

**BETHEL COMMUNITY SERVICES CORPORATION  
BYLAWS**

## **ARTICLE 1. NAME**

The name of this corporation shall be Bethel Community Services Corporation (hereinafter sometimes referred to as the "Corporation").

## **ARTICLE 2. EXISTENCE**

The existence of the Corporation shall be perpetual.

## **ARTICLE 3. PURPOSES**

The purpose of the Corporation shall be as provided in its Articles of Incorporation. Although the statement of purpose in the Articles of Incorporation shall be definitive, the following is provided for convenient reference.

The Corporation is organized exclusively for religious, charitable, and educational purposes; to engage in activities related to the aforementioned purposes; to invest in, receive, hold, use, and dispose of property as may be necessary or desirable to carry into effect the aforementioned purposes; provided, however, that all of the above purposes are 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 (herein, future references to the "Code" are taken as references to the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law). Without intending to limit any of the foregoing, the Corporation's specific purposes shall include assisting the various social ministries at Bethel Lutheran Church and to seek grants and funds outside of the Bethel budget to provide services to people in the community.

The Corporation shall have all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin; provided, however, that such powers may be exercised only to further the purposes stated above, and further provided that:

1. Private Investment. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or any other private individual, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes.
2. Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
3. Political Contributions. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
4. Distributions. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

5. Self-Dealing. The Corporation will not engage in any act of self dealing as defined in section 4941(d) of the Code.
6. Excess Business Holdings. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code.
7. Investments. The Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Code.
8. Certain Expenditures. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code.

#### **ARTICLE 4. OFFICE**

The Corporation shall have and continuously maintain in the State of Wisconsin, a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board of Directors determine.

#### **ARTICLE 5. OFFICERS**

**Section 5.1. Enumerated.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Corporation.

**Section 5.2. Election and Terms; Qualifications.** The officers of the Corporation shall be elected annually by ballot by the Board of Directors at their regular annual meeting. All officers, other than the Treasurer, shall be elected for a term of one (1) year and until their successors shall be elected. Any nominee to serve as an officer shall be a member of the Board of Directors. The governing body of Bethel Lutheran Church, Madison, Wisconsin, shall designate one of the Directors appointed by it to serve as Treasurer, to serve until a successor is appointed and qualified.

**Section 5.3. Resignation and Removal.** Any officer may resign at any time by giving written notice to the Board of Directors. The resignation need not be accepted in order to be effective. Any officer other than the Treasurer may be removed by two-thirds (2/3) vote of the Board of Directors, whenever the best interests of the Corporation shall be served. The Treasurer may be removed at such time and in such manner as is determined by the governing body of Bethel Lutheran Church.

**Section 5.4. Vacancies.** Any vacancy in any office, except Treasurer, shall be filled for the unexpired portion of the term of such office by appointment by the President subject to confirmation of the Board. A vacancy in the office of Treasurer shall be filled by appointment by the governing body of Bethel Lutheran Church.

## Section 5.5. Duties.

- a. **President.** The President shall be the principal executive officer of the Corporation and shall in general oversee and control all the business and affairs of the Corporation.

The President shall preside at all meetings of the Board of Directors. The President shall have the power to make and execute contracts in the ordinary course of business of the Corporation or to delegate such power. The President, shall appoint the chair of all committees. The President jointly with the chairperson of a committee shall appoint members to the respective committees, with deference to each Director's choice. At the annual meeting of the Board, the President shall report the activities of the Corporation during the preceding year and make a statement of plans for the ensuing year. The President shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors. The President shall be an ex-officio member of all committees of the Board of Directors.

- b. **Vice-President.** The Vice-President shall act for and exercise all the powers of the President in the absence of the President or in the event of his/her inability to act. The Vice-President shall have such other powers and shall perform such other duties as may be assigned by the President or the Board of Directors.

- c. **Treasurer.** The Treasurer shall have custody of and be responsible for all funds and securities of the Corporation subject to the approval of the Board of Directors, shall have or delegate authority to receive and give receipts for monies due and payable to the Corporation from any source, and deposit and/or cause to be deposited or invested all such money in the name of the Corporation, in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 11 of these Bylaws; shall keep and/or cause to be kept regular accounts and books which shall be open for inspection to any Board member upon reasonable notice; shall cause to be performed an independent audit at the close of each fiscal year or at such time as the Board of Directors shall determine; shall report at the annual meeting and at such regular meetings as requested by the President, as to the financial condition of the Corporation; shall give bond for the faithful discharge of his/her duties if required by the Board of Directors; shall in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors.

