

BYLAWS
Of
FRIENDS OF TOWNSEND FIRE ASSOCIATION U.A.
a.k.a FRIENDS OF TOWNSEND FIRE

a Nonprofit Association

ARTICLE I
Formation

- 1.01 **FORMATION.** This Association is formed pursuant to the laws of the State of Wisconsin.
- 1.02 **REGISTERED OFFICE & REGISTERED AGENT.** The registered office of the Association shall be located within the State of Wisconsin and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time. The Board of Directors is obligated to maintain and update the Association records on file with the Association's registered agent.
- 1.03 **PURPOSE.** Friends of Townsend Fire Association U.A., a.k.a. Friends of Townsend Fire, is formed to engage in any lawful public tax-exempt, non-profit activities to assist the Townsend Volunteer Fire Department, and the communities they serve.
- 1.04 **ADOPTION OF BYLAWS.** These Association Bylaws have been adopted by the Board of Directors on behalf of the Association.

ARTICLE 2
Board of Directors

- 2.01 **INITIAL MEETING OF THE BOARD OF DIRECTORS.** The Board of Directors has conducted and completed the initial meeting necessary to begin the business operations of the Association, including the adoption of these Bylaws. At the initial meeting of the Board of Directors, the initial directors were appointed to their respective staggered terms, and two directors were appointed to an abbreviated term set to expire upon occurrence of the first annual meeting of the Association whereby those directors can either be re-elected or replaced by the Association pursuant to these Bylaws.
- 2.02 **POWERS AND NUMBERS.** The management of all the Association's affairs, property, and interests shall be managed by or under the direction of the Board of Directors. Directors are to be members of the Association and either a resident of the Town of

Townsend, WI, a property owner of the Town of Townsend, WI, or a spouse of a property owner of the Town of Townsend, Wisconsin, to qualify and serve the Association as a director.

Until these Bylaws are amended, the Board of Directors consists of seven (7) directors who are elected for the term of three (3) years, and will hold office until their successors are duly elected and qualified at the following annual meeting of the Association. Two of the initial directors shall serve an initial term of one (1) year, the three initial directors shall serve an initial term of two (2) years, and two initial directors shall serve an initial term of the full three (3) years. Successor directors will be elected each year to replace or re-elect the incumbent director.

- 2.03 **DIRECTOR LIABILITY.** Each director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Association. If a director acts in good faith and in a manner that is reasonably in line with the best interests of the Association as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Association.

Directors who fail to comply with this section of these Bylaws shall be personally liable to the Association for any improper acts and as otherwise described in these Bylaws.

- 2.04 **CHANGE OF NUMBER.** The Board of Directors may increase or decrease the number of directors at any time by Amendment of these Bylaws, pursuant to the process outlined in Article 8 of these Bylaws. A decrease in number does not have the effect of shortening the term of any incumbent director. If the established number of directors is decreased, the directors shall hold their positions until the next meeting of the Association occurs and new directors are elected and qualified.

The Board of Directors must have at least seven (7) directors.

- 2.05 **ELECTION OF DIRECTORS.** Directors are to be voted on and elected at each annual meeting of the Association unless a special meeting is expressly called to remove a director or fill a vacancy. If a director is elected, but is not yet qualified to hold office, then the previous director shall holdover until such time that the newly elected director is so qualified.

- 2.06 **REMOVAL OF DIRECTORS.** At any meeting of the Board of Directors called expressly for that purpose, any director, including multiple directors, may be removed by an affirmative majority vote by the current Board of Directors. If the Board of Directors votes to remove multiple directors, then the Association must promptly have a special meeting to elect directors, as soon as practical. The Association must meet to elect directors via the process described in Sections 2.01 and 2.02 of these Bylaws.

- 2.07 **VACANCIES.** All single vacancies in the Board of Directors may be filled by the

affirmative vote of a majority of the remaining directors, *provided* that any such director who fills a vacancy is qualified to be a director and shall only hold the office for the term specified in Section 2.02 of these Bylaws and until a new director is duly elected by the Association. Any vacancy to be filled due to an increase in the number of directors may be filled by the Board of Directors for a term lasting until the next annual election of directors by the Association at the annual meeting or a special meeting called for the purpose of electing directors. Any director elected to fill a vacancy which results from the removal of a director shall serve the remainder of the term of the removed director and until a successor is elected by the Association and qualified.

Any individual who fills a vacancy on the Board of Directors shall not be considered unqualified or disqualified solely by virtue of being an interim director.

