

# Haase Community Connections, Inc.

dba THE HAASE HOUSE



## Board Manual

*May 2020*

# **HAASE COMMUNITY CONNECTIONS, INC.**

## **Board Development Manual**

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## I. BUSINESS Overview:

THE HAASE HOUSE, LLC., was established by Mary Haase in 2017, based on a unique business model intended to be on the cutting edge of the Medicaid/Medicare Home and Community Based Settings(HCBS)-Final Rule legislation (2014), serving young adults with disabilities 18 through 35 with Intellectual Developmental Disabilities and Autism Spectrum Disorders. THH provides support and services (*hourly day services that encompass supportive home care, respite care, daily living skills and supported employment*) to these young adults in both realistic residential environments and the broader community. Using customized plans mutually developed with clients and stakeholders, the goals for all clients of THH are to build more self-sufficient, independent and purposeful skill sets to prepare and equip them for meaningful lifestyles that can include safely and confidently working, living and participating in their communities. HAASE COMMUNITY CONNECTIONS has been organized in May of 2020 as a Non-Profit corporation to manage the operations and educational purposes of THH.

THH curriculum topics included in Programming based on 3 Life Skill Domains: Supported Living, Community Participation and Employment

- Functional Reading (i.e. cooking, community, shopping, etc...)
- Reading (i.e. improve from baseline, leisure activity)
- Social Skills
- Pre-Vocational/Vocational
- Wellness
- Fitness
- Safety (i.e. community, relationships, first aid, weather, strangers, medications, diet, etc...)
- Money Management
- Time Management/Planning
- Cooking Skills
- Household Maintenance
- Cleaning
- Health and Hygiene
- Citizenship and Volunteerism
- Leisure Development
- Plant Care/Gardening/Yardwork

The other unique facets of the THH operating model is: 1) a very low staff-to-client ratio (3:1) is maintained to ensure each client receives the proper attention and instruction needed to progress, and 2) a 1-story ranch home located in a central neighborhood in Mukwonago is used as a hub where clients receive these services in groups and/or individually. A Special Use Permit was granted to THH in July of 2019 to allow for this type of business to operate in a residential area, and THH must comply by a few guidelines in terms of traffic and parking in order to not be a disruption to the neighbors.

The uniqueness of this business model leaves THE HAASE HOUSE as an “uncategorized” business in the eyes of the state of Wisconsin, yet is recognized by many state government agencies (IRIS, Premier, GT Independence) as one of the best vendor options for some of the higher-functioning disabled young adults. 99% of Service/Transportation Income is paid out to THH by these agencies. As the State of WI implements more of the national HCBS mandates down to local levels to integrate this population into the community (not segregate), it is anticipated a new category of business will be developed, and communities will start to see more support programs similar to THH in the future.

Currently, THH currently services approximately 15 clients with 8 part-time program managers/assistants along with Mary’s full-time dedication to both the business operations and the client programming. Two(2) part-time office personnel are used for bookkeeping (A/R, A/P), HR, billing, marketing, event planning, and general office work. Legal, technology and accounting functions are out-sourced.

## **our VISION**

**for the communities we serve**

For every young adult with a disability to have a choice to optimize post-high school supports and services to bridge their current daily living skill set to a more self-sufficient, independent and purposeful one. This transformation will dispel the fears of the families, care givers, and disabled young adults, and make it a reality to plan for a meaningful future and the lifestyle of their choice within their community.

## **our MISSION**

**for the individuals we serve**

THH's experienced and compassionate staff uses individualized goal-driven programming and unique hourly schedules to provide supports & services to young adults with disabilities, both in our home and client's homes, and in the community. It's through "real life" teaching and opportunities experienced in a natural, safe, home setting where individuals work towards building a brighter, more independent futures for themselves focused on employment, community engagement, and daily living.