- d. **Secretary.** The Secretary shall keep or cause to be kept the minutes of all meetings of the Board of Directors; shall see that all notices are duly given

in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the corporate records; shall file or cause to be filed with the Wisconsin Department of Financial Institutions the annual report and other documents as required by law; shall file or cause to be filed all necessary documents which the Federal Government requires for a non-profit organization; shall in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

## **ARTICLE 6. BOARD OF DIRECTORS**

**Section 6.1. Jurisdiction.** The entire affairs of the Corporation shall be exercised, conducted, and controlled by the Board of Directors. The Board of Directors shall have the power to oversee the affairs of the Corporation and otherwise have and exercise all powers necessary and convenient to effect the purpose of the Corporation not inconsistent with these Bylaws and federal and state guidelines and regulations.

**Section 6.2. Size.** No less than three (3) nor more than seven (7) Directors shall constitute the Board of Directors.

**Section 6.3. Qualifications; Election and Tenure; Removal and Resignation.**

- a. **Qualifications.** The membership of the Board of Directors shall be composed of persons who have actively demonstrated and/or expressed interest in and who endorse the purposes of the Corporation and who are members in good standing of Bethel Lutheran Church, Madison, Wisconsin.
- b. **Election and Tenure; Qualifications.** Two Directors, one of whom shall be designated as Treasurer, shall be appointed by the governing body of Bethel Lutheran Church, Madison, Wisconsin. The other Directors shall be elected by the members of the existing Board of Directors from a slate of nominees approved by the governing body of Bethel Lutheran Church. Directors shall be elected or appointed for a three (3) year term and may be re-elected to any number of terms. The terms shall be staggered, so that approximately one-third of the directors are elected each year.
- c. **Removal and Resignation.** Directors may resign at any time by giving written notice to the President or the Secretary. A resignation need not be accepted in order to be effective. Directors, other than the directors appointed by Bethel Lutheran Church, may be removed from the Board by a majority vote of the Board of Directors, upon failure to attend three (3) consecutive board meetings without the approval by the President, upon failure to demonstrate interest in the Corporation, or whenever the best

interest of the Corporation is served. The directors appointed by Bethel Lutheran Church may be removed at such time and in such manner as determined by the governing body of Bethel Lutheran Church.

**Section 6.4. Vacancies.** Any vacancy on the Board of Directors shall be filled by election at a regular meeting of the Board, except that a vacancy in the position of directors appointed by Bethel Lutheran Church shall be filled by appointment by the governing body of Bethel Lutheran Church. Nominations shall be submitted by the nominating committee and approved by the governing body of Bethel Lutheran Church, and shall be considered by the Board of Directors prior to any vote. A person elected to fill a vacancy shall serve for the remainder of the unexpired term of his/her predecessor.

**Section 6.5. Liaison with Bethel Lutheran Church; Ex Officio Member of Board of Directors.** The governing body of Bethel Lutheran Church may appoint a member of that body as liaison to this corporation, and such liaison shall be an ex officio member of the Board of Directors, to be given notice and to attend all meetings of the Board of Directors, but who shall not vote or have any other powers of a member of the Board of Directors.

## ARTICLE 7. MEETINGS

**Section 7.1. Annual Meeting.** An annual meeting of the Board of Directors shall be held in accordance with the end of the Corporation's fiscal year, at such time and place designated by the Board of Directors, at the Corporation offices in Madison, Wisconsin. The purpose of this meeting shall include the election of members to the Board of Directors, the election of the officers and the transaction of other business.

**Section 7.2. Regular Meetings.** The Board of Directors may provide by resolution the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings of the Board without other notice than such resolution.

**Section 7.3. Special Meetings.** A special meeting of the Board of Directors may be called by or at the request of the President or any two (2) directors and such person or persons may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board.

**Section 7.4. Notice and Waiver.** Except as otherwise prescribed by law, written notice of the time and place of any special meeting of the Board of Directors shall be given at least ten (10) days previously. Any director may waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or by these Bylaws.

**Section 7.5. Action Without a Meeting.** Any action required by law to be taken, 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, setting forth the action so taken, shall be signed by all of the directors entitled to vote. Such consent shall have the same force and effect as a unanimous vote and may state as such in any articles or document filed with the Wisconsin Department of Financial Institutions. Such a consent may be signed in the same manner as a waiver, as described in Section 13.2, below and may be transmitted in the same manner as a notice, as described in Section 13.1, below.

