

Bylaws of the Geneva Lake Arts Foundation, Inc.
Lake Geneva, Wisconsin
Founded January 31, 2014
Amended - February 10, 2026

ARTICLE I General

Section 1. Purpose of Foundation.

These Bylaws specify various matters affecting the operations and governance of the Corporation known as Geneva Lake Arts Foundation (herein referred to as "Foundation"). The purposes of this Foundation are to encourage individual artistic growth and excellence and increase community exposure to the visual arts as set forth in the Articles of Incorporation of the Foundation.

Section 2. Solicitation and Receipt of Gifts.

The Foundation shall seek gifts, contributions, donations and bequests (herein generally called "Gifts") for its purposes. While the Foundation specifically encourages unrestricted Gifts whose principal and/or income therefrom may be used for its Purposes at the discretion of the Board of Directors. The Board of Directors will accept Gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted Gifts.

ARTICLE II Members

Section 1. Membership Classes

Annual membership dues are set by the Board of Directors. Memberships are contingent on payment of annual dues and compliance with Foundation Bylaws and Policies and Procedures as set forth by the Board of Directors in effect at the time of the specific membership's commencement and valid amendments that may go into effect from time to time.

- a) Artist Member – this membership class pays annual dues and may exhibit artwork at Gallery 223 and may participate in art events according to the Policies and Procedures set forth by the Board. Artist Members have voting privileges.
- b) Supporting Member – this membership class pays annual dues and may volunteer for Foundation activities. Supporting Members have no voting privileges.
- c) Student Member – this membership class must be from 14 to 18 years old (inclusive). A Student Member pays annual dues at half the annual dues of the Supporting Member rate and may volunteer with written parental consent. Student Members have no voting privileges.
- d) Honorary Member – this membership class may be granted to an individual in recognition of exemplary service by a vote of the Board of Directors. An Honorary Member is considered an Artist Member, with voting rights, but is exempt from Artist Member annual dues.

Section 2. Election of Board Members.

The President shall appoint three (3) Artist Members to prepare nominations for members of the Board of Directors for the coming year to be submitted to the membership for electronic voting with the results announced at the annual meeting. Write-in nominations may be made from the membership during the voting process on

the ballot. Elections of the members of the Board of Directors shall be by majority vote of the voting membership. The term of elected Board members shall be two years. The President's and Vice-President's two-year terms shall run concurrently, other officers and Board members to be elected in interim years.

Section 3. Responsibilities and Voting Rights of Members

(a) Members shall have no responsibilities and voting rights on any matter except as specifically set forth herein.

(b) Any voting rights specified herein, shall be exercised only by the specific membership class, except as otherwise specifically provided herein. Each voting member shall be entitled to one vote on any matter submitted to a vote of the members as a whole or of any membership class.

(c) The only matters as to which Artist Members shall have any voting rights are as follows: Election of Board of Directors, Bylaw changes and any specific matter identified by the Board in writing needing general voting resolution or approval.

Section 4. Method of Voting; Proxies.

Each member may vote or execute consents, in person or by one or more agents authorized by a written proxy executed by the member and filed with the Secretary of the Foundation. No proxy shall be valid after eleven (11) months following the date of its execution. The effect of proxies and the manner of their execution, revocation and exercise, shall be governed by the laws of the State of Wisconsin.

Section 5. Meetings.

(a) Annual Meeting. An annual meeting of the members shall be held during the month of September of each year. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the Foundation. (Wis. Stats. Section 181.14(2))

(b) Special Meetings. Special meetings of the members may be called by the President, the Board of Directors or one-twentieth (1/20th) of the votes of members entitled to be cast at such meeting or by such other officers or such other proportion of members as may be provided in the Articles of Incorporation or these Bylaws. (Wis. Stats. Section 181.14(3))

(c) The President of the Board of Directors, or in the absence of the President, the Vice-President, shall act as chair of the meetings.

Section 6. Place of Meetings.

Meetings of the members may be held at any place within the state of Wisconsin as designated by the Board of Directors. (Wis. Stats. Section 181.14(1))

Section 7. Notices.

Notice of any meeting of the members of the Foundation, in each case specifying the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given to each member by delivering notice, orally, electronically or in writing, not more than fourteen (14) days prior to the date of the meeting but at least seven (7) days before the time set for such meeting, unless a different time shall be prescribed for a particular action (Wis. Stats. 181). If mailed, such notice, shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, and addressed to the member at their last known address as it appears on the records of the Foundation. In lieu of such notice, notice may be given by

publishing the same as a class 2 notice under Chapter 985 of the Wisconsin Statutes, near the principal office of the Foundation. (Wis. Stats. Section 181.15)

Section 8. Waiver of Notice.

