

BYLAWS OF
THE FORST INN ARTS COLLECTIVE

1. *ARTICLE I: REGISTERED OFFICE*

- 1.1. The registered office of the Corporation in the State of Wisconsin will be set forth in the Articles of Incorporation and filed with the Wisconsin Department of Financial Institutions in the manner prescribed by Chapter 181 of the Wisconsin Statutes and laws amendatory thereto. The registered office of the Corporation may be changed from time to time by the Board of Directors.

2. *ARTICLE II: PURPOSE AND POWERS*

- 2.1. This corporation is organized and shall be operated exclusively for educational purposes and in furtherance thereof and for no other purpose shall produce theatre, music, and other events for the entertainment and edification of our region, and to develop and support artistic and educational programs. In carrying out the foregoing purposes, this organization shall not engage except to an insubstantial extent in activities not in themselves in furtherance of such purposes.
- 2.2. The corporation shall be empowered to purchase, own, lease, and otherwise acquire real and personal property for carrying out the general purposes of this corporation. To establish and operate all necessary office and facilities for the carrying out of such purpose. The corporation shall be empowered to purchase, take, hold or deal in, mortgage or otherwise lien, to lease, sell, exchange, convey, transfer, or in any other manner whatsoever dispose of real and personal property within the State of Wisconsin.
- 2.3. The corporation shall have all powers necessary, or convenient, or concerned with the conduct and management of the above stated activities, shall have the power to borrow money and to do such things as maybe be necessary and convenient to carry out the purposes intended by the organization of this corporation, and not inconsistent with the law.
- 2.4. The corporation shall have the power to enter into obligations or contracts to do any incidental act necessary to the transaction of its business or expedient to the purposes as stated in its Articles of Incorporation.
- 2.5. The corporation shall have the power to take, receive, and hold real and personal property which is conveyed, bequeathed, devised to, or otherwise invested in the corporation in trust for a purpose consistent with the purposes set forth in its Articles.
- 2.6. The corporation shall have the power to engage Executive Director(s) to execute the business of the corporation at the discretion and direction of the Board.
- 2.6.1. The Executive Director(s) shall develop the Annual Operations Plan for review and approval by the Board of Directors.
- 2.6.2. The Executive Director(s) shall have the authority to enter into contracts, distribute the funds of the corporation and otherwise manage the operations of the corporation as outlined in the Annual Operations Plan or through additional Program Plans approved by the Board of Directors at regular or special meetings of the Board of Directors.
- 2.6.3. The Board of Director(s) will determine appropriate compensation for the Executive Director(s).
- 2.7. The corporation shall have the power to dissolve and wind up its affairs.

3. *ARTICLE III: DIRECTORS*

- 3.1. General Powers - The business and affairs of the Corporation will be managed by its Board of Directors.
- 3.2. Number and Tenure - The number of elected directors of the corporation will be twelve (12). In addition to those elected, up to six (6) directors may be appointed by the Executive Committee, upon approval of the Board. These appointees will serve until the end of the calendar year in which they are appointed. Each elected director will hold office for a term of three (3) years, except as set forth below

and will serve until his or her successor is elected and qualified. The term of office of each elected director will begin at the start of the calendar year.

3.3. Nomination and Election of Directors.

3.3.1. At each first board meeting of the calendar year, the board of directors will elect four (4) directors. No retiring elected director will be eligible for re-election until one (1) year from the date of retirement. Such prohibition does not apply to a director appointed to fill the unexpired term of another Board member, provided the length of the unexpired term is not more than two (2) years.

3.4. Regular Meetings - The Board of Directors will hold at least six (6) regular meetings during the year. The president will give notice of each meeting to each director at least three (3) days prior to the meeting.

3.5. Annual Meeting – The Board of Directors will provide for an Annual Meeting to be scheduled during the month of August for the purpose of reporting on the progress of the organization and to solicit input in regard to plans and activities of the organization. The Annual Meeting is open to the general public and the Patrons or Members of the organization will receive reasonable notice of the meeting.