- 2.08 **REGULAR MEETINGS OF THE BOARD OF DIRECTORS.** The meetings of the Board of Directors or any committee may be held at the Association's principal office or at any other place designated by the Board of Directors or its committee, including by means of remote communication.
- 2.09 **SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.** Special meetings of the Board of Directors may be held at any place and at any time and may be called by the Chair, or Vice Chair, Secretary. Any special meeting of the Board of Directors must be preceded by at least forty-eight (48) hours' notice of the date, time, place, and purpose of the meeting, unless these Bylaws require otherwise.
- 2.10 **ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING.** Any action which may be taken at a meeting of the Board of Directors (or its committee) may be taken without a meeting, *provided* all directors (or committee members) unanimously agree, and such unanimous consent is included in the minutes of the proceeding, filed with the corporate books/records, and sets forth the action taken by the Board of Directors.
- 2.11 **NOTICE OF MEETINGS.** Regular meetings of the Board of Directors must be held with reasonable notice of the date, time, place, or purpose of the meeting. Notice may be given personally, by email, by facsimile, or in any other lawful manner, so long as the method for notice comports with Article 6 of these Bylaws.
- 2.12 **QUORUM.** A simple majority of the current directors present prior to the start of a meeting constitutes a quorum, and a quorum is necessary at all meetings creating an action to transact business on behalf of the Board of Directors.
- 2.13 **MANNER OF ACTING.** Subject to the laws of the State of Wisconsin, as may be amended from time to time, the act of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors.
- 2.14 **WAIVER OF NOTICE.** A director waives the notice requirement if that director attends

or participates in the meeting, *unless* a director attends the meeting for the express purpose of promptly objecting to the transaction of any business because the meeting was not lawfully called or convened. A director may waive notice by a signed writing, delivered to the Association for inclusion in the minutes, before or after the meeting.

- 2.15 **REGISTERING DISSENT.** A director who is present at a meeting at which an action on a corporate matter is taken is presumed to have assented to such action, unless the director expressly dissents to the action. A valid dissent must be entered in the meeting's minutes, filed with the meeting's acting Secretary before its adjournment, or forwarded by registered mail to the Association's Secretary within twenty-four (24) hours after the meeting's adjournment. These options for dissent do not apply to a director who voted in favor of the action or failed to express such dissent at the meeting.
- 2.16 **EXECUTIVE AND OTHER COMMITTEES.** The Board of Directors may create committees to delegate certain powers to act on behalf of the Board of Directors, *provided* the Board of Directors passes a resolution indicating such creation or delegation. The Board of Directors may delegate to a committee the power to appoint directors to fill vacancies on the Board of Directors. All committees must record regular minutes of their meetings and keep the minute book at the Association's office. The creation or appointment of a committee does not relieve the Board of Directors or individual directors from their standard of care described in Section 2.03 of these Bylaws.
- 2.17 **INDEMNIFICATION.** Provided the director complies with the standard of care described in Section 2.03 of these Bylaws, the Association shall indemnify any director made a party to a proceeding, brought or threatened, as a consequence of the director acting in their official capacity. In the event a director is entitled to indemnification by the Association, the director shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the Association and serving in good faith on its behalf.
- 2.18 **ACTION OF DIRECTORS BY COMMUNICATIONS EQUIPMENT.** Any action which may be taken at a meeting of the Board of Directors, or a committee, may be taken by means of a telephone or video conference or similar communications equipment which allows all persons participating in the meeting to hear each other

at the same time. A director participating in a meeting by remote means is deemed to be present in person at the meeting.

ARTICLE 3

Association

- 3.01 **MEMBERSHIP.** Membership shall be open to anyone wishing to support the Association's efforts to assist and improve the Townsend Volunteer Fire Department, and is at least 18 years of age. All applications for membership will be in writing; said

application will be an agreement to adhere to all Bylaws, rules and regulations adopted by the Board of Directors and the Association.

- 3.02 **REGULAR MEETINGS OF THE ASSOCIATION.** Regular meetings of the Association will be held monthly, at the Association's principal office or at any other place designated by the Board of Directors, including by means of remote communication.
- 3.03 **ANNUAL MEETING OF THE ASSOCIATION.** The Annual Meeting of the Association will be held between April 15 and May 31 of each year, for the purpose of electing new directors and for the transaction of such business as may come before the meeting. All members of the Board of Directors, will be elected by a majority of votes cast by the membership present during the annual meeting, except as permitted under section 2.07 of these Bylaws. Elections will be by secret ballot. No proxy votes will be considered. Each Association member receives one vote on each action item.
- 3.04 **NOTICE OF MEETINGS.** Regular meetings of the Association must be held with reasonable notice of the date, time, place, or purpose of the meeting. Notice may be given personally, by email, by facsimile, or in any other lawful manner, so long as the method for notice comports with Article 6 of these Bylaws.
- 3.05 **QUORUM.** A simple majority of the current members present prior to the start of a meeting constitutes a quorum, and a quorum is necessary at all meetings creating an action to transact business on behalf of the Association.