The transactions of any meeting of the members of the Foundation, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in such notice, except that the time and place of the meeting need not be stated. All such waivers shall be filed with and made a part of the minutes of the meeting. (Wis. Stats. Section 181.70)

Section 9. Action Without Meeting.

Any action which may be taken at a meeting of the members may be taken without a meeting if all the members shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the members. (Wis. Stats. Section 181.72)

Section 10. Quorum; Action.

One tenth (1/10th) of the number of voting members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the voting members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law, the Articles of Incorporation of the Foundation or these Bylaws require a greater proportion. (Wis. Stats. Section 181.17)

Section 11. Adjournment.

Any meeting of the members, whether annual or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the voting members present. Notice of the time and place of an adjourned meeting need not be given to absent members if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 12. Transfers; Termination; Expulsion.

No member may transfer their membership or any right or rights arising therefrom unless such transfer is authorized by the Articles of Incorporation or, if the Articles of Incorporation so provide ~~or these Bylaws~~. Unless otherwise provided in the Articles of Incorporation, membership shall be terminated by non-payment of dues, voluntary withdrawal, expulsion for violation of the Bylaws or Policies and Procedures, or death. Thereafter all the rights of the member in the Foundation shall cease. A member may be expelled by an affirmative vote of two-thirds (2/3) of the Board of Directors. A member who has been expelled or suspended may be liable to the corporation for dues, assessments or fees because of obligations incurred or commitments made before expulsion or suspension. (Wis. Stats. Section 181.12)

Disciplinary Action

A complaint against a member alleging a violation of the organization's Bylaws, Policies and Procedures, policies, rules, non-payment of dues or any questions concerning the conduct of a member in the member's relationship to the Foundation, or its members, are matters for disciplinary consideration by the Foundation Board of Directors.

Disciplinary action may include, but is not limited to, private discussion with the member, correspondence detailing the violation under review, suspension of membership or expulsion. No discipline or disciplinary action of a member may be imposed except upon the affirmative vote of at least the majority of the sitting Board of Directors.

A statement of the disciplinary action must be given in person, sent by certified mail or another reliable courier service to the member. The member will have the opportunity to respond in writing or to appear in person, or via electronic media, at a hearing of the Board to present a defense to such allegations before final action is taken by the Board. Notice of the Board's action will be given to the member within 10 days.

Section 13. Annual Dues

Annual dues are collected from membership classes at the beginning of the fiscal year, beginning in January. New members may join throughout the year by paying the full current annual dues for the selected membership class. Annual dues will be established by the Board no later than June for the following year.

ARTICLE III

Directors

Section 1. Powers.

Subject to the limitations of the Articles of Incorporation of the Foundation, these Bylaws, and the laws of the State of Wisconsin, the affairs of the Foundation shall be managed by the Board of Directors. Such responsibilities shall include the achievement of the Foundation's goals through officers, employees and an administrative structure designated by the Board of Directors; the solicitation, development and investment of funds to assist the Foundation in achieving such goals; the formulation of any desirable amendments to the Articles of Incorporation or these Bylaws of the Foundation; and attendance at meetings of the Board of Directors and committees thereof. (Wis. Stats. Section 181.18)

Section 2. Number; Election; Term.

(a) The number of Directors of this Foundation shall be within the range of six to eight (6-8). Except as otherwise provided herein with respect to the terms of the initial Directors, each Director shall hold office for a term of two (2) years or until such Director's successor shall have been duly elected or until such Director's death, resignation or removal. Directors may be re-elected to serve more than one term in office. Directors need not be residents of the State of Wisconsin. Directors shall serve rotating terms with the general result that one half (1/2) of the terms of a proportion of 4/2 of the Board of Directors shall expire every two years. These Bylaws shall affect such result by designating a length of initial term in office for each initial Director unless such initial terms are set forth in the Articles of Incorporation designating such initial Board of Directors. Such initial terms are as follows: Initial term of President 1 year. (Wis. Stats. Section 181.20(2) and (3))

(b) The Board of Directors shall be elected or appointed according to Article II Section 2(a).

Section 3. Resignation.

A Director may resign at any time by giving written notice to the Secretary of the Board, who shall advise the Board of Directors of such resignation. Such resignation should be a 90-day notice, and shall take effect at that time. Acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal.

Any individual Director may be removed from office by the action of Board of Directors or special meeting of Artist Members.

Section 5. Vacancies.

A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of the Directors then in office, even though less than a quorum, after considering any recommendation of the Nominating Committee set forth in Section 14(c) of this Article below. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill and until such Director's successor is elected and qualified, or until such Director's death, resignation or removal. (Wis. Stats. Section 181.21)

Section 6. Meetings.

