

Bylaws of the Functional Neurological Disorder Society, Inc.

Article I IDENTIFICATION

1.1 Name. The name of the organization is the Functional Neurological Disorder Society, Inc. (the “Corporation”).

1.2 Principal and Business Offices. The Corporation may have such principal and other business offices within or without the State of Wisconsin as the Board of Directors may designate from time to time. The current principal offices are located in Milwaukee, Wisconsin.

1.3 Registered Agent. The Corporation shall maintain a registered agent as required by the Wisconsin General Corporation Law whose address may be, but need not be, identical with the principal office of the Corporation. The name and address of the registered agent may be changed from time to time by the Board of Directors.

1.4 Records. The Board of Directors may keep the books of the Corporation in such place or places as it may from time to time determine in accordance with the Wisconsin General Corporation Law.

Article II PURPOSE AND GOALS

2.1 Purposes. The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code (as defined in Section 18.4, below), which purposes shall include, but not be limited to, the following:

- (a) to provide a forum for the exchange of ideas and information in the field of functional neurological disorders, also known as psychogenic disorders and conversion disorders;
- (b) to foster and advance scientific research, education and understanding among scientist, clinical, allied health and other medical professionals and the general public in the field of functional neurological disorders; and
- (c) to do any other act or thing incidental to or connected with the foregoing purposes and/or in furtherance or advancement thereof.

As a means of accomplishing the foregoing purposes, the Corporation shall have the power to engage in any and all acts as are necessary or conducive to the attainment of any of the objects or purposes hereinbefore set forth, to the same extent and as fully as any natural person might or could do, subject, however, to the prohibitions and restrictions set forth in Article III, below.; provided, however, that notwithstanding any provisions herein or any provisions of the Wisconsin General Corporation Law to the contrary, the Corporation shall not have the power to

carry on any activities that would cause it to fail to qualify, or to continue to qualify, as (1) an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (2) an organization contributions to which are deductible under Sections 170, 2055 and 2522 of the Code.

2.2 Powers. Notwithstanding any other provision of these Bylaws or the Corporation's Articles of Incorporation, the Corporation shall have and be permitted to exercise all powers, rights and privileges as are authorized by the Wisconsin General Corporation Law, subject, however, to the restrictions and prohibitions set forth in Section 2.1, above, and Article III, below.

2.3 Funds. The Corporation may seek gifts, contributions, donations, and bequests for the purposes of the Corporation and all funds received by the Corporation shall be dedicated to and invested solely for such purposes. The Board of Directors may establish guidelines for the acceptance or refusal of gifts, contributions, donations, or bequests and the disbursement of funds by the Corporation in such manner as may be consistent with the purposes of the Corporation. Donors may contribute to the Corporation by making checks payable to the Corporation, endorsing securities to the order of Corporation, naming the Corporation in deeds or other instruments of title, or by otherwise naming or identifying the Corporation in an instrument of transfer or conveyance at the time of contribution.

2.4 Nondiscrimination. In the pursuit of its purposes and the exercise of its powers, the Corporation shall make its services and activities available to the community that it serves regardless of race, color, creed, gender, sexual orientation or national origin.

Article III PROHIBITED PRACTICES

3.1 Restrictions on Corporate Powers. Notwithstanding anything herein contained to the contrary, the Corporation shall not have the power, and no action shall be required or permitted to be taken under these Bylaws or otherwise by the officers or directors of the Corporation, (a) which would not be permitted to be taken by an organization described in sections 501(c)(3) and 509(a)(1) of the Code, (b) which would cause the Corporation to file to qualify (or to continue to qualify) as an organization exempt under Section 501(c)(3) of the Code an organization contributions to which are deductible under Sections 170, 2055 and 2522 of the Code, or (c) which would result in the imposition of federal tax under sections 4941 through 4945, inclusive, of the Code.

3.2 Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in Section 2.1 of these Bylaws.

3.3 Propaganda. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in subsection 501(h) of the Code, and the Corporation shall not participate or intervene

in, including the publication or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

Article IV MEMBERS

4.1 Membership. Membership in the Corporation shall be a privilege, not a right, and is dependent upon the applicant for any class of membership demonstrating compliance with the requirements for membership as defined in the Bylaws and otherwise by the Board of Directors of the Corporation.