## **our VALUES**

**for our employees and families we work with**

- Care and Compassion - the way we treat people
- Honesty & Trust - what we strive for in every relationship
- Family Focused - stressing the importance of yours and ours
- Respect - we recognize individual differences
- Engaged - focused energy drives progress for all
- Positivity - our welcomed approach to managing life together

## **II. RESPONSIBILITIES OF BOARD MEMBERS**

### **LEGAL RESPONSIBILITIES OF BOARD MEMBERS**

BoardSource, formerly the National Center for Nonprofit Boards, in Washington, D.C., has researched this area extensively and has arrived at the following three legal duties for those governing not-for-profit Corporations:

#### **Duty of Obedience**

The duty of obedience requires board members to be faithful to the stated mission of HAASE COMMUNITY CONNECTIONS. Although board members may exercise their own reasonable judgment concerning how HAASE COMMUNITY CONNECTIONS meets its mission, they are not permitted to act in a way that is inconsistent with the central goals of the Corporation. The rationale for this rule is based in part on the fact that not-for-profit Corporations rely heavily on the public's trust when soliciting donations and grants, and the public has a right to rely on the representation that the money will be used for the purpose for which it was given.

#### **Duty of Care**

The duty of care describes the level of competence that is expected of a board member. Although historically there has been considerable debate about whether the standard of care for a not-for-profit Corporation should differ from that for a for-profit corporation, today it is fairly established that the standard of care is the same. The most commonly expressed standard is that a board member owes the duty of "care that an ordinary, prudent person would exercise in a like position and under similar circumstances."

#### **Duty of Loyalty**

The duty of loyalty is a standard of faithfulness to HAASE COMMUNITY CONNECTIONS. The fundamental duty of loyalty owed by a board member is the duty to give undivided allegiance to HAASE COMMUNITY CONNECTIONS when making decisions affecting HAASE COMMUNITY CONNECTIONS.

### **PERSONAL RESPONSIBILITIES OF BOARD MEMBER**

- Being a member of HAASE COMMUNITY CONNECTIONS and actively participating in its mission and programs.
- Attending board meetings, committee meetings as assigned, training sessions, and special meetings as appropriate.
- Understanding and believing in HAASE COMMUNITY CONNECTIONS—its mission, goals, methods, objectives, programs, and procedures.
- Making decisions on issues, policies, goals, and objectives based on careful consideration of the facts and all relevant data.
- Keeping informed and knowing what is going on in the Corporation, never hesitating to ask questions or request information.
- Giving fully and enthusiastically of time, talents, and treasures.
- All Board communication and information, including e-mail is held in confidence.

### **TEN BASIC RESPONSIBILITIES OF BOARDS**

According to the Center for Nonprofit leadership management at Arizona State University, Boards have the following ten basic responsibilities:

**Select the Executive Director (chief executive).** Boards must reach consensus on the Executive Director's responsibilities and undertake a careful search to find the most qualified individual for the position.

**Provide proper financial oversight.** The board must assist in developing the annual budget and ensuring that proper financial controls are in place.

**Ensure adequate resources.** One of the board's foremost responsibilities is to provide adequate resources for the Corporation to fulfill its mission.

**Ensure legal and ethical integrity and maintain accountability.** The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.

**Ensure effective Corporation planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.

**Recruit and orient new board members and assess board performance.** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.

**Enhance the Corporation's public standing.** The board should clearly articulate the Corporation's mission, accomplishments, and goals to the public and garner support from the community.

**Determine, monitor, and strengthen the Corporation's programs and services.** The board's responsibility is to determine which programs are consistent with the Corporation's mission and to monitor their effectiveness.

**Support the Executive Director and assess his or her performance.** The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals for the Corporation.

