

BYLAWS OF A NONPROFIT CORPORATION
Sauk County Institute of Leadership, Inc.
October 15, 1997

Revised August 2, 2005

ARTICLE I.
Name and Purpose

1. The name of this corporation shall be: Sauk County Institute of Leadership, Inc.
2. The principle office of this corporation shall be located in Sauk County, Wisconsin.
3. The purpose of this corporation is to help develop informed, civic-minded volunteer leaders who are committed to the future of Sauk County.
4. This corporation is organized exclusively for charitable and education purposes, including, for such purposes, the making of distributions to organization that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

ARTICLE II.
Members

1. This corporation shall have no members.

ARTICLE III.
Board of Directors

1. General: Responsibility for day-to-day management of the nonprofit Corporation shall be vested in a Board of Directors, which shall consist of a minimum of nine (9) members; including representatives from the Baraboo Area Chamber of Commerce, the Reedsburg Area Chamber of Commerce, the Sauk-Prairie Area Chamber of Commerce, the Sauk County Development Corporation, and the Sauk County UW-Extension office; the remaining board members will be elected from the county, at large. All members of the Board have equal voting rights and privileges.
2. Qualifications: A Director shall be committed to the purposes and rules of this Corporation as expressed in the corporation's articles.
3. Terms: A Director shall serve for a term of two years, and a Director may serve up to three (3) consecutive terms. The terms shall be staggered, with a Director standing for election every second year, at the annual meeting. This does not apply to representatives from the institutions identified in Article III.1
4. Removal: A Director may be removed with or without cause by a vote of a majority of the Corporation's Directors. The Director to be removed shall be given seven calendar days written notice of the date, time and place of the meeting at which removal will be considered and a summary of the reasons for such removal. The position of a Director with three unexcused absences from consecutive regular meetings shall be immediately vacant. Any Director removed may not hold office or be a Director of this corporation for the balance of the

activity year in which that removal occurs.

5. Vacancies: Vacancies on the Board shall be filled by a vote of the majority of the Corporation's Directors.

6. Resignation: Any Director may resign at any time by giving written notice to the President or to the Secretary. The resignation of any Director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7. Compensation: Directors shall not be paid compensation for the performance of their duties.

ARTICLE IV. Officers

1. Officers: Officers of this corporation shall be a President, Vice President, and Secretary/Treasurer, all of whom must be Directors.

2. Terms: the officers shall be elected for terms of two years by a majority vote of the Board of Directors. Officers may succeed themselves. All officers shall hold office until their successors have been duly elected and qualified.

3. Responsibilities:

a. The President (or, in his or her absence, the Vice President) shall preside at all meetings of the Board of Directors; shall present a report annually of the work of the Corporation for the preceding year at the annual meeting; shall appoint all committees with the consent of a majority of the Board of Directors; and shall be an ex officio member of all committees.

b. The Vice President shall assist the President in carrying out his/her activities, and shall act on behalf of the President in his/her absence.

c. The Secretary/Treasurer shall issue notice of all meetings; shall be responsible for the keeping and maintaining of corporate minutes, records, reports, and other documents pertaining to the affairs of the Corporation; and shall be responsible for the custody of all moneys and securities of Corporation, and shall have responsibility for the keeping of regular books of account with respect thereto.

d. The officers of the Corporation shall also perform all duties regularly and customarily performed by like officers in similar organizations and shall perform all duties specifically delegated to them by the Board.

4. Removal: Any officer of the Corporation may be removed from office, with or without cause, by a majority vote of the Board of Directors.

5. Vacancies: Vacancies in any of the offices of the Corporation shall be filled for the unexpired term by a majority vote of the Board.

6. Resignation: Any officer may resign at any time by giving written notice to the President or to the Secretary. The resignation of any officer shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V.

Meetings and Committees

1. Annual Meetings: The annual meeting of the Board shall be held in August of each year, at a time and place convenient to members of the Board. The date, time, and place of each meeting shall be established by the President, and shall be such as to be convenient to a maximum number of Directors. The Secretary shall give adequate notice to the members of the board not less than five and no more than 33 days before the meeting date.

2. Special Meetings: Special meetings of the Board may be called at any time by the President, or by a majority of the members of the Board. The Secretary shall give adequate notice to all members of the Board, not less than three and no more than 15 days before the special meeting. The notice calling for a special meeting of the Board shall state the purpose(s) thereof.

3. Consent and Waiver: The notice provisions of the preceding sections need not apply if consent and waiver forms are signed by a majority of the Directors.

4. Quorum: Five (5) members of the Board shall constitute a quorum. A majority vote of that quorum shall suffice for a fully valid and official act of the Board, except as indicated otherwise in the Corporation's articles and bylaws.

5. Unanimous written consent: A decision of the Board shall be valid and official without a meeting of the Board, if the decision in writing is signed by all members of the Board.

6. Standing Committees: The Board shall maintain four standing committees and each board member shall serve on at least one committee.

a. An Alumni Committee, charged with developing activities that allow alumni to continue to build their leadership skills, meet members of other classes and promote greater use of SCIL alumni in Sauk County. This committee is also charged with planning and hosting the annual celebration of leadership dinner.

b. An Executive Committee, charged with nominating Board members and officers, and other expeditious business of the corporation as delegated by majority votes of the board,

c. A Program Committee, charged with general oversight of the corporation's programming. Including but not limited to selection of topics, dates, locations, program chairs, and the integration of leadership skill building.

d. An Annual Report Committee, charged with developing and distributing the SCIL's Annual Report. Members of the four standing committees of the Board shall be appointed by the President.

ARTICLE VI.
Finances

All financial accounts in any financial institution shall be held in the name of the Corporation with authority in either the President, an officer of the Corporation, or an individual authorized by a majority vote of the Board to act and sign for the Corporation on financial matters.

ARTICLE VII.
Amendments

1. Amending Articles: The articles of incorporation may be amended by a vote of a majority of Board members holding office.

2. Amending the Bylaws: The bylaws of this Corporation may be amended by a vote of a majority of Board members holding office.