4.2 Classes of Membership/Eligibility. The Corporation shall have two (2) classes of members (“Members”): Active and Trainee. The qualifications and rights of each class of membership is as follows:

- (a) Active Member. Active membership shall be open to those individuals who have attained an advanced degree, professional qualification, or equivalent certification in a field of healthcare or science with relevance to patients with Functional Neurological Disorders. Active Members shall have full membership rights and privileges, including, without limitation, the right to vote and to serve as an officer and on the Board of Directors.
- (b) Trainee Member. Trainee membership shall be open to those individuals in training for an advanced degree, professional qualification, or equivalent certification in a field of healthcare or science with relevance to patients with Functional Neurological Disorders. Trainee Members shall have full membership and voting rights and privileges, except that they shall not be eligible to serve as an officer or on the Board of Directors. Trainee Members are sometimes referred to in these Bylaws, together with Active Members, as “Voting Members.”

4.3 Application for Membership/Approval Process. Application for membership in any class of membership shall be made by the applicant’s submitting a written membership application to the Corporation in accordance with such procedures and on such forms as the Board of Directors may establish from time to time. Any determination on membership of any class shall be subject to approval by the Board of Directors in its sole discretion and any such determination by the Board of Directors shall be nonappealable.

4.4 Acceptance of Member. Each new member of any class shall be notified in writing of his or her membership. New members shall pay any required dues prior to becoming a Member.

4.5 Dues. The Corporation may set and impose dues, fees, charges and other assessments for membership in any class of membership to the extent consistent with these Bylaws in such amounts as shall be determined by the Board of Directors from time to time. The Board of Directors may establish policies and procedures from time to time pertaining to membership, including without limitation applications and dues for same. The payment of dues as a condition

of any class of membership may be waived or postponed in any particular situation at the discretion of the Board of Directors.

4.6 Biennial Meeting of Members. The Corporation shall undertake to hold a meeting of the members of the Corporation during every second calendar year on a date to be determined by the Board of Directors (the “Biennial Meeting of Members”) at the principal place of business of the Corporation, or at such other time and place as determined by the Board of Directors as shall be specified in a notice of meeting, in order to elect new directors (as described in Article VI, below) and officers (as described in Article VII, below) and to transact such other business as shall come before such meeting.

4.7 Special Meetings. Special meetings of the members may be called for any purpose by the President, by the Board of Directors by majority vote, or by five percent (5%) of the Voting Members.

4.8 Voting. Each Voting Member in good standing, and only Voting Members in good standing, shall be entitled to vote on all matters to be voted on by members of the Corporation, including, without limitation, electing directors of the Corporation as provided herein. Any matter to be decided by a vote of the members of the Corporation shall, except as otherwise provided in Wisconsin General Corporation Law, the Corporation’s Articles of Incorporation or as expressly provided herein, be decided by a majority of Voting Members voting by written or electronic ballot (where authorized by the Board of Directors) or in person or by proxy at a duly held meeting of members at which a quorum is present. Each Voting Member shall have one (1) vote on all matters submitted to a vote of the Voting Members.

4.9 Quorum. The presence in persons or by proxy of not less than the greater of:

- (a) twenty-five (25) Voting Members; or
- (b) ten percent (10%) of the total number of Voting Members

shall constitute a quorum for the transaction of business at any meeting of members of the Corporation. Any matter to be decided by a vote of the members of the Corporation shall, except as otherwise provided in the Wisconsin General Corporation Law or as expressly provided herein, be decided by a majority of Voting Members voting in person or by proxy at a duly held meeting of members at which a quorum is present. The Voting Members present at a duly organized meeting where a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of Voting Members whose absence would cause less than a quorum.

4.10 Notice of Meetings. Written notice stating the place (which may be within or without the state of Wisconsin), date and hour of any meeting of members shall be signed by the President or Secretary of the Corporation and shall be delivered either personally, by first class U.S. mail, overnight courier, telecopier, electronic mail or other mode of written transmittal, to each member entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days before the date of such meeting. In case of a special meeting or when otherwise required by

the Wisconsin General Corporation Law or by these Bylaws, such notice shall also include the purpose or purposes for which the meeting is called. In the case of a special meeting, no business other than that specified in the notice of such meeting shall be transacted at any such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

4.11 Action by Members Without A Meeting.

4.11.1 Action by Written Ballot. Any action that may be taken at a meeting of the members may be taken if the Corporation delivers a written ballot (which, for this purpose, includes those received or transmitted by electronic means) to every member entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only when the number of votes cast by ballot exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot shall include all of the following:

- (a) the number of responses required to meet the quorum requirements;
- (b) the percentage of approvals necessary to approve each matter other than the election of directors; and
- (c) the time by which a ballot must be received by the Corporation in order to be counted.

A written ballot may not be revoked.

