**ABC ORGANIZATION**

**SAMPLE BYLAWS**

ARTICLE I

MEMBERS

This Corporation shall have no members.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Number, Election, Term, and Removal. The number of Directors shall be not less than three (53). Directors are elected to the Board for a one (1) year term at the annual meeting of the Corporation by the existing Board of Directors. Any Director may be removed with or without cause by the vote of a 2/3 majority of the Board of Directors of the Corporation.

Section 2. Vacancies. In case of any vacancy in the Board of Directors, a successor to fill the unexpired portion of the term may be elected by a majority of the Board of Directors.

Section 3. Powers and Duties. The Board of Directors shall have full power to manage and control the affairs and property of the Corporation, and to adopt rules and regulations governing the action of the Board, as provided for in Chapter 181, Wisconsin Statutes, and as limited by the Articles of Incorporation of this Corporation.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board. Board members may participate and vote by electronic means.

Section 5. Annual Meeting. The Board of Directors shall hold an annual meeting during the final three months of the fiscal year of the Corporation.

Section 6. Special Meetings. Special meetings of the Board may be held at any time and place upon the call of the President or of any three Directors. Written notice of the time, place and purpose of every special meeting of the Board shall be given to each Director by the Secretary, by mail or electronic means, at least forty-eight hours before the meeting. Notice given by mail shall meet this requirement if postmarked on the fourth day preceding the meeting. Board members may participate and vote by electronic means.

Section 7. Quorum and Adjournments of Meetings. A majority of the Directors in office shall constitute a quorum for the transaction of business. Through written proxy, a Board member may designate another Board member to act in his or her behalf. Written proxies shall be counted in determining if a quorum is present at any meeting of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until such time that a quorum is present, after which any business may be transacted which might have been transacted at the meeting as originally called.

Section 8. Committees. Standing Committees of the Corporation shall include:

Executive Committee composed of the President, Vice President(s), Secretary and Treasurer. The Board may appoint other Board members to the Executive Committee. The CEO/Executive Director serves ex-officio on the Executive Committee. The Executive Committee shall have and may exercise powers of the Board in the management of the affairs of the Corporation when the Board is not in session

Finance Committee composed of the Treasurer who shall serve as Chair of the Committee, and at least one other Board member. Non-Board members may be appointed to the Committee. CEO/Artistic Director and Managing Director serve ex-officio on the Committee. Responsibilities include developing, reviewing and monitoring the annual budget, ensuring an annual audit and reporting the financial status of the Corporation to the Board.

The President or the Board may create other committees they deem necessary, and define their powers and duties, to assist the Corporation in carrying out its responsibilities.

ARTICLE III

OFFICERS

Section 1. Number and qualifications. The officers of the Corporation shall be President, one or more Vice-Presidents, a Secretary and a Treasurer. One person may hold more than one office in the Corporation, except that the President cannot also hold the office of Treasurer or Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting. All officers serve a 1-year term. All officers may be elected to additional terms.

Section 3. Removal. Any officer of the Corporation may be removed by a vote of the majority of the Directors then in office.

Section 4. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors at a regular meeting or a special meeting called for that purpose.

Section 5. President's Powers and Duties. The President shall preside at all meetings of the Board of Directors. The President shall be responsible for the general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed, and shall freely consult with them concerning the activities of the Corporation.

Section 6. Vice-Presidents' Powers and Duties. The Vice-President(s) shall have such powers and duties as may be assigned to them by the Board of Directors and the President. In the absence of the President, the Vice-Presidents, in the order designated by the Board of Directors, shall perform the duties of the President.

Section 7. Secretary's Powers and Duties. The Secretary shall act as the secretary of all meetings of the Board of Directors and shall keep the minutes of all such meetings in the books proper for that purpose. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as shall from time to time be assigned to the Secretary by the Board of Directors.

Section 8. Treasurer's Powers and Duties. The Treasurer shall have the custody of all funds and securities of the Corporation. The Treasurer shall keep, or cause to be kept, full and accurate accounts of the receipts and disbursements of the Corporation, and shall require deposit of all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts, and shall at all reasonable times require exhibit the Corporation’s books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors.

ARTICLE IV

 CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.

The Board of Directors shall select such depositories as it deems proper for the funds of the Corporation and shall determine who, if anyone, in addition to the President and Treasurer, shall be authorized in the Corporation's behalf to sign financial bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

ARTICLE V

OFFICE AND BOOKS

Section 1. Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of the account of the activities and transactions of the Corporation, including a minute file, which shall contain the Certificate of Incorporation, the Articles of Incorporation, these By-Laws, all minutes of the meetings of the Board of Directors, and all written consents to the actions of the Board of Directors pursuant to Section 181-72, Wisconsin Statutes. Records may be retained electronically.

ARTICLE VI

CORPORATE SEAL

This Corporation shall have no seal.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 of each calendar year and shall end on December 31 of the calendar year.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended by the affirmative vote of a two-thirds (2/3) majority of the Directors in office at any meeting of the Board of Directors.