(a) Annual Meeting. A regular annual meeting of the Board of Directors shall be held each year during the month of September at such time or place as may be designated by the President of the Board or by the Vice President if the President is unable to act, for the transaction of business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year during the months herein provided therefor, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting during the months herein provided. (Wis. Stats. Section 181.24(2))

(b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Foundation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate. Videoconferencing is an accepted means of holding a meeting. (Wis. Stats. Section 181.24(2))

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Foundation, or if the President is absent or is unable or refuses to act, by any Vice President, or by a majority of Directors. (Wis. Stats. Section 181.24(2))

Section 7. Notices.

With the exception of regular meetings as set forth in Section 6(b) above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not more than fourteen (14) days prior to the date of the meeting, but at least seven (7) days before the time set for such meeting or, if notification is by mail, by mailing such notice at least seventy-two (72) hours before the time set for such meeting.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Neither the business to be transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting. (Wis. Stats. Section 181.24(2))

Section 8. Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting. (Wis. Stats. Section 181.70.)

Section 9. Action Without Meeting.

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent, including email, shall have the same force and effect as the unanimous vote of the Directors. (Wis. Stats. Section 181.72)

Section 10. Quorum.

A majority of the number of directors fixed pursuant to the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present, shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by the law, the Articles of Incorporation, or these Bylaws. (Wis. Stats. Section 181.22)

Section 11. Adjournment.

Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 12. Organization.

The President of the Board, or in the absence of the President, the Vice-President, shall act as Chairman at every meeting of the Board of Directors. The Secretary of the Board, or in the absence of the Secretary any person appointed by the Chairman of the meeting, shall act as Secretary of the meeting.

Section 13. Compensation.

No compensation shall be awarded any Officer of the Board of Directors at this time. However, in the future, upon resolution of the Board of Directors, any one or more Directors may receive reasonable compensation for their services as Directors and

reimbursement of expenses if attending an event out of State, while fulfilling their duties as Directors hereunder. Nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity, or receiving reasonable compensation therefor.

Section 14. Committees.

Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors or the President may authorize, and appoint or remove members (whether or not members of the Board of Directors), of standing and/or temporary committees to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors. All Standing committees will be defined in the Policies and Procedures.

Section 15. Director Conflicts of Interest.

No contract or other transaction between this Foundation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Foundation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction. (Wis. Stats. 181.225)

ARTICLE IV Officers

Section 1. Officers.

The Foundation shall have a President of the Board, one or more Vice Presidents, a Secretary, a Treasurer and such other officers or assistant officers as the Directors may from time to time elect. Any two, or more of said offices, may be held by the same person, except that the offices of President and Secretary and Treasurer and Vice President may not be held by the same person. (Wis. Stats. Section 181.25(1))

Section 2. Election.

The Officers and Directors of the Board shall be chosen annually by the Foundation voting class via electronic ballot and announced at its annual meeting. Each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal. Election or appointment as an officer shall not of itself create contract rights. (Wis. Stats. Section 181.25(1), 181.26)

Section 3. Resignation.

Any Officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Foundation. Such resignation shall take effect 90 days later upon receipt of the resignation by the Secretary or the Board of Directors. Acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal.

Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interests of the Foundation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed. (Wis. Stats. Section 181.26)

Section 5. Vacancies.

A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office, by the Board of Directors.

Section 6. President.

The President shall be the chief administrative officer of the Foundation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Foundation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation; provided, that neither the President nor any other Officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to Article V below of these Bylaws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties of other officers and employees of the Foundation, in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors. See Policies & Procedures.

Section 7. Vice President.

The Vice President shall, in the absence or disability of the President, perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. If at any such time the Foundation has more than one Vice President, the duties and powers of the President shall pass to the Vice Presidents in order of their rank as fixed by the Board of Directors, or if they are not so ranked, to the Vice President designated by the Board of Directors. The Vice Presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these Bylaws. See Policies & Procedures.

Section 8. Secretary.

The Secretary shall certify and keep, at the principal office of the Foundation, the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date, Board minutes, annual reports and minutes of any special meetings. The Secretary shall see that all notices are in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be the custodian of the records and relevant books of the Foundation which are available for inspection upon request to any member for any proper purpose and at any reasonable time. (Wis. Stats. Section 181.27(1)) See Policies and Procedures.

Section 9. Treasurer.

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Foundation, and deposit all such funds in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. The Treasurer shall keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. Upon request, the relevant books and records of the Foundation will be available to any member ~~(if the Foundation has members)~~ for any proper purpose at any reasonable time. (Wis. Stats. Section 181.27(1)), See Policies and Procedures.

ARTICLE V Instruments; Bank Accounts; Checks and Drafts; Loans; Securities

Section 1. Execution of Instruments. Except as in these Bylaws otherwise provided, 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 Foundation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts.

The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Foundation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.

Section 3. Checks and Drafts.