## **HAASE COMMUNITY CONNECTIONS Conflict of Interest Policy**

HAASE COMMUNITY CONNECTIONS will maintain a high standard of conduct for its staff and volunteers. In all actions taken in their capacity as part of HAASE COMMUNITY CONNECTIONS team, volunteers assume the obligation to act in the best interest of the Corporation and to avoid any conflict or perception of conflict between those corporate interests and their personal, professional and business interests. Volunteers and staff are expected to adhere to the following:

- (a) Directors, officers, other volunteers and employees of HAASE COMMUNITY CONNECTIONS Board shall adhere to the highest standards of honesty, good faith and fair dealing in all activities related to HAASE COMMUNITY CONNECTIONS Board. This Board encourages all to use the six Corporation values in all of their activities.
- (b) No director, officer, other volunteer, employee, other employee specified by the President, or any member of their respective families or households shall accept gifts, gratuities or favors of any kind from any person, firm or corporation doing business or seeking to do business with HAASE COMMUNITY CONNECTIONS Board and which could reasonably be expected to influence, or create the appearance of influencing, his or her actions affecting HAASE COMMUNITY CONNECTIONS Board. This prohibition is not intended to preclude business meals or other nominal benefits in the reasonable and ordinary course of business.
- (c) Without full and complete disclosure to and approval by HAASE COMMUNITY CONNECTIONS Board, no director, officer, other volunteer or selected employee shall have any position of influence with, or a material financial interest in, any other entity, the existence of which does or could reasonably be expected to conflict with the proper performance of his or her duties or responsibilities to the Board, or which could reasonably be expected to affect his or her independent judgment and action with respect to transactions between HAASE COMMUNITY CONNECTIONS Board and such other entity. If such a position exists, it must be disclosed to the Executive Director and to the President of the Board.
- (d) Each director, officer, other volunteer and selected employees shall provide HAASE COMMUNITY CONNECTIONS Board with a full and complete written disclosure of all facts of any transaction or situation that may be subject to any reasonable doubt concerning the possible existence of a conflict of interest by the director, officer, other volunteer or selected employee.
- (e) For situations which arise in which HAASE COMMUNITY CONNECTIONS Board may wish to contract or enter into an arrangement for goods or services under circumstances that may present a conflict of interest affecting one or more of its members, the affected member(s) of HAASE COMMUNITY CONNECTIONS Board agree(s) to provide full information to the Board or to allow the Board to approve by resolution (with the affected member abstaining) such contract or arrangement provided it is advantageous to do so.
- (f) Annually the Executive Director shall send, or cause to be sent, a copy of this Resolution and a copy of a disclosure statement/questionnaire to all directors, officers, other volunteers and selected employees who shall complete and return a copy of the disclosure statement/questionnaire to the Executive Director or his/her designee.
- (g) The Executive Director shall submit a confidential report to the Board concerning any potential conflict of interest of any director, officer, other volunteer and selected employee, together with his/her recommendations concerning the same.
- (h) The Executive Director shall administer this Policy, and any disputed action of the Executive Director with respect to this Policy shall be resolved by HAASE COMMUNITY CONNECTIONS Board.
- (i) Each new director, officer, other volunteer and selected employee shall participate in a similar procedure immediately upon assumption of his or her responsibilities.
- (j) Each Executive Director, board officer/member, volunteer and employee shall agree and be submitted to a background check upon being approved by board decision.

## HAASE COMMUNITY CONNECTIONS Conflict of Interest/Statement of Disclosure

**Note:** *In order to be more comprehensive, this Conflict of Interest/Statement of Disclosure also requires you to provide information with respect to certain parties that are related to you. These persons are termed “Affiliated Persons” and include the following:*

- (a) *Any immediate family member,*
- (b) *Any corporation or Corporation of which you are an officer or a partner or are, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities, or*
- (c) *Any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.*

1. Name: \_\_\_\_\_

2. Have you or any of your Affiliated Persons provided services or property to HAASE COMMUNITY CONNECTIONS in the past year?

Yes                       No

If yes, please describe the nature of the services or property:

3. Have you or any of your Affiliated Persons purchased services or property from HAASE COMMUNITY CONNECTIONS in the past year?

Yes                       No

If yes, please describe the purchased services or property:

4. Were you or any of your Affiliated Persons indebted to pay money to HAASE COMMUNITY CONNECTIONS at any time in the past year? (other than travel advances or the like)

Yes                       No

If yes, please describe the indebtedness:

***HAASE COMMUNITY CONNECTIONS Conflict of Interest/Statement of Disclosure (continued)***

5. In the past year did you or any of your affiliated persons receive, or are entitled to receive, directly or indirectly, any personal benefits from, or as a result of your relationship with HAASE COMMUNITY CONNECTIONS that in the aggregate could be valued in excess of \$100 that were not or will not be compensation directly related to your duties to HAASE COMMUNITY CONNECTIONS?