4.11.2 Action by Written Consent. Any action required or permitted to be taken by the membership at a meeting may be taken without a meeting if a consent or consents in writing (which, for this purpose, includes those received or transmitted by electronic means), approved by not less fifty percent (50%) of the members entitled to vote with respect to the subject matter thereof; provided, however, that if the vote of a greater proportion of such members is required under applicable law for such action, the vote of such greater proportion shall be required hereunder. Written notice of member approval under this section shall be given to all members who have not signed the written consent and if such written notice is required, member approval under this section shall be effective ten (10) days after such written notice is given. The resolution and written consents of the members shall be filed with the minutes of the Corporation.

4.12 Proxies. At any meeting of members, a Voting Member entitled to vote may vote by proxy executed in writing by such Voting Member or by his or her duly authorized attorney in fact, except that a proxy may be given by facsimile, telegram, cablegram or electronic mail or other electronic transmission. No proxy shall be valid after eleven (11) months from the date of

its execution, unless otherwise provided in the proxy. Every proxy shall be revocable in the discretion of the member executing such proxy, except as otherwise provided by applicable law. Members shall provide timely information to the Corporation regarding any revocation of proxies.

4.13 Termination of Membership. Membership in the Corporation shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. Membership in the Corporation may also be terminated by the failure of a member to continue to satisfy the applicable membership requirements pursuant to procedures established by the Board of Directors. In addition, the Board of Directors may, by the majority vote, terminate a member's membership with or without cause.

4.14 Founding Members. Each individual accepted for membership in any class and paying dues prior to the first Biennial Meeting of Members of the Corporation in 2020 will be given the designation of "Founding Member."

Article V MEMBER COVENANTS

5.1 Confidential Information. Members, directors, officers, committee members and staff of the Corporation shall abide by such confidentiality policies relating to confidential information of the Corporation as the Board of Directors may establish from time to time.

5.2 Conflicts of Interest/Disciplinary Process. The Board of Directors may establish from time to time such rules or policies with respect to the ethical conduct of its members, including without limitation, procedures and policies for dealing with conflicts of interest and the discipline of its members in the event of a breach of any such rules or policies.

Article VI BOARD OF DIRECTORS

6.1 Powers and Responsibilities. The Board of Directors shall have full responsibility for the management, direction and control of the business, policies and affairs of the Corporation, subject only to the limitations set forth in the Articles of Incorporation, these Bylaws, or by applicable law. The directors shall act only as a Board of Directors and individual directors shall have no power as such.

6.2 Composition of Board of Directors. The Board of Directors of the Corporation shall consist of fifteen (15) individuals, comprised of five (5) Officers, to wit, the President, President-elect, Secretary, Treasurer and Immediate Past President, and ten (10) at-large directors. The Nominating Committee and the Board of Directors shall nominate individuals for election as at-large directors in accordance with the procedures set forth in Section 8.2 below.

6.3 Term of Office. The term of office of each at-large director shall be four (4) years (or until the end of the term of his or her predecessor if he or she shall have been elected to succeed

a person who shall not have completed his or her term), which term shall not be renewable. At-large directors shall be elected by the Voting Members at, or in connection with, a Biennial Meeting of Members (except in the case of an at-large director filling a vacancy, in which case such at-large director shall be appointed as described in Section 6.6, below, or as provided in the last sentence of this Section) and, except as provided in the last sentence of this Section, the term of each such at-large director shall commence as of the conclusion of the Biennial Meeting of Members at or in connection with his or her election occurs and continue in office until the conclusion of the second subsequent Biennial Meeting of Members or otherwise until his or her successor shall have been duly elected and qualified or until his or her death, resignation or removal. For purposes of clarity, it is contemplated that Biennial Meetings of Members may not be held at exactly two-year intervals and that, accordingly the length of at-large director terms may be expanded or contracted depending on the exact interval between Biennial Meetings of Members. The terms of at-large directors shall be staggered so that about one-half of the at-large directors expire at the end of each Biennial Meeting of Members. The term of any director serving as such on account of being an officer shall automatically commence at such time such officer term commences and automatically expire at such time such officer ends for any reason, also subject to such terms being expanded or contracted depending on the exact interval between Biennial Meetings of Members as described above. If a Biennial Meeting of Members of the Corporation is not held during the calendar year in which these Bylaws provide such meeting is to be held, the Corporation shall, as soon as practicable thereafter, cause an election of directors to be held with or without a meeting and the directors so elected shall assume office at the time of such election, the term of any such director so elected to conclude at the same time and in the same manner as if the Biennial Meeting of Directors and the election of such directors in connection therewith were timely held.

TRANSITION INITIAL ELECTION PROVISION: The term of office of half of the at-large directors elected in 2020 shall be for a two-year term in order to provide for the staggering of terms described in this Section.

