

**BYLAWS OF  
COMMUNITY ACTION FOR HEALTHY LIVING, INC.**

(A Wisconsin Nonstock Corporation)

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**ARTICLE 1**  
**Purpose**

The purposes of Community Action for Healthy Living, Inc. (the “Corporation”) are to reduce tobacco, alcohol, and other substance abuse exposure while promoting healthy lifestyles. To promote healthy, smoke-free environments, provide resources for substance abuse, treatment and dependence, and to promote youth prevention programs where funding allows through a comprehensive community coalition.

**ARTICLE 2**  
**Identification**

**Section 2.01. Name.** The name of the Corporation is: Community Action for Healthy Living, Inc.

**Section 2.02. Principal and Business Offices.** The Corporation may have such principal and other business offices, either within or outside the state of Wisconsin, as the Board of Directors may designate or as the Corporation’s business may require from time to time.

**Section 2.03. Registered Agent and Office.** The Corporation’s Registered Agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Corporation’s registered office may be changed from time to time by or under the authority of the Board of Directors, or by the Registered Agent. The business office of the Corporation’s Registered Agent shall be identical to the registered office. The Corporation’s registered office may be, but need not be, identical with the Corporation’s principal office in the state of Wisconsin.

**Section 2.04. Place of Keeping Corporate Records.** The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation’s principal office.

**ARTICLE 3**  
**MEMBERSHIP**

**Section 3.01. No Members.** The Corporation shall not have members.

**ARTICLE 4**  
**Board of Directors**

**Section 4.01. General Powers.** The Corporation’s powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its Board of Directors, subject to any limitation set forth in the articles of incorporation.

**Section 4.02. Number, Tenure, and Qualifications.** The number of Directors of the Corporation shall not be less than six (6) nor more than eight (8). The Directors shall be selected as specified elsewhere in these bylaws. Directors shall serve terms of four (4) years each. At the end of those four years, 2 members (if consecutive) of the board will have the option to rotate off the board every year after those four years. Each Director shall hold office until the next annual directors' meeting and until his or her successor shall have been elected by the directors or until his or her prior death, <sup>1</sup> resignation, or removal as provided in these Bylaws. A Director may be removed from office by an affirmative vote of a majority of the Directors at a special meeting of the Directors called for that purpose, provided that a quorum is present. A Director may resign at any time by delivering his or her written resignation to the Board of Directors, the chairperson of the Board of Directors, or the Secretary of the Corporation.

**Section 4.03. Annual and Regular Meetings.** A regular meeting of the Board of Directors shall be held at least annually, at such time and place as may be fixed by the Board of Directors. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings, without other notice than such resolution.

**Section 4.04. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or by twenty percent (20%) of the Directors then in office. The person or persons authorized to call special Board of Directors' meetings may fix any place for holding any special Board meeting called by them.

**Section 4.05. 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 (1) all participating Directors may simultaneously hear each other during the meeting, or (2) 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.

**Section 4.06. Notice of Meetings; Waiver of Notice.** Notice of each Board of Directors' meeting, except meetings pursuant to Section 4.04 of these bylaws, shall be delivered to each Director at his or her business address or at such other address as the Director shall have designated in writing and filed with the secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, email, or other form of wire or wireless communication, private carrier, or in any other manner provided by ch. 181. Notice shall be given not less than 48 hours before the meeting being noticed, or 72 hours before the meeting being noticed if the notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A Director may waive notice required under this section or by law at any time, whether before or after the time of the meeting.

The waiver must be in writing, signed by the Director, and retained in the corporate record book. The Director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board of Directors' meeting need be specified in the notice or waiver of notice of the meeting.

**Section 4.07. Quorum Requirement.** Except as otherwise provided in the Articles of Incorporation or these Bylaws, sixty percent (60%) of the Directors as required in Section 4.02 of these Bylaws shall constitute a quorum for the transaction of business at any Board of Directors' meeting, but a majority of the Directors present, though less than such quorum, may adjourn the meeting to another time without further notice.

**Section 4.08. Voting Requirement.** The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or a committee of the Board of Directors. This provision shall not, however, apply to any action taken by the Board of Directors in the event the affirmative vote of a greater number of Directors is required by law, the Articles of Incorporation, or any other provision of these Bylaws.

