

**Bylaws
of
Wisconsin Foundation UCC, Inc.**

**ARTICLE I
Purpose and Mission**

A. Purpose

The Wisconsin Foundation UCC, Inc. (hereinafter "Foundation") is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, furthering the mission of the churches and other organizations that collectively comprise the Wisconsin Conference United Church of Christ, Inc.

B. Mission

The mission of the Foundation is as follows:

Wisconsin Foundation UCC, Inc., is a catalyst for positive change in the life of the United Church of Christ in Wisconsin; promotes a culture of generosity; and connects people across the UCC in working for a more just world.

**ARTICLE II
Principal Office**

A. Principal Office

The Foundation shall maintain a principal office in the State of Wisconsin. The initial principal office of the Foundation is located at 4459 Gray Road, De Forest, County of Dane, State of Wisconsin, 53532.

B. Registered Agent

The Foundation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the Foundation. The identity and address of the registered agent may be changed from time to time by resolution of the Board of Directors and filing of a statement with the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Statutes.

ARTICLE III
Membership

The Foundation shall have one Member. The Member shall be the Wisconsin Conference of the United Church of Christ, Inc. (hereinafter "Member"), a Wisconsin non-stock corporation.

ARTICLE IV
Board of Directors

A. General Powers

The business and affairs of the Foundation shall be managed by a Board of Directors in a manner consistent with the purposes, objectives, philosophy and limitations set forth by the Articles of Incorporation and these Bylaws. It shall supervise a President & CEO. The President & CEO shall manage day to day business of the Foundation under the supervision of the Board of Directors. The Board of Directors shall act to preserve the tax-exempt status of the Foundation.

B. Qualifications

Directors need not be residents of the State of Wisconsin but shall be either members of, or shall have significant ties with, the United Church of Christ in Wisconsin. Directors shall have individually, as basic personal qualifications, intelligence, integrity, competence, good moral character, and an interest in and knowledge of the Foundation, its purposes and operations. An effort should be made to have diverse segments of the United Church of Christ in Wisconsin represented in the membership of the Board of Directors.

C. Number

The number of Directors shall not be less than four (4), nor more than twelve (12); they shall be broadly representative of the United Church of Christ in Wisconsin.

D. Term

Directors shall hold office for a term of three (3) years, commencing with the first day of the Foundation's fiscal year. No Director shall serve consecutively more than three (3) full terms of three (3) years, except for the Conference Minister of the Wisconsin Conference of the United Church of Christ, Inc. The Conference Minister shall serve as a Director co-terminus with the minister's authorized call to the Conference. Election to fill an unexpired term for less than three (3) years shall not be deemed election to serve for a full three (3) year term. Directors may be elected to a second or a third three (3) year term. Additional terms may be served after a one-year absence from the Board of Directors.

E. Election

Directors of the Foundation shall be elected by the Member at an annual meeting that shall be held within forty-five (45) days before or after the end of the Foundation's fiscal year. The Conference Minister will be an ex officio Director.

F. Resignation and Removal

A Director may resign at any time by submitting a written resignation letter to the Secretary of the Foundation. Any Director may be removed from office at any time by the Member.

G. Quorum

A majority of the total number of Directors then in office shall constitute a quorum for transaction of business at any meeting of the Board of Directors.

H. Meetings

The Board of Directors shall meet at least quarterly, at a time and place as determined by the Chair. An annual meeting of the Board of Directors shall be held within forty-five (45) days before or after the end of the Foundation's fiscal year. Meetings may be conducted through the use of any means of communication by which all participating directors may simultaneously hear or read each other's comments during the meeting.

I. Action by Written Consent

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if the action is set forth in writing and so signed, either personally or electronically, by two-thirds of the Directors then in office. Such written consent shall have the same force and effect as a vote of the Directors taken at a meeting.

J. Compensation

Directors of the Foundation shall receive no compensation for their services in their capacity as Directors. Directors may, however, receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the affirmative vote of a majority of Directors then in office.

ARTICLE V
Officers

A. Qualifications

The Officers of the Foundation must be members in good standing of a United Church of Christ congregation.

B. Number

The Officers of the Foundation shall be President & CEO, Board Chair, Board Vice-Chair, Secretary, and Treasurer, and shall, in general, perform such duties usually pertaining to their respective positions in tax-exempt charitable corporations.

C. Election

The Officers of the Foundation shall be elected by a majority vote of the Directors then in office.

D. Term

Officers shall hold office for a term of two (2) years commencing with the first day of the Foundation's fiscal year.

E. Resignation and Removal

An Officer may resign at any time by submitting a written resignation letter to the Secretary of the Foundation, or in the case of the Secretary, to the Board Chair of the Foundation. Any Officer may be removed from office at any time by a majority vote of the Directors then in office at a meeting of the Board of Directors called for that purpose and whenever, in the judgment of the Board, is in the best interest of the Foundation. An Officer who leaves office during a term may be replaced by a majority vote of the Directors then in office and the replacement Officer shall serve for the remainder of the unexpired term.