Yes  No

If yes, please describe the benefit:

6. Are you or any of your Affiliated Persons a party to or have an interest in any pending legal proceedings involving HAASE COMMUNITY CONNECTIONS?

Yes  No

If yes, please describe the proceeding(s):

7. Are you aware of any other events, transactions, arrangements or other situations that you believe should be examined by the board or the Executive committee in accordance with the terms and intents of HAASE COMMUNITY CONNECTIONS's Conflict of Interest Policy?

Yes  No

If yes, please describe the situation(s):

**I HEREBY CONFIRM** that I have read and understand the Conflict of Interest Policy of HAASE COMMUNITY CONNECTIONS and that my responses to the above questions are complete and correct.

Signature

Date

**HAASE COMMUNITY CONNECTIONS, INC**  
**Board of Directors**  
*(Voted on As of 05/14/20)*

**Board Members:**

1. Jeanne Kern
  2. Steve Vock
  3. Julie Scheibe
  4. Judi Weyer
  5. Yvonne Siira
  6. Mary Haase
- 

**Officers**

President - Jeanne Kern  
Treasurer - Yvonne Siira  
Secretary - Julie Scheibe

# HAASE COMMUNITY CONNECTIONS, INC.

## CORPORATE BY-LAWS

### ARTICLE I - NAME

**Section 1. Legal Name.** The legal name of the Non-Profit Corporation shall be known as HAASE COMMUNITY CONNECTIONS, Inc., and shall herein be referred to as the “Corporation”. Any business of the corporation may be conducted under separate d/b/a trademark name.

### ARTICLE II - PURPOSE

**Section 1. Purpose of Corporation.** The purpose of the Corporation shall be as set forth in the attached Articles of Incorporation of the Corporation. These By-Laws specify various matters affecting the operation and governance of the Corporation.

**Section 2. Solicitation and Receipt of Gifts.** The Corporation shall seek gifts, contributions, donations and bequests (herein generally called “gifts”) for its purposes. While the Corporation specifically encourages unrestricted gifts whose principle and/or income therefrom may be used for the Corporation’s purposes at the discretion of the Board of Directors of this Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restrictions or otherwise designated purpose is determined by the Board of Directors to be acceptable or otherwise conforms with these By-Laws and any other guidelines established by the Board of Directors for such restricted gifts.

### ARTICLE III -BOARD OF DIRECTORS

**Section 1. Powers.** Subject to the limitations of the Articles of Incorporation of the Corporation, these By-Laws and laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors. Such responsibilities shall include the achievement of the Corporation’s goals through officers, employees and administrative structure designated by the Board of Directors, the solicitation, development and investment of funds to assist the Corporation in achieving such goals; the formulation of any desirable amendments to the Articles of Incorporation, these By-Laws of the Corporation and attendance at meetings of the Board of Directors and committees thereof.

**Section 2. Number, Identification, Nomination, Election, Term.**

**Number** - The Corporation shall have a Board of Directors consisting of at least three (3) and no more than eleven (11) Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Director. Each Director shall hold office until the end of their term or until such Director’s death, resignation or removal.

**Identification** - seated and past Directors, Staff or other sources may identify Potential Directors. The name and background of potential directors shall be forwarded to the all board members. If one or more of the board members believes

the candidate is qualified, he/she can ask for discussion on the merits and capabilities of the Potential Director(s).

**Nomination** - If no significant concerns are raised, a Director will make a motion to nominate the Potential Director. With a second to the motion, the President will appoint another board member or employee to complete a background check if Board deems this necessary.

**Election** - Upon successful completion of the background check, the President will call a vote on the motion. A majority of Directors are needed to elect a Director. Elections may be held at any time.