**Section 7.6. Quorum.** One-half (1/2) of the directors shall constitute a quorum for the transaction of business and any meeting of the Board of Directors.

**Section 7.7. Vote and Manner of Action.** Each member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote. Voting by proxy shall not be allowed. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation or by these Bylaws.

**Section 7.8. Executive Sessions.** Upon motion carried by the majority vote of the directors present, the Board may go into executive session. Executive Sessions shall be closed to the public and employees. Nothing in this section shall prevent the President from requesting the presence of a particular non-board member(s) at such Executive Session.

## **ARTICLE 8. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

### **Section 8.1. Definitions Applicable to Indemnification and Insurance Provisions.**

- a. **"Corporation"** means Bethel Community Services Corporation, a nonstock, nonprofit corporation organized under Chapter 181 of the Wisconsin Statutes.
- b. **"Director," "Officer," "Employee" and "Agent"** mean any of the following:
  - (i) An individual who is or was a Director, Officer, Employee or Agent of the Corporation.
  - (ii) An individual who, while a Director, Officer, Employee or Agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, member of any governing or decision-making committee, employee or agent of another corporation or

foreign corporation, partnership, joint venture, trust or other enterprise.

- (iii) An individual who, while a Director, Officer, Employee or Agent of the Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also imposed duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan.
  - (iv) Unless the context requires otherwise, the estate or personal representative of a Director, Officer, Employee or Agent.
- c. "**Expenses**" include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.
  - d. "**Liability**" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses.
  - e. "**Party**" means an individual who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.
  - f. "**Proceeding**" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person.

## **Section 8.2. Mandatory Indemnification for Directors and Officers.**

- a. The Corporation shall indemnify a Director or Officer to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the Director or Officer was a party because he or she is a Director or Officer of the Corporation.
- b. (i) In cases not included under sub. (a) above, the Corporation shall indemnify a Director or Officer against liability incurred by the Director or Officer in a proceeding to which the Director or Officer was a party because he or she is a Director or Officer of the Corporation, unless liability was incurred because the person breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:



- (1) A willful failure to deal fairly with the Corporation in connection with a matter in which the Director or Officer has a material conflict of interest.
  - (2) A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
  - (3) A transaction from which the Director or Officer derived an improper personal profit.
  - (4) Willful misconduct.
- (ii) Determination of whether indemnification is required under this subsection shall be made pursuant to the procedures provided for in Article 8, Section 8.5 of these Bylaws.
  - (iii) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification is not required under these Bylaws.
- c. A Director or Officer who seeks indemnification under these Bylaws shall make a written request to the Corporation.
  - d.
    - (i) Indemnification under these Bylaws is not required to the extent limited by the Articles of Incorporation.
    - (ii) Indemnification under these Bylaws is not required if the Director or Officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding.

**Section 8.3. Allowance of Expenses as Incurred.** Upon written request by a Director or Officer who is a party to a proceeding, the Corporation may pay or reimburse his or her reasonable expenses as incurred if the Director or Officer provides the Corporation with all of the following:

- a. 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.
- b. A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that

indemnification is not required by this Article and that indemnification is not ordered by a court under applicable Wisconsin Statutes. The undertaking under this subsection shall be an unlimited general obligation of the Director or Officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

**Section 8.4. Optional Indemnification and Allowance of Expenses for Employees and Agents.**

- a. The Board of Directors of the Corporation may from time to time, by resolution, authorize the Corporation to indemnify and allow payment of expenses for Employees or Agents of the Corporation. The indemnification and allowance of expenses for Employees and Agents shall be in accordance with the standards and procedures contained in Sections 8.2, 8.3, and 8.5 of this Article 8.
- b. The resolution of the Board of Directors authorizing indemnification of Employees and Agents may be specific as to particular Employees and Agents or may be general as to all Employees and Agents.
- c. The resolution of the Board of Directors may authorize the Corporation to enter into written contracts with an Employee or Agent providing for indemnification and allowance of expenses or provided for in this Article 8.

**Section 8.5. Determination of Right to Indemnification.** Except for court ordered indemnification of Directors and Officers provided for in Section 181.0873(5) and 181.0879 of the Wisconsin Statutes, the right of a Director, Officer, Employee or Agent to indemnification under these Bylaws shall be determined by one of the three methods set forth below. The determination of which method will be used shall be by a majority vote of the disinterested Directors.