6.4 Resignation. Any director may resign from the Board of Directors at any time by delivering written notice of same to the President of the Corporation. Such resignation shall take effect at the time specified in the written notification. Any director serving as such on account of being an officer who resigns as an officer shall also be deemed to simultaneously resign as a director.

6.5 Removal. Any director may be removed from the Board of Directors by a two-thirds (2/3) vote of all Voting Members with or without cause by the Voting Members and otherwise if the Voting Members determine that the best interests of the Corporation are served by such removal. Any director serving as such on account of being an officer who is removed as an officer shall also be deemed to simultaneously to be removed as a director.

6.6 Vacancies. In case of any vacancy in an at-large director position for any reason (including, without limitation, the death, resignation or removal of an at-large director) before the expiration of the term of such position, the President, with approval of the Board of Directors, may choose to leave the position vacant or may appoint an Active Member as a successor, such successor to serve for the unexpired term of the vacating director. The individual

appointed to such at-large director position shall be eligible to stand for election to a full term if such individual was appointed to fill the vacancy within two (2) years before the expiration of the term of the vacating at-large director; otherwise, such individual shall be ineligible to stand for election to a full term.

6.7 Place of Meeting. The Board of Directors may hold its meetings at such place or places within or without the State of Wisconsin as the Board of Directors may from time to time determine.

6.8 Annual Meeting/Regular and Special Meetings.

- (a) The annual meeting of the Board of Directors for the transaction of such business as shall come before the Board of Directors at such meetings shall be held at such time and place as shall be designated in the notice of such meeting pursuant to Section 6.9, below; provided, however, that in years when the Biennial Meeting of Members is being held, such annual meeting of the Board of Directors shall be held as nearly as practicable to the date and the time of the Biennial Meeting of Members at the same location as such Biennial Meeting of Members unless the Board of Directors determines otherwise.
- (b) In addition to its annual meeting, the Board of Directors shall hold such additional regularly scheduled meetings throughout the year as may be determined by the Board of Directors.
- (c) Special meetings of the Board of Directors may be scheduled and convened at any time at the request of the President or by written petition signed by any two (2) directors and delivered to the President and Secretary. In the event the President fails, neglects or refuses to distribute, or cause the Secretary to distribute, proper notice of such requested special meeting, the persons requesting the meeting may schedule or convene such meeting by proper notice to all directors then in office.

6.9 Notice. The President or the Secretary of the Corporation shall give notice of each annual and special meeting by mailing or transmitting by facsimile or other electronic means such notice to each director at least seven (7) days before an annual meeting and at least two (2) days before a special meeting. Such meetings may be scheduled during any prior regularly scheduled meeting. Such notice may be waived by any director. Neither the business to be transacted nor the purpose of any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws or applicable law. At any meeting attended by all of the Directors, any business may be transacted, notwithstanding the lack of due notice of such meeting.

6.10 Quorum. At any meeting of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If the number of directors necessary to constitute a quorum shall fail to attend at the time and place fixed for an annual or special meeting of the Board of Directors, the directors in attendance may adjourn from time to time without notice or other announcement at the meeting

unless the requisite number of directors to constitute a quorum shall attend. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of directors whose absence would cause less than a quorum.

6.11 Voting and Manner of Acting. Each director shall be entitled to one vote with respect to matters submitted to a vote of the Board of Directors. 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 except where otherwise provided by these Bylaws or by applicable law. Directors shall not be permitted to vote by proxy.

6.12 Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if, prior or subsequent to such action, all of the Directors, or all of the members of the committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or committee, as the case may be. Such written consents may be executed in counterparts.

6.13 Meetings by Electronic Means of Communication. To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided:

- (a) all participating directors may simultaneously hear each other during the meeting, or
- (b) 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.

Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Article VII OFFICERS

7.1 In General. The officers of the Corporation shall be the President, the President-Elect, the Secretary, the Treasurer and the Immediate Past President. Additionally, the Board of Directors may appoint such Assistant Secretaries and Assistant Treasurers as it may deem advisable from time to time. Only Active members, including individuals then serving as at-large directors, shall be eligible to be candidates for, and to serve as, officers; provided, however, that if an individual while serving as an at-large director is elected as an officer, such individual shall, if the term of

