

ARTICLES OF ORGANIZATION  
OF SPOONER EDUCATION FOUNDATION, INC.  
A NON-STOCK CORPORATION

Articles of incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under Chapter 181 of the Wisconsin Statutes, do hereby certify:

Article I.

The name of the Corporation shall be Spooner Education Foundation, Inc.

Article II.

The Corporation is organized under Chapter 181 of the Wisconsin Statutes.

Article III:

Name of Initial Registered Agent: Donald Haack.

Article IV:

Street Address of Initial Registered Office: 500 College Street, Spooner, WI 54801.

Article V:

Mailing Address of Initial Principal Office: 703 Front Street, Spooner, WI 54801.

Article VI:

The Corporation will have no members.

Article VII:

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be nine (9); thereafter, the number and manner of election or appointment of Directors, and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3).

The names and addresses of the initial Board of Directors are as follows:

Name

Address

Initial Term Expires

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BYLAWS FOR  
SPOONER EDUCATION FOUNDATION, INC.

ARTICLE I

OFFICES

- 1.1 Principal and Business Offices. The Foundation may have such principal and other business offices as the Board of Directors may designate or as the business of the Foundation may require from time to time.
- 1.2 Registered Office. The registered office of the Foundation required by the Wisconsin Business Corporation Law to be with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors. The business office of the registered agent of the Foundation shall be identical to such registered office.

ARTICLE II

BASIC POLICIES

- 2.1 The following are basic policies of the Foundation:
- (a) The Foundation shall be noncommercial, nonsectarian, and nonpartisan.
  - (b) The name of the Foundation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the foundation.
  - (c) The Foundation shall cooperate with the School District of Spooner to support the improvement of education in ways which will not interfere with administration of the School District, and shall not seek to control its policies.
  - (d) The Foundation may cooperate with other organizations and agencies concerned with the welfare of students of the School District, but persons representing the Foundation in such matters shall make no commitments that bind the Foundation without the prior consent or authority of the Foundation's Board of Directors.

## ARTICLE III

### BOARD OF DIRECTORS

- 3.1 Power and Authority. The business affairs and property of the Foundation shall be managed by the Board of Directors.
- 3.2 Number Appointment and Term of Office. There shall be nine (9) persons on the Board of Directors who shall be nominated, elected or appointed and serve such terms as follows:
- (a) One (1) Director shall be the Superintendent of the School District of Spooner who shall serve by the virtue of his/her office as long as he/she is Superintendent.
  - (b) The remaining eight (8) directors, referred to herein as Directors-at-Large, shall be persons who have expressed a sincere interest in furthering the purposes of the Foundation. Except for their initial terms, which shall be staggered, these Directors shall serve terms of three (3) years, and none of them shall serve more than two (2) consecutive full three (3) year terms. The initial Directors-at-Large shall be those named in the Foundation's Articles of Incorporation and shall serve until the expiration of their terms as set forth therein. Commencing with the annual meeting of the Board of Directors to be held in 2001, Directors-at-Large whose terms expire shall be nominated and elected by the Board of Directors at its annual meeting. Directors whose terms are expiring at said meeting shall have the right to participate in said election. Directors shall take office immediately following their elections and shall serve until their successors are duly elected and qualified. None of the Directors-at-Large may be full time employees of the School District of Spooner or a Board of Education member.
- 3.3 Meetings.
- (a) Annual Meeting. The annual meeting shall be held on the second Monday of September at such time and place as the President shall designate. The purpose of the annual meeting is to elect directors and officers and conduct such business as may properly come before the Board. Every year an annual report shall be completed and disseminated.
  - (b) Regular Meetings. Regular meetings may be established by resolution of the Board of Directors, but shall be held not less than quarterly.
  - (c) Special Meetings. Special meetings of the Directors, for purpose or purposes, unless otherwise prescribed by statute, may be called by the President or upon written request of five (5) or more Directors. Only such

business as is designated in the notice may be discussed at a Special meeting.

- (d) Notice of Meetings. Written notice of stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or any other officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his/her address as it appears on the records of the corporation, with postage thereon prepaid.
- (e) Waivers of Notice. Any Director may waive notice of any meeting and by attending any meeting without protesting lack of proper notice, shall be deemed to have waived notice thereof.

3.4 Resignation. Any Director may resign at any time by a written instrument to that effect filed with the Secretary.

3.5 Removal. Any Director, except those appointed pursuant to 3.2 (a) and 3.2(b) above, may be removed from office, with or without cause, at a regular or special meeting by a two-thirds (2/3) vote of all Directors then in office.

3.6 Vacancies. Vacancies on the Board caused by death, resignation or removal shall be filled at any meeting by a majority vote of the remaining Directors. Directors elected to fill vacancies on the Board shall serve the unexpired term associated with the vacant position.

3.7 Minutes. Minutes of each meeting of the Board of Directors shall be distributed to each Board member in a timely manner.

3.8 Quorum and Voting Requirements. A simple majority of the Board of Directors then in office, or of the members of a committee, shall constitute a quorum for the transaction of business. A director shall be deemed present at a meeting of the Board or of a committee if he/she participates by means of conference phone or similar communications equipment, but no Director shall vote by proxy.