**Term** – The term for a Director is three(3) years. Terms will expire at the conclusion of the fourth annual meeting during a Director’s term, but the term may be extended until a successor has been elected. Director terms shall be staggered so that approximately  $\frac{1}{3}$  the number of directors will end their terms in a given year. Directors may serve 2 terms in succession, and may be eligible again for re-election after one full year off the board.

**Section 3. Resignation.** A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified by that Director or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 4. Participation and Removal.** Board members are expected to be an active participant in Board Meetings and any assignments to Committees. Virtual attendance is acceptable, but only for special circumstances/permission allowed by the President. Board members who miss 3 Board meetings in a row shall be recommended for removal from the Board. Any individual Director may be removed from office by the action of two-thirds (2/3) of the Board of Directors.

**Section 5. Vacancies.** A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase or decrease in the authorized number of Directors, may be filled by a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill or until such Director’s successor is elected and qualified, or until such Director’s death, resignation or removal.

**Section 6. Compensation/Reimbursement.** No Director on the Board shall be entitled to receive compensation for service. This section shall not limit reimbursement of Directors for expenses incurred on behalf of the Corporation. A Director may receive compensation for his/her work as an officer, contractor, legal counsel or other employee of the Corporation.

**Section 7. The Executive Director.** The Executive Director of the Corporation (the “Executive Director”) shall serve as a non-voting director on the Board of Directors during his or her term in office. The Executive Director will be an at-will employee of the Corporation with longevity and performance evaluations at the sole discretion of the Board of Directors. The President will be responsible for execution of the Executive Director’s annual performance evaluation. Compensation and operating budgets will be determined and approved by majority vote of the Board of Directors.

#### ARTICLE IV - MEETINGS

**Section 1. Annual Meetings.** A regular annual meeting of the Board of Directors shall be held each year during the month of November at such time or place as may be designated by the President for the purpose of election of officers, electing new members, and reviewing financials/forecasts.

**Section 2. Other Regular Meetings.** In addition to the Annual Meeting, the Board shall meet on such regular meeting dates as prescribed by a majority of the Board of Directors.

**Section 3. Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation or by a majority of Directors.

**Section 4. Notices.** No fewer than two (2) weeks notice in advance of the Regular and Annual meetings shall be given by mail, email, text, or in person to each member in good standing. One (1) week prior to any Regular or Annual meeting, an agenda for that meeting, the minutes of the previous meeting, and any pertinent documents (ie an up-to-date financial report in case of Annual meeting) shall be mailed, or otherwise transmitted, to each Board member or committee member. Special Meetings must be preceded by at least two(2) days (48-hours) notice of the date, time, place, with agenda and supporting documents sent any time prior to the start of the meeting.

**Section 5. Informal Action Without Meeting.** Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the Directors shall consent, in writing or orally, to such action. Such action, by written or oral consent, shall have the same force and effect as the vote of the majority of the Directors. The actions may be signed in counterpart original or via email.

**Section 6. Quorum.** A simple majority of the number of Directors 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 of decision of the Board of Directors, unless the act of greater proportion is required by the law, the Articles of Incorporation or these By-Laws.

**Section 7. 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 rescheduled time and place of the afore-mentioned adjourned meeting shall be sent to all attending and absent Directors. At such rescheduled adjourned meetings at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

**Section 8. Corporation.** The President shall act as chair at every meeting of the Board of Directors. Any person appointed by the President, shall act as chair and/or Secretary of the meeting.

**Section 9. Committees.** The President shall have the power to appoint various committees of the Board of Directors. The various committees may consist of 2 or more Directors, and any other employees or agents of the Corporation or other outside persons. The committee shall have and may exercise such powers as may be provided for the Board of Directors. Said committee shall report to the Board of Directors at regularly called meetings.

## ARTICLE V - OFFICERS

**Section 1. Officers.** The Officers of the Corporation may be: a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors with majority (2/3rds) vote and shall perform the duties as set forth in these by-laws. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

**Section 2. Election of Officers.** The Officers of the Corporation shall be chosen at the Initial Corporation Board Meeting and shall hold office for the subsequent calendar year, or until such successor's death, resignation or removal. Thereafter, the Officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting. Election or appointment as an officer shall not of itself create contract rights.