3.6. Special Meetings - Special meetings of the Board of Directors may be called by the president or must be called by the president at the request of any four (4) directors. Notice will be given to each director at least twenty-four (24) hours in advance of any special meeting.

3.7. Waiver of Notice - Any director may waive notice of any meeting. The attendance of a director at a meeting will 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.

3.8. Quorum - A majority of the elected Directors of the Board constitutes a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

3.9. Manner of Acting - The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

3.10. Vacancies

3.10.1. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum except as set forth in Section 5.10.2 of these Bylaws. A director appointed to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

3.11. Removal of Directors - A director may be removed if he or she misses three (3) consecutive Board Meetings without due cause. Any director may be removed from office with cause by action of the Directors at any meeting called for that purpose. Notice of any such meeting must state such purposes.

4. *ARTICLE IV: OFFICERS*

4.1. Number and election - The officers of the Corporation will be a president, vice-president, secretary, and treasurer, each of whom will be elected by the Board of Directors. All officers will be members of the Board of Directors, and will be elected at the first regular meeting of the Board of Directors in the calendar year. Each officer will hold office until his or her successor is duly elected and qualified or until he or she resigns or has been removed from office.

4.2. Vacancies - A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

4.3. Removal of Officers - Any officer or agent of the corporation may be removed by the Board of Directors, with or without cause, whenever in the Board's judgment the best interests of the Corporation will be served thereby.

4.4. President - The president will be the principal executive officer of the corporation and, subject to the control of the Board, will in general supervise and control all of the business and affairs of the corporation. He or she will, when present, preside at all meetings of the members and of the Board of

Directors. The president is authorized to execute all instruments which the Board has authorized to be executed, and in general will perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time.

- 4.5. Vice -President - It is the duty of the vice-president to substitute for the president when the president is unable to perform his or her duties, and to assist the president and the Executive Committee and the Board of Directors in the management of the corporation.
- 4.6. Secretary - The secretary will record all proceedings at all meetings of the membership and the Board of Directors, and will keep the records and files of the Corporation. The secretary will send out proper notices of all meetings, regular or special, and will conduct correspondence for the corporation.
- 4.7. Treasurer - The treasurer will work with the Executive Directors to hold funds of the Corporation. The treasurer will make a complete report of the corporation's funds at each regular meeting of the Board of Directors.

5. *ARTICLE V: COMMITTEES*

- 5.1. Executive Committee - The Board of Directors may, by resolution adopted by a majority of the entire Board, designate four or more of its members to constitute an Executive Committee. Each member will hold office until the next regular meeting of the Board of Directors electing officers as provided in Section 6.1 of these Bylaws. The Executive Committee has the authority of the Board of Directors in the management of the business of the corporation in the interval between meetings of the Board, and will report for endorsement any actions taken in the interval at the next scheduled meeting of the Board.
- 5.2. Other Committees - The president or the Board of Directors may appoint other committees to serve the corporation in various areas as deemed advisable from time to time. Such committees will serve for periods designated by the Board.

6. *ARTICLE VI: DISPOSITION OF RECORDS*

- 6.1. The corporation shall keep at its registered office, correct and complete books of account, minutes of meetings of the Board of Directors, and the Executive Committee. Electronic copies of all records shall be available on the corporation website.
- 6.2. Upon leaving office, an officer, committee chair, or member of the Board of Directors will turn over all original records, books and properties of the corporation to his or her successor or to the Board of Directors.
- 6.3. The financial books of the corporation shall be audited annually by a professional accountant who is not a member of the corporation. The Treasurer shall present the written certification of the audit to the Board of Directors at the next regular meeting.

7. *ARTICLE VII: AMENDMENT OF BYLAWS*

- 7.1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted in the manner prescribed herein. The Board of Directors may propose the amendment by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a subsequent meeting of the Board of Directors. The amendment will be adopted if accepted by a vote of 2/3 of the Board of Directors.