his or her at-large director position does not expire at or before the time his or her term as an officer commences, resign such at-large director position before or at the time of assuming such officer position. All individuals serving as officers shall, by virtue of their status as such, also be directors of the Corporation as provided in Section 6.2, above. The term of office of each officer shall be two (2) years (or until the end of the term of his or her predecessor if he or she shall have been elected to succeed a person who shall not have completed his or her term). The terms of office of the Secretary and Treasurer are renewable once; the terms of office of the Immediate Past President and President-Elect are not renewable. The President-Elect, Secretary and Treasurer shall be elected by the Voting Members at, or in connection with, a Biennial Meeting of Members (except as otherwise provided in Section 7.4, below, in the case of an election to fill a vacancy in the office of President-Elect) and the terms of all officers shall commence at the conclusion of such Biennial Meeting of Members at or in connection with his or her election occurs (except in the case of an officer filling a vacancy, in which case such term shall commence on the date the individual filling such vacancy assumes such office) and end at the conclusion of the next succeeding Biennial Meeting of Members or otherwise until his or her successor shall have been duly elected and qualified or until his or her death, resignation or removal. Inasmuch as, as stated above, it is contemplated that Biennial Meetings of Members may not be held at exactly two-year intervals, the length of officer terms may be expanded or contracted depending on the exact interval between Biennial Meetings of Members. The President-Elect whose term of office is expiring at a Biennial Meeting of Members shall automatically succeed to the office of President at such Biennial Meeting of Members as the other officers are elected thereat or in connection therewith. The President whose term of office is expiring at such Biennial Meeting of Members shall automatically succeed to the office of Immediate Past President at such Biennial Meeting of Members as the other officers are elected thereat or in connection therewith. If a Biennial Meeting of Members of the Corporation is not held during the calendar year in which these Bylaws provide such meeting is to be held, the Corporation shall, at the same time as directors are elected as provided in the last sentence of Section 6.3, above, cause an election of officers to be held with or without a meeting and the officers so elected (and the officers succeeding to new offices by virtue of automatically succeeding thereto as provided in this Section) shall assume their new offices immediately upon such election, the term of such officers to conclude at the same time and in the same manner as if the Biennial Meeting of Directors and the election of officers in connection therewith were timely held. The Nominating Committee shall recommend to the Board of Directors, and the Board of Directors shall nominate, individuals for election to the offices of President-Elect, Secretary and Treasurer in accordance with the procedures set forth in Section 8.2 below.

7.2 Powers and Duties.

(a) President. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect in those instances in which that responsibility is assigned to some other person by the Board of Directors. In general, the President shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside at all meetings of the Board of Directors and be responsible for scheduling all meetings of the Board

of Directors. The President may determine the order of business to be conducted at meetings of the Board of Directors.

(b) President-Elect. The President-Elect shall temporarily assume the duties of the President in the absence of the President and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. In addition, the President-Elect shall, as the President-Elect of the Corporation, carry out such duties in such capacity as the President or the Board of Directors may from time to time determine.

(c) Secretary. The Secretary or its designee shall record the minutes of the meetings of the Board of Directors and the Nomination Committee in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the law; be custodian of the corporate records; and perform all duties incident to the office of Secretary. The Secretary shall perform such other duties as the Board of Directors, through the President, direct, and such other duties as usually pertain to the office of Secretary.

(d) Treasurer. The Treasurer shall have supervision of all monies, securities and other valuable properties of the Board of Directors and shall oversee accurate accounts of the receipts and disbursements of the Board of Directors in books belonging to it. The Treasurer shall ensure that all monies and other valuable effects are deposited in the name and to the credit of the Board of Directors in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall check monthly the disbursements of funds of the Board of Directors in accordance with authority of the Board of Directors. The prior authorization of the Treasurer and the President shall be required for any unbudgeted expenditures which exceed \$1,000. The Treasurer shall render to the President and the Board of Directors whenever requested or otherwise required, a written detailed account of the transactions and of the financial condition of the Corporation, including a statement of all its assets, liabilities, and financial transactions. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of such office in such sum and with such sureties as the Board of Directors may determine, the cost of which shall be borne by the Corporation. The Treasurer shall be relieved of all responsibility for any securities or monies or the disbursement thereof committed by the Board of Directors to the custody of any other person or Corporation, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee, or for the performance of any other duties of Treasurer delegated by the Board of Directors to any other officer, agent or employee, and he or she shall not be responsible for any actions of any other officer, agent or employee of the Board of Directors.

(e) Immediate Past President. The Immediate Past President shall assume the duties of the President in the event of the President's death, incapacitation, removal or inability or refusal to act, to complete the unexpired term. The Immediate Past President will perform such other duties as the Board of Directors, through the President, direct, and such other duties as usually pertain to the office of Immediate Past President.

(f) Assistant Officers. Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have such authority and perform such duties as the Board of Directors may prescribe.

7.3 Resignation/Removal. Any officer may resign at any time by delivering written notice of same to the President or the Secretary. Such resignation shall take effect at the time specified in the written notification. Any officer may be removed from office with or without cause, by a two-thirds (2/3) vote of the Voting Members. Any officer who has resigned or has been removed as a director of the Corporation shall be automatically deemed to have also simultaneously resigned, or been removed, as the case may be, from the office in which he or she is serving.

