employees, and agents to the time said individuals first began serving the Corporation in the capacities enumerated herein.

G. SEVERABILITY

If anything contained in this Section 10 is ruled to be invalid or unenforceable, the balance of the provisions shall survive.

H. CHANGES IN WISCONSIN LAW

If there is any change to the Wisconsin statutory provisions applicable to the Corporation relating to the subject matter of this Section 10, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to

provide broader indemnification rights than the provisions permitted the Corporation to provide before the change.

SECTION 11 – CONTRACTS, LOANS, CHECKS AND DEPOSITS

A. CONTRACTS

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B. LOANS

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

C. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

D. DEPOSITS

All funds of the Corporation not otherwise employed 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.

E. DEDICATION OF ASSETS

The Corporation does not contemplate pecuniary gain or profit to its Sponsoring Organizations, Directors, or Officers except as provided by law under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The property of the Corporation is irrevocably dedicated to tax exempt purposes under said Section 501(c)(3) as described herein and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Sponsoring Organization, Director, Officer, or member thereof or to the benefit of any private persons.

Each fund of the Corporation shall be presumed to be intended, and shall be actually applied: i. to be used only for tax-exempt purposes; ii. to be productive of a reasonable return of net income which is to be distributed from time to time or if accumulated is to be accumulated only in a reasonable amount and for a reasonable period for tax-exempt purposes; and iii. to be used only for such of those purposes and such manner as not to disqualify the Corporation from exemption under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 12 – DISSOLUTION

The Corporation may be dissolved by a two-thirds (2/3) vote of the Board of Directors, provided each Director is given written notice of any Board of Directors' meeting at which such approval is to be obtained in accordance with Section 6.A. The written notice shall state that the purpose, or one of the purposes, of the meeting is to consider dissolution of the Corporation and contain or be accompanied by a copy or summary of the plan of dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all its liabilities, dispose of all its assets exclusively for the purposes of the Corporation in such manner and to such organization or organizations organized and operated exclusively for charitable, educational, and/or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed shall be dispersed by the court of general jurisdiction of the county in which the Corporation's principal office is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

SECTION 13 – AMENDMENTS

These Bylaws may be amended, revised, or repealed at any regular or special meeting of the Board of Directors by a two-thirds (2/3) majority vote of the Board of Directors, excepting those Directors not seated or not in good standing, provided that required notice of the meeting and of the intention to amend these Bylaws has been given.

SECTION 14 – COURT JURISDICTION

Any Sponsoring Organizations nominating representatives to the Board of Directors or any Director that files a lawsuit in which the Corporation is named as a defendant agrees and consents to the jurisdiction of the State of Wisconsin. Venue of any action brought hereunder shall be deemed to be in Waukesha County, Wisconsin.

SECTION 15 – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of the account, minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. It shall keep at its registered or principle office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time. The accounts of the Corporation shall be kept at the Treasurer's or designee's office and shall be open to the inspection of the Board of Directors at all times.