ARTICLE 4

Officers

- 4.01 **DESIGNATIONS.** The Board of Directors and Association shall have a Chair, a Vice Chair, a Secretary, and a Treasurer, who will be elected by the Board of Directors from the then current eligible Board of Directors. Per these Bylaws, an elected officer will hold office for one (1) year or until a successor is elected and qualified. The same person may not hold any two or more offices concurrently. Any current officer of the Townsend Volunteer Fire Department may not hold any office of the Association. Any current Town of Townsend Board Member may not hold any office of the Association.
- 4.02 **REMOVAL AND RESIGNATION OF OFFICERS.** Any officer or agent may be removed by the Board of Directors at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any of the person so removed. Appointment of an officer or agent does not, by itself, create contract rights. Any officer may resign at any time by giving written notice to the Board of Directors, the Chair, or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

- 4.03 **CHAIR.** The Chair shall have general supervision of the Association's daily affairs and perform all other duties as are incident to the office or are properly required by a resolution passed by the Board of Directors. The Chair will set all agendas and preside over all Membership and Board of Director Meetings.
- 4.04 **VICE CHAIR.** During the absence or disability of the Chair, the Vice-Chair (if any) may exercise all functions of the Chair.
- 4.05 **SECRETARY.** The Secretary must:
- a. Issue notices for all meetings and actions of the Board of Directors;
 - b. Accept all requests for special meetings of the Board of Directors;
 - c. Accept all notices of proxy appointments and revocations;
 - d. Keep the minutes of all meetings;
 - e. Accept delivery of any dissent announced at any meeting of the Board of Directors;
 - f. Make reports and perform duties as are incident to the office, or are properly required of him or her by the Board of Directors.
 - g. Keep and maintain all records of the Association and Board of Directors to meet all record retention requirements.
- 4.06 **TREASURER.** The Treasurer shall:
- a. Have custody of all the Association's monies and securities and keep regular books of account;
 - b. Disburse the Association's funds in payment of the just demands against the Association or as may be ordered by the Board, taking proper vouchers for such disbursements; and
 - c. Provide the Board of Directors with an account of all his or her transactions as Treasurer and of the financial conditions of the office properly required of him or her by the Board of Directors.
- In the event of the absence or disability of the Chair and Vice Chair, then the Treasurer shall perform such duties of the Chair.
- 4.07 **DELEGATION.** In the absence or inability to act of any officer and of any person authorized to act in their place, the Board of Directors may delegate the officer's powers or duties to any other officer, director, or other person, subject to Section 4.01 of these Bylaws. Vacancies in any office arising from any cause may be filled by the Board of Directors, subject to Section 4.01 of these Bylaws, at any regular or special board meeting.
- 4.08 **OTHER OFFICERS.** The Board of Directors may appoint other officers and agents as they deem necessary or expedient. The term, powers, and duties of such officers will be determined by the Board of Directors and described in the resolution authorizing the appointment or designation.

- 4.09 **LIABILITY.** Each officer is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Association. If an officer acts in good faith and in a manner that is reasonably in line with the best interests of the Association as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Association.

Officers who fail to comply with this section of these Bylaws shall be personally liable to the Association for any improper acts and as otherwise described in these Bylaws.

- 4.10 **BONDS.** The Board of Directors may resolve to require any officer to give bonds to the Association, with sufficient surety or sureties, conditioned upon the faithful performance of the duties of their offices and compliance with other conditions as required by the Board of Directors.
- 4.11 **INDEMNIFICATION.** Officers shall be indemnified by the Association, so long as the officer acted in a manner substantially similar to and consistent with the standard of care required for directors, as described in Section 4.09 of these Bylaws. Any officer indemnification shall be limited to proceedings that are directly related to or have arisen out of the officer's acts on behalf of the Association.