The vote of a simple majority of Directors present at any meeting at which there is a quorum shall constitute the act of the Board, or of the committee, unless a larger vote is required pursuant to bylaw.

## ARTICLE IV

### OFFICERS

- 4.1 Officers. The Officers of the Board of Directors and of the Foundation shall be the President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as members of the Board of Directors may authorize. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary, and the offices of President and Vice President. The Board of Education member and the Superintendent may not hold any office other than Director.
- 4.2 Election and Term of Office. The President, on or more Vice-Presidents, a Secretary and a Treasurer of the Foundation shall be elected annually by the Board of Directors at its annual meeting. Each officer shall hold office for one (1) year or until his/her successors shall have been duly elected and qualified.

Vacancies in any office of the Foundation occurring prior to the Annual Meeting of the Foundation shall be filled by action of the Board of Directors at any regular or special meeting of the Board.

- 4.3 President. The President shall be the senior officer of the Foundation and shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall appoint all committees of the Board not otherwise provided for and shall be ex-officio, a member of each committee. He/she shall present a report at each annual meeting of the Board of Directors covering the operations during the preceding fiscal year.

He/she may sign all papers, orders and documents requiring his/her signature, and perform such other duties as may be incumbent upon his/her office or as may be prescribed from time to time by the Bylaws. He/she shall not be compensated for his/her services. The Superintendent of Schools and the School Board Member are not eligible to be President or Vice-President.

- 4.4 Vice-Presidents. The Vice-Presidents shall perform those duties as assigned by the Board of Directors.
- 4.5 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by resolution or bylaw; be custodian of the corporate records and see that the seal of the Foundation is affixed to all documents as required. The Secretary shall sign all documents as required by his/her office and shall perform such duties as may be assigned to him/her by the President. He/she shall not be compensated for his/her services unless specifically authorized by the Board of Directors.

- 4.6 Treasurer. The Treasurer shall be responsible for the custody of funds, properties and securities of the Foundation, and shall advise the Board of Directors respecting its financial condition and the handling of its monies and investments. He/she shall sign documents for the Foundation from time to time as required and shall perform such other duties as may be specifically assigned to him/her by the President. He/she shall not be compensated for his/her services unless specifically authorized by the board of directors.

## ARTICLE V

### COMMITTEES

- 5.1 In General. The Board of Directors shall by resolution establish such committees as it may determine is advisable. The President shall appoint the members thereof. The President shall be an ex-officio member of all committees. Committees may have public members but not less than two (2) Directors as members.

## ARTICLE VI

### CONFLICTS, LIABILITY AND INDEMNIFICATION

- 6.1 Disclosure and Voting. Any Director or officer having a material financial interest, or having an immediate family member with a material financial interest, in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of such person's interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the Foundation's interest. The Board or committee to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information to or respond to questions) in the discussion and deliberations with respect to such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. For purposes of this section, a person shall be deemed to have a "material financial interest" in a contract or other transaction if such a person is the party (or one of the parties) contracting or dealing with the

Foundation, or is a director, trustee or officer, or has a significant financial or influential interest in, the entity contracting with the Foundation. "Immediate family member" means natural, adoptive or marital grandparent, parent, sibling child or grandchildren.

6.2 Liability of Member, Directors and Officers. No person shall be liable to the Foundation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a director or officer of the Foundation, in good faith, if such a person

- (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or
- (b) took or omitted to take such action in reliance upon advice of counsel for the Foundation or such statements made or information furnished by officers or employees of the Foundation which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

6.3 Indemnification of Directors and Officers. Every person who is or was a director or officer of the Foundation shall, together with their heirs, executors and administrators of such person be indemnified by the Foundation against all costs, damages and expenses asserted against, incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit or proceedings, including criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been such director or officer, except in relation to matters as to which he/she should be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his/her duty to the Foundation. The indemnity shall include reimbursement of amounts and expenses reasonably incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is found guilty of negligence or misconduct in the performance of his/her duties, if such director or officer was acting in good faith in what the director or officer considered to be the best interests of the Foundation with no reasonable cause to believe that the action was illegal.

The foregoing rights of indemnification shall be in addition to all rights to which directors or officers may be entitled as a matter of law, including but not limited to the provisions of Wis. Stats. 181.042 or any successor thereto.

The Foundation and its directors or officers shall not be liable to anyone for making any determination as to the existence or absence of liability, nor for

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making or refusing to make any payment hereunder on the basis of said determination, nor for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

#### ARTICLE VII

#### FISCAL YEAR

The fiscal year of the Foundation shall begin on July 1 and end on the last day of June of the next ensuing calendar year.

#### ARTICLE IX

#### AMENDMENTS

These Bylaws may be amended or restated by a majority vote of the Board of Directors.



Article VIII:

Said corporation is organized exclusively for charitable, 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.

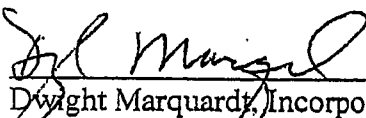
Article IX:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 distribution in furtherance of the purposes set forth in Article VIII hereof. 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 in or opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

In witness whereof, I have hereunto subscribed my name this 7<sup>th</sup> day of January, 2001.

  
Dwight Marquardt, Incorporator.

THIS DOCUMENT WAS DRAFTED BY:

Jeffrey W. Hart, Esq.  
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