7.4 Vacancies.

- (a) President. In the event of the President's death, resignation or removal while in office, the Immediate Past President shall resume the office of President for the remainder of such term.
- (b) President-Elect. In the event of the President-Elect's death, resignation or removal while in office, the Voting Members shall, as soon as practicable after such vacancy occurs, elect a successor to fill the unexpired term of such office in accordance with the procedures set forth in Article VIII, below.
- (c) Immediate Past President. In the event of the Immediate Past President's death, resignation or removal while in office, such office shall remain vacant until such vacancy is filled by the outgoing President upon the expiration of the term of office of the President.
- (d) Secretary and Treasurer. In the event of the death, resignation or removal of the Secretary or the Treasurer while in office, the Board of Directors shall, as soon as practicable thereafter, fill such vacancy for the unexpired term of such office. If, at the time such vacancy is filled, one or more years are left to run on such term, the successor shall be eligible to stand for reelection to such office twice; otherwise, such successor shall be eligible to stand for reelection to such office once.

Article VIII ELECTION OF DIRECTORS AND OFFICERS

8.1 Manner of Election to Directors and Officers. Officers and directors shall be elected through nomination by the Nominating Committee or by petition as described herein. Officers and Directors are elected by the Voting Members.

- (a) Nominations by Nominating Committee. Prior to each Biennial Meeting of Members, the Nominating Committee shall submit to the Board of Directors a recommended slate of proposed nominees for election as at-large directors and, in years when the terms of the officers are expiring, officers, as follows:
 - (1) one (1) or more eligible prospective nominees for election to each at-large director position the term of which is to expire; and

- (2) one (1) or more eligible prospective nominees for election to each of the offices of President-Elect, Secretary and Treasurer, as applicable.
- (b) Nominations by Petition. Eligible prospective at-large director and officer nominees may also be nominated by written petition of not less than twenty-five (25) Voting Members so long as any such petition is received by the Secretary by not later than a date specified by the Board of Directors and communicated to the Members.

The Board of Directors shall approve a slate of one or more nominees for each at-large director and each officer position proposed by the Nominating Committee for such election. The slate of nominees presented to the members for such election shall consist of those nominees so approved by the Board of Directors and those nominees nominated by written petition as described in sub. (b), above.

8.2 Balance of Representation Within Leadership. In order to provide balance of representation in the governance of the affairs of the Corporation, the Nominating Committee and the Board of Directors shall, as and to the extent feasible and appropriate in their respective reasonable discretion, use their respective best efforts, in carrying out their respective duties hereunder, to nominate individuals for election as at-large directors and officers with a view toward:

- (a) attaining balance among the individuals in leadership positions in the Corporation as to professional experience, background and areas of interest and concentration; and
- (b) taking into account gender and geographical balance among the individuals serving as officers and at-large directors of the Corporation, to the extent feasible under the circumstances, and such other factors and considerations at the Nominating Committee and the Board of Directors may deem appropriate in their respective reasonable discretion.

The provisions of this Section 8.2 are aspirational in nature only and any allegation that such balance has not been achieved at any given time shall not serve as a basis for invalidating or otherwise adversely affecting any nominations made under these Bylaws. The determinations of the Nominating Committee and the Board of Directors as to any nominations and/or their respective discretion exercised with respect to the considerations set forth herein in connection with same shall be final and nonappealable.

8.3 Election. A plurality of the votes cast for the election of at-large directors shall determine who is elected, so that the nominee with the largest number of votes for at-large director shall be the first at-large director elected, the nominee with the second highest number of votes shall be the second at-large director selected, etc., until a sufficient number of at-large directors have been elected to fill all vacant at-large director positions. For each of the offices of President-Elect, Secretary and Treasurer, the nominee receiving the largest number of votes of the number of nominees nominated for such office shall be elected to such office. Cumulative voting shall

not be permitted; each Voting Member shall have one vote for each at-large director to be elected and one vote for each officer to be elected but may vote for any nominee only once.

TRANSITION PROVISION FOR INITIAL OPERATION OF THE CORPORATION: The initial election of directors and officers under these Bylaws shall be held at the first Biennial Meeting of Members in 2020. Inasmuch as there will not at that time be an Immediate Past President, 11 At-Large directors will then be elected, 6 for a two-year term, and 5 for a 4-year term. As soon as practical after the initial organization of the Corporation, the Founding Members shall, by resolution, constitute a transitional Board of Directors, with a President, Secretary, Treasurer and 12 At-Large members, to operate until the above-referenced initial election of directors and officers in 2020. Service by any individual on the transitional Board of Directors will not preclude such individual from running for election as an at-large director at the initial Biennial Meeting of Members in 2020.