All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents, of the Foundation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Foundation in any of its duly authorized depositories may be made without counter-signature, by the President or any Vice President, or the Treasurer or any Assistant Treasurer, or by any other Officer or agent

of the Foundation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand stamped impression in the name of the Foundation.

Section 4. Loans.

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

Section 5. Sale of Securities.

The Board of Directors may authorize and empower any Officer or Officers to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest on stocks, bonds or securities, owned or held by this Foundation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of this Foundation, any assignment of bonds or stock certificates representing shares of stock owned or held by this Foundation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, this Foundation shall not offer or sell any of its securities in violation of any State or Federal securities law registration or other requirement.

ARTICLE VI Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Foundation shall coincide with the calendar year unless changed by amendment to these Bylaws.

Section 2. Corporate Seal.

The Foundation shall have no seal.

ARTICLE VII Indemnification

[These provisions should not be used for an organization, which is a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code. See Treas. Regs. Section 53.4941(d)-2(f)(3), which has been interpreted broadly by the Internal Revenue Service]

Section 1. Action Not in Name of Foundation. The Foundation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that such person is or was a Director, officer, member, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, trustee, officer, member, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo

contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Action in Name of Foundation. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, member, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, trustee, officer, member, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Foundation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Foundation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Successful Defense. To the extent that a Director, officer, member, employee or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection therewith.

Section 4. Authorization of Indemnification Under Sections 1 or 2. Any indemnification under Sections 1 or 2, unless ordered by a court, shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the Director, officer, member, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 or 2. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- (b) If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Advances for Expenses. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the Director, officer, member, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Foundation as authorized in this Section.

Section 6. Non-Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of disinterested directors or otherwise, both as to action in any such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Foundation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director, officer, member, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, trustee, officer, employee or agent of another ~~Foundation~~ organization, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Foundation would have the power to indemnify such person against such liability under this provision of the Foundation's Bylaws.

ARTICLE VIII Amendment

These Bylaws may be amended in the following manner: At any annual meeting or via electronic vote of the membership. Voting classes may approve an amendment by 2/3 vote of those present, or via electronic vote, and only after written approval of the Board of Directors. Bylaws must be reviewed every three years and presented in recorded minutes.

ARTICLE IX Parliamentary Procedure Robert's Rules of Order shall govern in matters of procedure at all meetings of the Foundation, unless contrary to any provision of these Bylaws.

ARTICLE X Dissolution

In the event of dissolution of the Foundation, no officer, or director shall be entitled to any distribution or division of its remaining property, net earnings, or its proceeds. The balance of monies and other property received by the Foundation from any source, after payment of all its debts and obligations shall be used or distributed exclusively for the purpose substantially similar to those for which Geneva Lake Arts Foundation was organized. Distributions of assets may only occur to other 501c3 organizations in accordance with current Internal Revenue Code guidelines.

Approved: September 26, 2013

Limited Liability of Directors and Officers

1) Except as provided in subs (2) and (3), a director or officer is not liable to the corporation, its members or creditors, or any person asserting rights on behalf of the corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the corporation or its members in connection with a matter in which the director or officer has a material conflict of interest.
 - (b) 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.
 - (c) A transaction from which the director or officer derived an improper personal profit.
 - (d) Willful misconduct.
- 2) Except as provided in sub. (3), this section does not apply to any of the following:
- (a) A civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency.
 - (b) A proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute.
 - (c) The liability of a director under s. 181.29.
- 3) Subsection (2) (a) and (b) does not apply to a proceeding brought by a governmental unit, authority or agency in its capacity as a private party or contractor.

Limited Liability of Volunteers

- 1) DEFINITION. In this section, "volunteer" means a natural person, other than an employee of the corporation, who provides services to or on behalf of the corporation without compensation.
- 2) IMMUNITY. Except as provided in sub. (3), a volunteer is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:
- (a) A violation of criminal law, unless the volunteer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
 - (b) Willful misconduct.
 - (c) If the volunteer is a director or officer of the corporation, an act or omission within the scope of the volunteer's duties as a director or officer.
 - (d) An act or omission for which the volunteer received compensation or anything of substantial value in lieu of compensation.
- 3) EXCEPTIONS.
- 1) Except as provided in par. (b), this section does not apply to any of the following:
- (a) A civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency.
 - (b) A proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute.
 - (c) Claims arising from the negligent operation of an automobile, truck, train, airplane or other vehicle by a volunteer.
 - (d) A proceeding against a volunteer who is licensed, certified, permitted or registered under state law and which is based upon an act or omission within the scope of practice under the volunteer's license, certificate, permit or registration.

- (e) Proceedings based upon a cause of action for which the volunteer is immune from liability under Wisconsin law.
- 2) Paragraph (a) 1. and 2. does not apply to a proceeding brought by or on behalf of a governmental unit, authority or agency in its capacity as a contractor.