**Section 3. Terms of Officers.** Each Officer shall serve a one(1)-year term of office (however, the term may be extended until a successor has been elected) and may not serve more than three(3) consecutive terms, unless unanimously elected by the Board at the end of his/her three-consecutive-year term or to fill a vacancy in an officer position.

**Section 4. Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such

resignation shall take effect at the time specified therein, or if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 5. 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 Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

**Section 6. 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 7. Duties.**

**President.** The President shall be the Chief Volunteer Officer of the Corporation. He/she presides at meetings and assures the board operates effectively and adheres to their duties. The President works in partnership with the Executive Director to prepare meeting agendas, providing general supervision over the affairs of the corporation. He/she assumes other duties as may be necessary to carry out the directions and policies of the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors.

**Secretary.** The Secretary shall give notice of all meetings of Directors and committees of Directors, thereof, with the time and place of holding and keep a book of minutes for all meetings and actions, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings. He/she must keep these minutes, original, or a copy of, its Articles of Incorporation and By-Laws, as amended or otherwise altered to date at the principle office. See that the books, reports, statements and all other documents and records required by law are properly kept and filed safely in an organized manner.

**Treasurer.** The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. He/she shall oversee and keep the Directors informed of the financial condition of the corporation, and make known any audit or financial reviews/results. The Treasurer shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital. He/she shall render interim statements of the condition of the finances of the corporation to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors. The duties include receiving and giving receipt for monies due and payable to the corporation from any source whatsoever.

**Section 1. Liability of Directors and Officers.** No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or officer of the Corporation, or of any other corporation which he serves as a Director or officer at the request of the Corporation in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his own affairs, of (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law.

**Section 2. Indemnification.** The Corporation shall indemnify all persons to full extent now or hereafter permitted by Wisconsin Statutes. The Corporation specifically adopts the indemnification provisions of Sections §181.0871 through §181.0889 of the Wisconsin Statutes. Further that the right of said indemnification as set forth in the Statute shall extend to any and all volunteers who work at the Corporation as set forth in §181.0871 through §181.0889, Wis. Stats., except that unless the Board of Directors votes otherwise, the exclusive method to determine indemnification shall be under §181.9763(2), Wis. Stats the appointment of an independent legal counsel who shall determine if such indemnification is justified.

**Section 3. Transaction with the Corporation.** The Board of Directors may from time to time authorize transactions by officers, Directors, agents and employees of the Corporation, but may not authorize lending money or granting credit of the Corporation to or for the use of such officers, Directors, agents or employees. All such transactions shall comply with the conflict of interest (Ethics Code) of Chapter §181.0831.

## ARTICLE VII: INSTRUMENTS

### (BANK ACCOUNT, CHECKS, DRAFTS, LOANS, SECURITIES)

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

**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 Corporation 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 provision of these By-Laws, as the Board may deem expedient.

**Section 3. Disbursements.** Check Signing: The Executive Director shall sign all checks up the “Maximum Amount Limit” as set by the board. Any checks over that amount will require two signatures. Two members of the Board will be added on the signature card on the checking account. In the absence of the Executive Director the alternate signers may sign checks with approval of the Executive Director. Disbursements above the “Non-Recurring Disbursements Limit” as set by the Board will require approval by a majority vote of the board.

**Section 4. Loan.** No loan shall be contracted on behalf of the Corporation 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. No loans may be made to any Officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.

## **ARTICLE VIII. ETHICS POLICIES**

**Section 1. Ethics Policies.** All members of the Board of Directors shall comply with sec. §181.0831, Wis. Stats., in the event of a conflict of interest. The Board of Directors shall not make any loans to any individual Director or officer. If there are any contracts entered into between the Corporation and an officer or Director, a written record shall be created that said contract is at a fair price.