Article IX COMMITTEES

9.1 Committees of the Board. The Board of Directors may adopt a resolution designating one or more committees of the Board. Each committee of the Board shall consist of three (3) or more directors designated by the President. To the extent provided by the resolution or in the Articles of Incorporation or in these Bylaws, committees of the Board may exercise the powers of the Board of Directors with respect to the management of the affairs of the Corporation, when the Board of Directors is not meeting, except for electing officers or the filling of vacancies on the Board of Directors or on committees of the Board established under this Section. Additionally, chairpersons of committees of the Board shall be appointed by the President.

9.2 Standing Committees. There shall be at least two (2) standing committees, to wit:

- (a) the Nominating Committee, which shall be responsible to identify, recruit and propose to the Board of Directors for nomination candidates for at-large director and officer positions, as well as other elected and appointed committee, task force and other positions as may be determined by the President or the Board of Directors from time to time; and
- (b) the Biennial Meeting Organizing Committee, which shall be responsible to plan and otherwise organize the Corporation's Biennial Meeting of members.

Standing committees shall not be considered committees of the board for purposes of Section 181.0825, Wis. Stats. The Board of Directors may, by resolution, from time to time designate one or more other standing committees. Each standing committee shall consist of such number of members or other individuals as may be designated by the President, with the approval of the Board of Directors (for purposes of clarity, it being hereby confirmed that standing committees may, but are not required to, include as members thereof individuals who are directors, officers or members of the Corporation); provided, however, that the Board of Directors shall, by resolution from time to time, appoint the members of the Nominating Committee. In addition,

chairpersons of standing committees shall be designated by the President, with the approval of the Board of Directors.

9.3 Other Ad hoc Committees. The President, with the approval of the Board of Directors, may from time to time designate and establish other committees, subcommittees, working groups and task forces. Ad hoc committees shall have such charges, powers and duties as may be determined by the President, with the approval of the Board of Directors and shall make regular reports to the President and the Board of Directors; provided, however, that ad hoc committees shall not be considered committees of the board for purposes of Section 181.0825, Wis. Stats. Each ad hoc committee shall consist of such number of members or other individuals as designated by the President, with the approval of the Board of Directors (for purposes of clarity, it being hereby confirmed that ad hoc committees may, but are not required to, include as members thereof individuals who are directors, officers or members of the Corporation). In addition, chairpersons of ad hoc committees shall be designated by the President, with the approval of the Board of Directors.

9.4 Committee Terms.

- (a) Committee Chairs and Committee Members. Committee of the Board and standing committee chairs and members of such committees shall serve for two (2) year terms, which shall be renewable once. Ad hoc committee chairs and members thereof shall serve for such terms (as to number and length) as may be determined by the President, with the approval of the Board of Directors.
- (b) Committee Resignation/Removal.
 - (1) Resignation. The Chairperson or any member of any Committee may resign therefrom by notifying the President in writing. Such resignation shall take effect at the time specified in the written notification.
 - (2) Removal. The President or the Board of Directors may remove any Chairperson or member of a Committee with or without cause. Such removal shall be made in writing and shall take effect at the time specified in the written notification.

9.5 Vacancies. Any vacancy occurring on any Committee or in any Committee chairship on account of death, resignation, removal or otherwise shall be filled by appointment by the President, with the approval of the Board of Directors.

Article X CONTRACTS AND OTHER DOCUMENTS

10.1 General. The Board of Directors, except to the extent otherwise required by applicable law, the Articles of Incorporation, or these Bylaws, may authorize any officer or officers of the Corporation in addition to the President, to enter into any contract or execute and deliver any instrument, note, evidence of debt, loan or documents in the name of and on behalf of the

Corporation and such authority may be general or confined to specific instances. Any such contract, instrument, evidence of debt, note, loan or other document shall be signed by the President and the Treasurer, unless otherwise authorized by the Board of Directors. Unless authorized by a specific resolution of the Board of Directors, no contract, loan, mortgage or other agreement, instrument or document shall be executed by any officer of the Corporation on behalf of the Corporation without the express approval of the Board of Directors adopted in accordance with these Bylaws.

10.2 Checks, Drafts, Etc. All checks, and drafts, or other orders for the payment of money issued in the name of the Corporation shall be authorized by the officer or officers of Corporation authorized by resolution of the Board of Directors.

10.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories or shall be otherwise entrusted as the Treasurer may from time to time recommend, subject to the approval of the Board of Directors.