F. Duties and Responsibilities

1. President & CEO

The President & CEO shall, subject to control by the Board of Directors, in general supervise and control all the business and affairs of the Foundation. The President & CEO may sign, with authorization of the Board of Directors, any deeds, mortgages, bonds, contracts, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed.

The President & CEO shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Foundation as she or he shall deem necessary, to prescribe their powers, duties, and compensation and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President & CEO. In general, the President & CEO shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time.

The President & CEO of the Foundation shall be invited to attend all regular meetings of the Board and shall refer matters for Board consideration to the Board Chair. The President & CEO shall make regular reports to the Board on the activities of the Foundation.

The President & CEO shall be an ex-officio, non-voting member of all committees, with the exception of the Executive Committee while conducting periodic performance review of the President & CEO.

2. Board Chair

The Board Chair shall call and preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees of the Board of Directors. The Board Chair shall appoint all standing committee members and Chairs, subject to the approval of the full Board. The Board Chair may appoint ad hoc committees and Chairs.

3. Board Vice-Chair

The Vice-Chair shall act in the absence or by the direction of the Board Chair to perform the duties and responsibilities of the Board Chair and shall exercise such other powers as may be assigned by the Board of Directors.

4. Secretary

The Secretary shall attend meetings of the Board of Directors and see that maintenance of records is undertaken for recording the attendance of the Directors, the business of each meeting, and the actions taken.

5. Treasurer

The Treasurer shall attend meetings of the Board of Directors and see that there is proper oversight of the financial, banking, and investment activities of the Foundation.

G. Compensation

Officers of the Foundation shall receive no compensation for their services in their capacity as Directors. An Officer may, however, receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the affirmative vote of a majority of Directors then in office.

ARTICLE VI
Committees

A. Executive Committee

The executive committee shall be comprised of the Officers of the Foundation and the immediate past Board Chair. It may, upon the call of the Board Chair, exercise between regular meetings of the Board of Directors, all the powers of the Board for management of the business of the Foundation excepting those powers to amend the Articles of Incorporation, amend these Bylaws, dissolve the Foundation, or other actions prohibited by law.

B. Other Committees

The Board may create other committees as needed.

ARTICLE VII
Corporate Acts, Transactions and Records

A. Corporate Acts

Unless otherwise directed by resolution of the Board of Directors or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Foundation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Foundation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Foundation shall be signed by any two Officers of the Foundation.

B. Loans

No funded indebtedness shall be contracted on behalf of the Foundation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

C. Deposits

All funds of the Foundation, not otherwise employed, shall be deposited from time to time to the credit of the Foundation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

D. Records

The Board of Directors shall prepare, or cause to be prepared, periodic financial reports of the Foundation. The Board shall also prepare or cause to be prepared such financial information as may be necessary for tax returns or other reports the Foundation is required to file with the United States or any state or other jurisdiction.

E. Financial Review

The Board of Directors shall cause the financial records to be reviewed annually by a certified public accountant. Information about the annual audit shall be presented to the Board upon completion.

ARTICLE VIII

Conflict of Interest Policy

The Board of Directors shall adopt and maintain a conflict of interest policy whose purpose is to protect the Foundation's interests and its status as a tax-exempt 501(c)(3) public charity when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Foundation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE IX

Indemnification

A. Indemnification

To the extent allowable under Wisconsin law, and unless otherwise provided in the Articles of Incorporation, the Foundation shall indemnify any individual made a party to a proceeding because he or she is or was a Director, Officer, employee or volunteer of the Foundation; or the executor, administrator or other legal representative of any Director, Officer, employee or volunteer of the Foundation (hereinafter "eligible person"), against any liability incurred in the proceeding, if such indemnification is determined permissible under Article VII of these Bylaws.

B. Determination

The Foundation shall indemnify an eligible person under Article VIII of these Bylaws unless a determination has been made that such person is ineligible to receive indemnification under the standards set forth herein or the indemnification sought is not permitted under the standards set forth herein. The determination that such person is not eligible for indemnification shall be made:

1. By the Board of Directors by majority vote of a quorum consisting of Directors at the time not parties to the proceeding;
2. If a quorum cannot be obtained under Subsection 1 above, by a majority vote of a committee duly designated by the Board of Directors (in whose designation, Directors who are

parties may participate) and consisting solely of three or more Directors not at the time parties to the proceeding; or

3. By special legal counsel selected by the Board of Directors or its committee in the manner provided in Subsection 1 or 2 above, by a majority vote of the Directors then in office (in whose selection Directors who are parties may participate).