**Section 4.09. Conduct of Meetings.** The President of the Board of Directors, and in his or her absence, a vice-president in the order provided under Section 5.09 of these bylaws, and in their absence, any Director chosen by the Directors present, shall call Board of Directors' meetings to order and shall act as Chairperson of the meeting. The Corporation's Secretary shall act as secretary of all Board of Directors' meetings, but in the Secretary's absence, the presiding Officer may appoint any Assistant Secretary, Director, or other person present to act as secretary of the meeting. The Chairperson of the meeting shall determine if minutes of the meeting are to be prepared, and if minutes are to be prepared, shall assign a person to do so.

**Section 4.10. Election and Vacancies.** Directors of the Corporation shall be elected by an affirmative vote of the majority of the Directors at the Directors Annual Meeting. Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding Annual Meeting by an affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board of Directors.

**Section 4.11. Committees.** The Board of Directors may create and appoint directors to one or more Committees by a resolution approved by the greater of the following: (1) a majority of the Directors in office when the action is taken, or (2) the number of Directors required to take action under Section 4.08 of these Bylaws. Each Committee shall consist of at least one (1) or more Directors and or one (1) or more person(s) designated by the Board of Directors, and shall, unless otherwise provided by the Board of Directors, serve at the pleasure of the Board of Directors. To the extent provided in the resolution as initially adopted and a thereafter supplemented or amended by further resolution adopted by a like vote, each Committee shall have and may exercise, when the Board of Directors in not in session, the powers of the Board of Directors in the management of the Corporation's business and affairs, except that a Committee may not: (1)

appoint the principal officers; (2) amend articles of incorporation, or amend, adopt, or repeal Bylaws; or (3) fill vacancies on the Board of Directors or on Committees created pursuant to this section, unless the Board of Directors, by resolution, provides that Committee vacancies may be filled by a majority of the remaining Committee members. The Board of Directors may elect one or more of its directors as alternate members of any such Committee who may take the place of any absent member or members at any meeting of the Committee, upon the request of the President or of the Chairperson of the meeting. Each Committee shall fix its own rules governing the conduct of its activities and shall make such report of its activities to the Board of Directors as the Board may request. The permanent Committee shall be the Steering Committee. The Steering Committee shall consist of one (1) or more Directors and two (2) staff members consisting of the Executive Director and the Youth Coordinator. The Steering Committee shall attend all meetings of the Board of Directors. However, the staff members may only provide input and shall not have voting rights with respect to Board of Directors matters.

**Section 4.12. Action Without a Meeting.** Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent.

## **ARTICLE 5**

### **Officers**

**Section 5.01. Number and Titles.** The Corporation's Principal Officers shall be a President, Vice-President periodically determined by the Board of Directors, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors.

**Section 5.02. Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Board of Directors at their Annual Meeting, or to the extent authorized in these bylaws, by another duly appointed Officer. Each Officer shall hold office until his or her successor shall have been duly elected or until the Officer's prior death, resignation, or removal as provided in these Bylaws.

**Section 5.03. Additional Officers, Agents, etc.** In addition to the Officers referred to in Section 5.01 of these Bylaws, the Corporation may have such other Officers, Assistants to Officers, Acting Officers, and Agents as the Board of Directors may deem necessary and may appoint. Each such person shall act under his or her appointment for such period, have such authority, and perform such duties as may be provided in these Bylaws, or as the Board may from time to time determine. The Board of Directors may delegate to any Officer the power to appoint any subordinate Officers, Assistants to Officers, Acting Officers, or Agents. In the absence of any Officer, or for any other reason the Board of Directors may deem sufficient, the Board may

delegate, for such time as the Board may determine, any or all of an Officer's powers and duties to any other Officer or to any Director.

**Section 5.04. Removal.** The Board of Directors may remove any Officer or Agent, elected or appointed, whenever in its judgment the best interest of the Corporation will be served thereby, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights. An Officer may remove, with or without cause, any Officer or Assistant Officer who was appointed by that Officer.

**Section 5.05. Resignations.** Any Officer may resign at any time by giving written notice to the Corporation, the Board of Directors, the President, or the Secretary. Any such resignation shall take effect when the notice of 4 resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

**Section 5.06. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular elections or appointments to the office for the unexpired portion of the term.