10.4 Gifts. The Board of Directors or its designee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Article XI MEMBERS' BUSINESS MEETING

A business meeting of the Corporation shall be held as nearly as practicable to each Biennial Meeting of Members.

Article XII FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year unless and until the Board of Directors determines otherwise.

Article XIII LIMITATION OF LIABILITY AND INDEMNIFICATION

The Corporation shall, to the fullest extent authorized or allowed by Chapter 181 of the Wisconsin Statutes, indemnify any Director, officer, employee or agent of the Corporation and their respective heirs and personal representatives, against any and all liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by any of them in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, and against all expenses (including attorneys' fees and other experts' fees and disbursements) actually and reasonably incurred by any of them in connection with the defense or settlement of any action or suit by or in the right of the Corporation or in connection with any appeal or otherwise; and no provision of the Bylaws shall be construed as limiting, denying, prohibiting, or abrogating any of the general or specific powers or rights conferred under Chapter 181 of the Wisconsin Statutes upon the

Corporation to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to Chapter 181 of the Wisconsin Statutes or any other law now or hereafter in effect. Expenses so incurred by any persons in defending a civil or criminal action or proceeding shall likewise at their request be paid by the affiliate in advance of the final disposition of the action or proceeding to the full extent that advancement of expenses may be lawful under Chapter 181 of the Wisconsin Statutes. The Corporation may by amendment of these Bylaws, resolution or agreement make further provision for the indemnification of directors, officers, employees and agents. These indemnification rights shall not be deemed to exclude any other rights to which the director, officer, employee or agent may otherwise be entitled. The Corporation may, but shall not be required to, supplement such indemnification against such liability and expenses by the purchase of insurance on behalf of any such persons, whether or not the Corporation would be obligated to indemnify such person under this Article.

Article XIV AMENDMENTS

Amendments to these Bylaws may be proposed by the Board of Directors or the written petition of at least fifteen (15) Voting Members of the Corporation. Such proposed amendment proposed by petition shall be submitted to the Board of Directors, which shall, at its next regularly scheduled meeting, consider same and make a determination regarding whether to recommend same for approval by the Voting Members. If the Board of Directors so determines, it shall promptly recommend approval of a proposed amendment to these Bylaws to the Voting Members and cause such amendment to be submitted to the Voting Members for consideration of adoption. As part of such submission to the Voting Members, the Secretary shall include a copy of the proposed amendment to the Bylaws, together with a statement that the Board of Directors recommends such amendment for adoption. Amendments may be considered by the membership at the Biennial meeting or a Special meeting, and approval requires a majority vote.

Article XV COMPENSATION

No director, officer, committee member or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided that this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation; provided, however, the Corporation may reimburse expenses of such persons in attending meetings and conducting other activities on behalf of the Corporation.

Article XVI LIQUIDATION

Upon dissolution of the Corporation for any reason, the Board of Directors shall, after paying or making provisions for the payment of the Corporation's liabilities, if any, distribute the Corporation's net assets, to such corporation(s), association(s), fund(s), and/or foundation(s) engaged in activities substantially similar to those of the Corporation as are designated by the

Board of Directors and in such proportions as are determined thereby, subject to any order of court as provided by law, for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Code. Notwithstanding any of the foregoing provisions of this Article, the distribution of any assets of the Corporation in liquidation shall be made in accordance with the Wisconsin General Corporation Law.

Article XVII WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the laws of the State of Wisconsin, the Corporation's Certificate of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting in person or by proxy shall constitute waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting, at the commencement of such meeting, to the transaction of any business because the meeting was not lawfully called.

Article XVIII EXECUTIVE DIRECTOR

An Executive Director may be employed directly or by contract by the Board of Directors. The Executive Director shall have general charge of the day-to-day operations and management of the Corporation. The Executive Director may sign in the name of or on behalf of the Corporation any contract or agreement authorized by the Board of Directors and shall do and perform such additional duties as may be assigned by the Board of Directors and/or otherwise expressed in a management agreement.

Article XIX MISCELLANEOUS

18.1 Corporate Seal. The Corporation shall have no seal.

18.2 Trademarks. No member may use the Corporation's name or trademarks for personal, commercial purposes or funding purposes without prior approval of the Board of Directors.

18.3 Interpretation. In interpreting these Bylaws, whenever the context so requires, (a) the singular shall include the plural and the plural shall include the singular, and (b) any gender shall include all genders.

18.4 Definition of "Code." All references in these Bylaws to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions subsequently enacted.

18.5 Headings. The headings in these Bylaws are intended for convenience only and should not affect the meaning or interpretation hereof.