

BYLAWS

OF

WAUKESHA COUNTY COMMUNITY FOUNDATION, INC.

As Amended Through March 7, 2023

ARTICLE I

Purpose

Section 1. Purpose and Area of Service. The Corporation shall be organized and operated exclusively for charitable, educational or other exempt purposes consistent with Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code (IRC). Specifically, the purpose of the Corporation shall be to meet local challenges and improve the quality of life in Waukesha County. Unless otherwise approved by the Board of Directors of the Corporation, all assets shall be held as component funds of the Corporation as provided in Section 1.170A-9(f)(11) of the Treasury Regulations. Contributions to the Corporation shall be deductible as charitable contributions pursuant to Section 170 of the IRC, and the Corporation shall not engage in any activities that may cause it to lose its exempt status under Sections 501(c)(3) or 170 of the IRC or the associated Treasury Regulations.

Section 2. Restrictions on Use of Corporate Assets. No part of the net earnings of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation shall include carrying on of any propaganda or attempting to influence legislation. The Corporation is strictly prohibited from participating or intervening in any political campaign on behalf of any candidate for public office.

ARTICLE II

Offices

Section 1. Principal Office. The corporation may have such offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2. Registered Office and Registered Agent. The corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the "WNCL").

ARTICLE III

Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications.

The number of directors shall be as determined by the Board of Directors from time to time but in no event less than three (3) nor more than twenty-five (25). Each director shall serve for a term of three (3) years and may be re-elected to serve a maximum of four (4) terms. No amendment of this section shall reduce the number of directors to less than the number required by the WNCL, which at the time of

adoption of these Bylaws is three (3). To the extent practicable, director terms shall be staggered so that only a portion of the director seats are elected each year.

Directors shall be elected annually at the regular annual meeting of the Board of Directors. If the election of the directors shall not be held at such a meeting, such election shall be held as soon thereafter as is conveniently possible. Each director shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or for any other reason a vacancy shall occur. A majority of the directors specified in this Section 2 shall at all times be residents of Waukesha County, Wisconsin. In electing directors of the corporation, the Board of Directors shall make every effort to achieve a board that is broadly representative of the community, including geographic and cultural diversity within Waukesha County, and, to the extent possible, representation of education, health care, the performing and visual arts, social welfare, the business community and government.

Section 3. Resignation. A director may resign at any time by filing a written resignation with the Chairperson or the Secretary of the corporation.

Section 4. Removal. A director may be removed from office with or without cause by a vote of two-thirds (2/3) of all directors then in office. Such action shall be taken at either at a regular meeting of the Board of Directors or at a special meeting called for such purpose.

Section 5. Vacancies. In the case of any vacancy on the Board of Directors through death, resignation, disqualification or other cause, the remaining directors by an affirmative vote of a majority thereof, may elect a successor to hold office until the next meeting for the election of directors and until the election and qualification of his/her successor.

Section 6. Compensation. Directors of the corporation shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal or professional services rendered which are necessary to carrying out the exempt purposes of the corporation. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE IV Meetings

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors may determine, on the date in each year designated by the Board of Directors, and at the time stated in the notice thereof, for the purpose of electing or appointing directors or officers for the ensuing year and/or for the transaction of such other business as may properly be brought before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held at a fixed time and place, as may from time to time be determined by resolution of the Board, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

Section 3. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes on call of the Chairperson, President or Secretary, and shall be called by the Secretary on the written request of a majority of the directors, or as may otherwise be provided by law. Any request for such meeting shall state the purpose or purposes of the proposed meeting.

Section 4. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual, regular or special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least five (5) days prior thereto. Notice of any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the WNCL may be communicated in person, by telephone, facsimile or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received, (ii) when deposited in the U.S. mail, in a sealed envelope so addressed with postage thereon prepaid, or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(b) Waiver of Notice. Notice of the annual meeting or any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting.

(c) Attendance as Waiver of Notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. 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, unless the act of a greater number is required by the WNCL, the Articles of Incorporation, or these Bylaws of the corporation.

Section 7. Conduct of Meetings. Meetings of the directors shall be presided over by the Board Chairperson or, in his/her absence, the Vice Chair or a person chosen at the meeting to act as chair of the meeting. The Board Secretary shall be responsible for recording or otherwise documenting the minutes of each meeting

Section 8. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or these Bylaws of the corporation, or any provision of the WNCL, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by two-thirds of the directors entitled to vote with respect to the subject matter thereof. Such consent shall be as valid a corporate action as though it had been authorized at a meeting of the directors and the written comments shall be filed with the minutes of the proceedings of the Board of Directors. All directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or on the tenth day after the date on which written notice is given, whichever is later.

Section 9. Meetings by Telephone or Other Communication Technology. In accordance with Section 181.0820 of the Wisconsin Statutes, any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of any means of communication by which any of the following occurs: (i) all participating directors may

simultaneously hear or read each other's communications during the meeting, or (ii) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted through the use of any means described in this section, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in this section is deemed to be present in person at the meeting.

Section 10. General Powers as to Negotiable Paper. The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 11. Powers as to Other Documents. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instruments in the name of the Corporation and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Corporation by the Chairperson, by the Secretary, or the Treasurer.