**Section 2. Conflict of Interest.** Board of Directors members may, in many cases, have a conflict of interest with the Corporation's projects. Each Board member, through the review of the HCC Conflict of Interest Policy and the completion of the HCC Conflict of Interest Statement of Disclosure, specifically agrees that he/she will disclose such conflicts to the entire Board of Directors. Further, each Director agrees that he/she will not take advantage of any inside knowledge of such projects. The Directors further agree that said projects are the Corporation's property and will not undertake such projects for his/her/their own personal benefit unless the Corporation has rejected the project first by a vote of the Board of Directors.

## **ARTICLE IX - IN THE EVENT OF DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such Corporation or Corporations organized and

operated exclusively for the charitable, educational purposes as shall at the time qualify as an exempt Corporation or Corporation under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such Corporation or Corporations, as said Court Shall determine, which are organized and operated exclusively for the same purposes.

#### **ARTICLE X - AMENDMENTS**

These By-Laws and Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Directors.

#### **ARTICLE XI. NON-DISCRIMINATION POLICY**

The Corporation is committed to a policy of nondiscrimination and equal opportunity for all persons regardless of race, sexual orientation, gender identity, gender expression, color, religion, creed, national origin or ancestry, or physical or other disability.

#### **ARTICLE XII - FISCAL YEAR**

The fiscal year of the Corporation shall be from January 1 through December 31, with the provision that the Board, at regular meetings, may change the fiscal year.

#### **ARTICLE XII. EFFECTIVE DATE**

The by-laws of the Corporation are effective the \_\_\_th day of May, 2020.

Approved Board Members

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Corporations Bureau

Form 102-Nonstock Corporation Articles of Incorporation

**Name of Corporation**

Name of Corporation: The Haase Foundation, Inc.

**Principal Office**

Mailing Address: 312 Roberts Drive  
City: Mukwonago  
State: WI  
Zip Code: 53149

**Registered Agent**

Registered Agent Individual: Mary L. Haase  
Name of Entity:  
Street Address: 312 Roberts Drive  
City: Mukwonago  
State: WI  
Zip Code: 53149

**Select Statement**

Select one statement: The corporation will NOT have members  
Is this corporation authorized to make distributions under the statute?: No  
This document was drafted by: Mary L. Haase

**Incorporator**

Name: Mary L. Haase  
Street Address: 312 Roberts Drive  
City: Mukwonago  
State: WI  
Zip Code: 53149

**Incorporator Signature**

I understand that checking this box constitutes a legal signature: Yes  
Incorporator Signature: Mary L. Haase

**Optional Articles**

The purpose(s) for which the corporation is incorporated: The Corporation's purpose is to provide support and services to young adults with intellectual developmental disabilities and autism spectrum disorders in both realistic and residential environments and the

broader community. We use customized planning mutually developed with clients and stakeholders to build more self-sufficient, independent and purposeful skill sets within the clients to prepare them for more meaningful lifestyles that can include safely and confidently working, living, and participating in their communities. The Corporation is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

**Delayed Effective date:**

**Directors**

<b>Name:</b>	Mary L. Haase
<b>Street Address:</b>	1235 River Park Circle West
<b>City:</b>	Mukwonago
<b>State:</b>	WI
<b>Zip Code:</b>	53149
<b>Name:</b>	Jeanne Kern
<b>Street Address:</b>	2177 S. Ridgeway Drive
<b>City:</b>	New Berlin
<b>State:</b>	WI
<b>Zip Code:</b>	53146
<b>Name:</b>	Judi Weyer
<b>Street Address:</b>	1300 Riverton Drive
<b>City:</b>	Mukwonago
<b>State:</b>	WI
<b>Zip Code:</b>	53149

**Optional Contact Information**

<b>Name:</b>	
<b>Address:</b>	
<b>City:</b>	
<b>State:</b>	
<b>Zip Code:</b>	
<b>Phone Number:</b>	
<b>Email Address:</b>	haasehouse16@gmail.com

**Endorsement**

	FILED
<b>Received Date:</b>	04/22/2020