C. Prohibition

The Foundation shall not indemnify an eligible person if: (1) an action, suit, or proceeding shall be prosecuted against such person or against his or her executor, administrator or other legal representative to final determination and it shall be finally adjudged in such action, suit or proceeding that such person is liable for gross negligence or such person has knowingly and willfully acted in a manner contrary to the best interests of the Foundation; or (2) such action, suit or proceeding shall be settled or otherwise terminated as against such person or her or his executor, administrator or legal representative without final determination on the merits and it shall subsequently be determined that such person was liable for gross negligence or such person has knowingly and willfully acted in a manner contrary to the best interests of the Foundation as charged in such action, suit or proceeding, as determined in the same manner as set forth in Section B above.

D. Payment in Advance

The Foundation shall pay or reimburse the reasonable expenses incurred by such eligible person who is a party to a proceeding in advance of final disposition of the proceeding if: (1) such eligible person furnishes the Foundation a written affirmation of his or her good faith belief that he or she has not engaged in conduct described in Section C (1) above; (2) the eligible person furnishes the Foundation a written undertaking, executed personally or on her or his behalf, to repay the advance if it is ultimately determined that she or he did not meet the applicable standard of conduct (which undertaking must be unlimited general obligation of the eligible person, but need not be secured and may be accepted without reference to financial ability to make repayment); and (3) a determination is made that the facts then known to those making the determination do not preclude indemnification under Section C above or Section E below. The determination required by clause (3) of the immediately preceding sentence shall be made in accordance with the procedures of Section B above.

E. Limitation

The foregoing right of indemnification shall not extend to the defense of a claim, action, suit or proceeding resulting from a claim of malpractice or other negligence against an eligible person in his or her individual capacity arising out of the rendering of professional services or any

proceeding involving the employment or professional status, rights, or privileges of the eligible person within the Foundation.

F. Other Indemnifications

The Foundation shall have the power to make any other indemnification that shall be authorized by resolution adopted by the Board of Directors at a meeting after notice specifying the purpose of said meeting.

G. Non-Exclusivity

The foregoing rights of indemnification shall not be exclusive of any other rights which any eligible person shall be entitled as a matter of law or that may be lawfully granted to her or him and the indemnification granted under this Article VIII by the Foundation shall be in addition to, and not in restriction or limitation of, any other privilege or power that the Foundation may lawfully exercise with respect to the indemnification or reimbursement of an eligible person.

I. Insurance

The Foundation may purchase and maintain insurance on behalf of any individual who is an employee, agent, Director or Officer of the Foundation against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, Director or Officer, regardless of whether the Foundation is required or authorized to indemnify or allow expenses to the individual against the same liability under this Article.

J. Liberal Construction

In order for the Foundation to obtain and retain qualified Directors, Officers, employees and volunteers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of eligible persons and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

ARTICLE X
Limitations on Activities

A. Private Inurement

No part of the net earnings of the Foundation shall inure to any private entity or individual not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or Officer of the Foundation, nor to any other private persons, excepting solely such reasonable compensation that the Foundation shall pay for services actually rendered to the Foundation, or allowed by the Foundation as a reasonable allowance for authorized expenditures incurred on behalf of the Foundation.

B. Lobbying

No substantial part of the activities of the Foundation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Foundation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

C. Activities

Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

D. Loans

The Foundation shall not lend any of its assets to any Officer or Director of the Foundation or guarantee to any person the payment of a loan by an Officer or Director of the Foundation.

ARTICLE XI
General Provisions

A. Fiscal Year

The fiscal year of the Foundation shall begin on January 1 and end on December 31.

B. Parliamentary Authority

In the event of situations not specifically covered in these Bylaws, this organization will be governed by Robert's Rules of Order Newly Revised.

C. Gender

Any word or reference contained in these Bylaws, which implies one gender, shall also be equally applied to the other gender.

D. Seal

The Foundation shall have no seal.

ARTICLE XII
Compliance with IRS Requirements

A. Tax Status

It is intended that the Foundation shall acquire and maintain status as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, and as an organization other than a private foundation described in Section 509(a)(1)(2) or (3) and to which contributions are deductible for federal income tax purposes under Section 170(c)(2), bequests are deductible under Section 2055(a)(2), and gifts are deductible under Section 2522(a)(2) of the Internal Revenue Code.

B. Compliance with Code Requirements

All actions of the Foundation and the Board of Directors shall be construed with the intent to limit and prohibit any acts contrary to Code requirements permitting income tax deductible contributions, bequests, and gifts. No action of the Foundation or the Board of Directors shall be permitted under the Bylaws which would not be permitted to be taken by an organization described in Section 501(c)(3) or which would result in the imposition of federal income tax under Section 4941 through 4945, inclusive, of the Code.

ARTICLE XIII
Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Member.

ADOPTION

These Bylaws were duly adopted by the affirmative, unanimous vote of the Board of Directors of Wisconsin Foundation UCC, Inc., during a meeting on June 17, 2019, at which there was a quorum.

Steve Hirby, Secretary