ARTICLE 5

Books and Records

- 5.01 **MEETING MINUTES.** As required by these Bylaws, the Association must keep a complete and accurate accounting and minutes of the proceedings of the Board of Directors, Committees, and Association.
- 5.02 **RETENTION OF RECORDS.** The Association shall keep as permanent records all meeting minutes of the Board of Directors, Committees and Association, all actions taken without a meeting by the Board of Directors, all actions taken by committee on behalf of the Board of Directors, and all waivers of notices of meetings.
- 5.03 **ACCOUNTING RECORDS.** The Association shall maintain appropriate accounting records.
- 5.04 **LEGIBILITY OF RECORDS.** Any records or minutes may be in any form capable of being converted into written form within a reasonable time upon request.
- 5.05 **RIGHT TO INSPECT.** Any Association Member or Association Member's Representative has the right, upon written request delivered to the Association, to inspect and copy during usual business hours the following documents of the Association:
- a. These Bylaws;
 - b. Minutes of the Board of Director proceedings;
 - c. Annual statements of affairs; and

- d. The other documents held at the principal address pursuant to these Bylaws.

The Association acknowledges and agrees that any obligation to produce corporate documents under this Article of these Bylaws shall attach to the Secretary as part of the duties described in Section 4.05 of these Bylaws. The Association may charge the then going rate for copies provided to the requester.

ARTICLE 6

Notices

- 6.01 **MAILING OF NOTICE.** Except as may otherwise be required by law, any notice to any officer or director may be delivered personally, by email, or any other lawful manner.
- 6.02 **E-NOTICE PERMITTED.** Any communications required by the Act, these Bylaws, or any other laws may be made by digital or electronic transmission to the recipient's known electronic address or number as known to the Association at the time of notice.

ARTICLE 7

Special Corporate Acts

- 7.01 **EXECUTION OF WRITTEN INSTRUMENTS.** All contracts, deeds, documents, and instruments that acquire, transfer, exchange, sell, or dispose of any assets of the Association must be executed by the Chair to bind the Association, once approved by the Board of Directors. If the Chair is incapacitated or otherwise unavailable, then the designated Vice-Chair may execute the respective documents to bind the Association. This Section does not apply to any checks, money orders, notes, or other financial instruments for direct payment of corporate funds which are subject to Section 7.02 of these Bylaws.
- 7.02 **SIGNING OF CHECKS OR NOTES.** All authorizations to distribute, pay, or immediately draw upon the financial resources of the Association must be signed by the Treasurer, or one of the financial institutions authorized signatories, including any expense reimbursement to directors, officers, employees, representatives, service providers, or contractors of the Association.
- 7.03 **SPECIAL SIGNING POWERS.** If the Chair holds an interest which exists outside of the capacity of being Chair, then any agreement involving such interest must be signed by a separate individual officer to duly bind the Association to such an agreement or instrument.
- 7.04 **CONVERSIONS.** Following the approval by the Board of Directors, in order for any conversion of the Association to another organizational structure to be effective, it must follow the processes set out under the laws of the State of Wisconsin. Any conversion

which would result in the loss of the Association's nonprofit or tax-exempt status is not permitted under these Bylaws.

- 7.05 **DISSOLUTION.** Following the approval by the Board of Directors, in order for the Association to be dissolved, it must follow the process set out under the laws of the State of Wisconsin.
- 7.06 **DISTRIBUTION OF ASSETS.** Upon the dissolution of the organization, assets shall be distributed 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 the public purpose. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, as said court shall determine.

ARTICLE 8 Amendments

- 8.01 **BY DIRECTORS.** The Board of Directors has the power to recommend altering, amending, and repealing the Association's Bylaws. Any alteration, amendment, or repeal of the Bylaws, shall be effective following a majority vote of the Association at a properly scheduled Association meeting.
- 8.02 **EMERGENCY BYLAWS.** The Board of Directors may adopt emergency Bylaws which operate during any emergency in the Association's conduct of business resulting from an attack on the United States, a nuclear or atomic disaster, or another force majeure incident.
- 8.03 **COMPLIANCE WITH STATE LAW.** Any amendment to the Association's Bylaws shall comply with the respective laws, rules, and regulations of the jurisdictions in which the Association operates or conducts business.

[SIGNATURE PAGE FOLLOWS]

These Bylaws are adopted by resolution of the Association's Board of Directors on this 11th day of September, 2023.

Chair, Wanda Laste

Vice-Chair, Bob Heyrman

Treasurer, Deb Franzen

Secretary, Anita M. Szyszkiewicz

Director, Kevin Osadjan

Director, Dave Seeber

Director, John M. Zeller