**Section 5.07. Powers, Authority, and Duties.** Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by the Board of Directors or the Officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 5.

**Section 5.08. The President.** The President shall be the Corporation's Chief Executive Officer and, subject to the Board of Directors' control, shall:

1. superintend and manage the Corporation's business;
2. be designated as the President of the Board of Directors, and shall preside at all Directors meetings at which he or she is present;
3. coordinate and supervise the work of its other Officers;
4. employ agents, professional advisors, and consultants;
5. oversee all functions of the Executive Officer and staff of the Corporation's business;
6. have authority to sign, execute, and deliver in the Corporation's name all instruments either when specifically authorized by the Board of Directors or when required or deemed necessary or advisable by the president in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Board to some other Officer(s) or Agent(s) of

the Corporation or shall be required by law or otherwise to be signed or executed by some other Officer or Agent; and

7. follows financial procedural manual on finances for the corporation
8. in general, perform all duties incident to the Office of the President and such other duties as from time to time may be assigned to him or her by the Board of Directors.

**Section 5.09. The Vice-President.** In the President's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice-President (or if there is more than one vice-president, the Vice-Presidents in the order designated by the Board of Directors, or in the absence of any designation, in the order of their appointment) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice-President shall perform such other<sup>5</sup> duties and have such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors. The execution of any instrument of the Corporation by any Vice-President shall be conclusive evidence, as to third parties, of his or her authority to act in the President's place.

**Section 5.10. The Secretary.** The Secretary shall:

1. keep any minutes of meetings of the Board of Directors in one or more books provided for that purpose; electronically and on file.
2. see that all notices are duly given in accordance with these Bylaws or as required by law;
3. be custodian of the Corporation's corporate records and see that the books, reports, statements and all other documents and records required by law are properly kept and filed;
4. in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

**Section 5.11. The Treasurer.** The Treasurer shall:

1. oversee all of the Corporation's funds according to the financial procedural manual.
2. have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Corporation's financial transactions from the Officers, Employees, or Agents transacting the same;
3. present to the Board of Directors the Corporation's financial statements at all meetings and as requested by the Board of Directors.

4. in general, perform all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

## **ARTICLE 6**

### **Contracts, Loans, Checks, Deposits and Audits**

**Section 6.01. Contracts.** The Board of Directors may authorize any Officer or Officers, or Agent or Agents, to enter into any contract or execute or deliver any instrument in the Corporation's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing Officer or Officers, or Agent or Agents.

**Section 6.02. Loans.** No indebtedness for borrowed money shall be contracted on the Corporation's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. The authorization may be general or confined to specific instances.

**Section 6.03. Checks, Drafts, Notes, etc.** All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the Corporation's name, shall be handled by the Financial Procedural Manyal that is approved by the Board of Directors.

**Section 6.04. Corporate Audit.** The corporate financial records and books of account shall be audited by a certified public accountant not less than every second year, or whenever a new Treasurer takes office, or as otherwise requested by the Board of Directors.

## **ARTICLE 7**

### **Indemnification**

The Corporation shall, to the fullest extent authorized by section 181.0872 of the Wisconsin Statutes or the corresponding provision of any future Wisconsin nonstock corporation law, indemnify any Director or Officer of the Corporation against reasonable expenses and against liability incurred by a Director or Officer in a proceeding in which he or she was a party because he or she was a Director or Officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or Officer may otherwise be entitled. The Corporation may, to the fullest extent authorized by ch. 181, indemnify, reimburse, or advance expenses of Directors or Officers. Further, indemnification or reimbursement shall not be granted to a Director, Officer, or another who has been found liable for willful misconduct in the performance of corporate duties. The Board of Directors may authorize the Corporation to purchase such insurance as the Board deems necessary or appropriate to insure its Directors, Officers and employees against liability of any kind.

**ARTICLE 8**  
**Amendments**

The Board of Directors may alter, amend or repeal these Bylaws or adopt new Bylaws at any Annual, Regular or Special Meeting of the Board of Directors

**ARTICLE 9**  
**Seal**

The Corporation shall not have a corporate seal, and all formal corporate documents shall carry the designation No Seal along with the signature of the Corporation's Officer or Officers.

**ARTICLE 10**  
**Fiscal year**

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

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