- a. By a majority vote of a quorum of the Board of Directors consisting of Directors not at the time parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, then by majority vote of a committee duly appointed by the Board of Directors 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 proceedings may participate in the designation of members of the committee.
- b. By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed under subparagraph (a), above, or if unable to obtain such a quorum or

committee, by a majority vote of the full Board of Directors, including Directors who are parties to the same or related proceedings.

- c. By a panel of three arbitrators consisting of one arbitrator selected by those Directors entitled under subparagraph (b) above to select independent legal counsel, one arbitrator selected by the person or persons seeking indemnification and one arbitrator selected by the two arbitrators previously selected.

**Section 8.6. Insurance.** The Corporation may purchase and maintain insurance on behalf of an individual who is a Director, Officer, Employee or Agent of the Corporation against liability asserted against and incurred by the individual in his or her capacity as an Employee, Agent, Director or Officer, or arising from his or her status as an Employee, Agent, Director or Officer, regardless of whether the Corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under these Bylaws or applicable Wisconsin Statutes.

#### **Section 8.7. Miscellaneous.**

- a. **Additional Rights to Indemnification and Allowance of Expenses.** The Board of Directors, by resolution, may authorize rights to indemnification and payment of expenses for Directors and Officers, which are in addition to those provided for in Section 8.2 and 8.4 of this Bylaw, provided that such authorization is determined by independent legal counsel to be permissible under Section 181.0877 of the Wisconsin Statutes.
- b. **Court Ordered Indemnification.** It is acknowledged that a Director and Officer of the Corporation has the right under Sections 181.0873(5) and 181.0879 of the Wisconsin Statutes to apply to a court of competent jurisdiction for a judicial determination of the right of a Director or Officer to be indemnified by the Corporation.

### **ARTICLE 9. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 9.1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; such authority may be general or confined to specific instruments.

**Section 9.2. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, or as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by the Treasurer and countersigned by one other officer of the Corporation.

**Section 9.3. Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation, in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 9.4. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may designate certain categories of gifts or contributions which may be accepted on behalf of the Corporation by fund raising boards authorized by the Board of Directors.

## **ARTICLE 10. RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any authority of the Board of Directors. All books and records of the Corporation may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE 11. FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of each year.

## **ARTICLE 12. SEAL**

The Corporation shall have NO corporate seal.

## **ARTICLE 13. NOTICES**

**Section 13.1. Manner of Notice.** Whenever under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any person, it shall not be construed to require personal delivery and such notice may be given in writing by depositing it, in a sealed envelope, in the United States mails, air mail or first class, postage prepaid, addressed (or, by delivering it to a telegraph company, charges prepaid, for transmission) to such person either at his/her address as it appears on the books of the Corporation or at his/her business address; and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails (or delivered to the telegraph company). Such notice may be given in writing by transmission by facsimile or electronic mail to such person at his/her address as furnished by that person to the Corporation; and such notice shall be deemed to be given at the time when it is thus transmitted.

**Section 13.2. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by

the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. A writing transmitted by electronic mail or facsimile to the Corporation shall be considered signed by the person if it bears the facsimile signature of such person and the Corporation has a reasonable basis to believe that such signature was affixed by the person with the intention of authenticating the writing.

#### **ARTICLE 14. DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision of the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to Bethel Lutheran Church, Madison, Wisconsin, or such other organization or organizations organized and operated exclusively for religious, charitable, educational, 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 of 1986, or corresponding section of any future federal tax code, as the Board of Directors shall determine.

#### **ARTICLE 15. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Corporation 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 Corporation may adopt.

#### **ARTICLE 16. REVISIONS OR AMENDMENTS**

These Bylaws may be amended or revised at any regular meeting of the Board of Directors of the Corporation by a two-thirds (2/3) vote, provided that the amendment or revision has been submitted in writing no less than twenty (20) days prior to the meeting, and further provided that the provisions of ARTICLE 6. and ARTICLE 14. referring to Bethel Lutheran Church may not be amended without the consent of the governing body of Bethel Lutheran Church, Madison, Wisconsin. Any such amendment or revision may be submitted in the same manner as a notice is given under Section 13.1, above.

#### **ARTICLE 17. COMPENSATION**

Compensation for services rendered may not be paid to any officer or director of the Corporation. Expenses incurred by any officer or director when acting on behalf of the Corporation may be reimbursed.

#### **ARTICLE 18. EQUAL OPPORTUNITY**

The Corporation supports and endorses without exception the concepts of fair and equal opportunity for all and they shall include such policies in their personnel policies.