Section 12. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V Officers

Section 1. Principal Officers. The principal officers of the corporation shall be a Chairperson, a Vice Chair, a President, a Secretary, and a Treasurer. The Board of Directors may, if it deems appropriate, elect additional Vice Chairs and may appoint such other officers as it may see fit, including designating an officer as Chairperson-Elect. The same individual may simultaneously hold more than one office. Officers shall be members of the Board of Directors. Except as otherwise provided in these Bylaws, the officers of the corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. With the exception of the Chairperson and Vice Chairperson, each officer shall hold office from the close of the annual meeting for a term of one (1) year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided. The Chairperson and Vice Chairperson shall hold office from the close of the annual meeting for a term of two (2) year(s), or until a qualified successor is elected upon expiration of the term of that officer, or until that Chairperson's or Vice Chairperson's death, or until that Chairperson or Vice Chairperson shall resign or shall have been removed in the manner hereinafter provided.

Section 2. President. The executive committee shall recommend to the Board the appointment of a President, upon such terms and conditions as the executive committee shall deem proper. Upon appointment by the Board, the President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall be responsible for the conduct of the business of

the corporation in accordance with the duties, responsibilities, and policies prescribed by the Board. The President will report to the executive committee or its designated representative.

Section 3. Chairperson. The Board of Directors may elect one of its members the Chairperson of the Board. The Chairperson shall preside over all meetings of the directors at which he or she is present. He or she shall have such other powers and duties as may from time to time be prescribed by these Bylaws or by resolution of the Board of Directors, including the execution and delivery of documents on behalf of the corporation, unless another person be authorized by the Board or required by law to do so.

Section 4. Vice Chairperson. The Board of Directors may elect one of its members the Vice Chairperson of the Board. The Vice Chairperson shall serve as an officer and be next in line for the Chairperson role. He or she shall have such other powers and duties as may from time to time be prescribed by these Bylaws or by resolution of the Board of Directors, including the execution and delivery of documents on behalf of the corporation, unless another person be authorized by the Board or required by law to do so.

Section 5. The Secretary. The Secretary shall: (i) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (iv) in general perform all duties incident to the office of Secretary, included in these Bylaws, and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

Section 6. The Treasurer. The Treasurer shall: (i) have the oversight responsibility for all funds and securities of the corporation, and for moneys due and payable to the corporation from any source whatsoever, including the deposit of such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (ii) in general perform all of the duties incident to the office of Treasurer, included in these Bylaws, and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors. The Treasurer may be required by the Board of Directors to give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 7. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 8. Election and Term of Office. With the exception of the President, Chairperson and Vice Chairperson, the officers of the corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner provided herein. The Chairperson and Vice Chairperson shall be elected by the Board of Directors and serve terms of two years. The President is an appointed position.

Section 9. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 10. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 11. Compensation. With the exception of the President, officers of the corporation shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE VI Committees

Section 1. Executive and Other Committees. The Board of Directors by resolution may create an executive committee or one or more other committees, each consisting of such number of directors designated by the Board of Directors, having such powers and duties, not inconsistent with Section 3 hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

The Board of Directors may also designate persons who are not directors to serve as either voting or non-voting members of any such committee with the exception of the Executive Committee. The Executive Committee shall consist of the Chairperson, Vice Chair(s), Past Chair, Secretary and Treasurer and shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the corporation. Additionally, a chairperson of any committee may be an individual other than a director.

Section 2. Distribution Committee. The Board of Directors, operating as a whole, shall function as the Distribution Committee, and shall direct or, in the case of a fund designated for specified beneficiaries, monitor the distribution of all of the corporation's funds exclusively for charitable purposes, within the meaning of Internal Revenue Code.

Section 3. Nondelegable Powers; Alternative Members; Rules of Committees. No committee of directors shall be empowered to act in lieu of the entire Board of Directors in respect to election of officers or the filling of vacancies on the Board or on committees of directors created pursuant to this Article VI. All members of the Board of Directors who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the Chairperson of such meeting. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request.

Section 4. Ex Officio Members of Committees. The Chairperson shall be an ex officio voting member of all committees.

ARTICLE VII
Indemnification

Section 1. Mandatory Indemnification. The corporation shall, to the fullest extent permitted by the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its directors and officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any proceeding to which any director or officer is a party because such director or officer is a director or officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as directors or officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such director or officer may be entitled under any written agreement, board resolution, vote of the Members, the WNCL or otherwise. All capitalized terms used in this Article V and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the WNCL.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (i) the purchase of insurance on behalf of any one or more of such directors, officers, employees or agents, whether or not the corporation would be obligated to indemnify or advance Expenses to such director, officer, employee or agent under Section 1 of this Article, and (ii) entering into individual or group indemnification agreements with any one or more of such directors or officers.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE VIII
Conflict of Interest

Each member of the Board shall disclose to the Board of Directors any possible conflict of interest pertaining to a matter being considered by the Board. Any director having a conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors. He or she shall not be present for any vote on any matter to which such conflict of interest pertains. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting and quorum situation. If a director is uncertain as to whether he or she has a conflict of interest which requires abstention or if a director asserts that another director has such a conflict, the Board, by majority vote of those present other than the Board member(s) having the possible conflict, shall decide whether abstention is required. The Board shall have the power to adopt a conflict of interest policy which may contain provisions in addition to, but not inconsistent with, the provisions of this Article VIII.

ARTICLE IX
Dissolution

Upon the dissolution of the Corporation, the net assets after satisfaction of all legal debts and obligations of the Corporation, shall be distributed to one or more qualified organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

ARTICLE X
Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Corporation shall provide a method for public disclosure of the its annual IRS Form 990 and such other documents and information as required by Federal, state or local law.

ARTICLE XI
Fiscal Year

The fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE XII
Seal

The corporation shall have no corporate seal.

ARTICLE XIII
Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof.

Section 2. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with these Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend these Bylaws so that these Bylaws would be consistent with such action, shall be given the same effect as though these Bylaws had been temporarily amended or suspended so far, but only so far as is necessary to permit the specific action so taken or authorized.

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