

BYLAWS OF INTELLEGERE FOUNDATION

ARTICLE 1. OFFICES OF THE FOUNDATION.

Section 1. Principal Office. The principal office of the Foundation and other offices of the Foundation shall be at the locations, within or without the Foundation's state of incorporation (the "State"), as the directors may specify from time to time. The secretary of this Foundation will keep a copy of the Foundation's Articles of Incorporation (or similar incorporating document), these bylaws, minutes of directors' and shareholders' meetings, stock certificates and stubs, a register of the names and interests of the Foundation's shareholders, and other corporate records and documents at the principal office.

Section 2. Registered Agent. For receipt of official legal and tax correspondence from the State of Incorporation, the registered agent of the Foundation (sometimes known as a resident agent, statutory agent, agent for service of process, or delivery of service address) shall be maintained in accordance with the requirements of the State of Incorporation.

ARTICLE 2. PURPOSE

Section 1. Purpose. Said Foundation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2. No private inurement. No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

Section 3. No lobbying. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Foundation.

Section 4. Dissolution. Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

Section 5. Private Foundation. In the event that the Foundation fails to qualify as a public charity under federal tax law and is considered a private foundation, the Foundation shall comply with the following: a) It will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed taxable income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; b) It will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; c) It will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; d) It will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and e) It will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

ARTICLE 3. MEMBERS.

Section 1. Members. The Foundation MAY have members.

Section 2. Eligibility. Any person who subscribes to the purpose and policy of the foundation shall be eligible for membership.

Section 3. Types of Membership.

(a.) Voting Members. Eligible persons at least 16 years of age, having resided in the State of Wisconsin for not less than ten (10) days, AND having paid annual dues as determined by the Board of Directors shall be voting members of the Foundation.

i. Members of the Board of Directors SHALL NOT be voting members.

(b.) Associate Members. All other persons, having paid dues, shall be associate members

Section 4. Membership Committee. The committee shall consist of all voting members.

Henceforth, the membership committee may be referred to as “the committee.”

(b.) An annual meeting of the committee shall be held on the third (3rd) Saturday of January.

i. During the annual meeting of the committee there shall be a vote to elect the Board of Directors.

1. The vote may be conducted by means deemed appropriate by the President of the committee to include telephone or other electronic communication.

2. Any nominated candidate to the Board of Directors may request that the Board review the means of voting. The Board may modify the means of voting to ensure access to all voting members.

ii. During the annual meeting of the committee there shall be a vote to elect the President of the committee.

1. The President of the committee shall be a voting member

2. The President of the committee shall serve a one (1) year term.

3. The newly elected President of the committee shall assume office at the close of the annual committee meeting.

ARTICLE 4. DIRECTORS.

Section 1. General Powers. Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Foundation, the activities and affairs of this Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 2. Initial directors. The initial board of directors shall be comprised of the following initial directors:

Anna Hoesley Anthony Palmeri Jon Schwarze

Section 3. Number. The number of directors constituting the board of directors shall be not less than one nor more than nine. Within such limits, the number may be fixed or changed from time to time by vote of a majority of the directors.

Section 4. Election and Tenure of Office. The board of directors shall be elected each year. If this Foundation has fewer than three (3) voting members then the board shall be elected by a majority of the votes of the then current board. If the Foundation has at least three (3) voting members then the board shall be elected by the members at their annual meeting. Each director shall hold office until the next annual meeting, and until a successor is elected and qualified, or until death, resignation, or removal.

Section 5. Annual meetings. An annual meeting of the board shall be held on the __day of _ each year unless rescheduled by the board. The board may from time to time provide by resolution for the holding of other meetings of the board, and may fix the time and place thereof.

Section 6. Special meetings. Special meetings of the board shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 7. Notice and Waiver. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail or by facsimile to each director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 8. Chair. The board may, at its discretion, elect a Chair. At all meetings of the board, the Chair of the Board, if any and if present, shall preside. If there is no Chair, or the Chair is absent, then the President shall preside, and in the president's absence, a Chair chosen by the directors shall preside.

Section 9. Quorum and Adjournments. At all meetings of the board, the presence of a majority of the entire board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation (or similar organizing document), or by these bylaws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 10. Board Action. At all meetings of the board, each director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Foundation shall be the act of the board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the board. Any action taken by the board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the corporate records book.

Section 11. Telephone Meetings. Directors may participate in meetings of the board through use of a telephone if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 12. Resignation, Removal, and Vacancies. Any director may resign at any time by giving written notice to another board member, the President, or the Secretary of the Foundation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the board. Directors may be removed from office, and vacancies on the board of directors may be filled, in any manner allowed by applicable law.

Section 13. Provisional Board Members. The board may, by majority vote, elect any person to the board to fill a vacancy as a “Provisional Board Member.”

- i. Provisional Board Members serve at the pleasure of the Membership Committee.
- ii. Provisional Board Members SHALL NOT hold any officer position to include: President of the Board, Secretary, Treasurer, or any other similar position.
- iii. The committee president may call a special meeting of the committee to vote on Provisional Board Members. If a Provisional Board Member is elected by the committee during such a special meeting they SHALL assume the role of full-board member upon the close of the special meeting. In such case the board member’s term SHALL run until the next annual meeting of the Membership Committee.
- iiii. If a Provisional Board Member fails to attain a majority of votes during the special meeting they SHALL be removed from the board upon the close of the special meeting AND SHALL NOT be appointed as Provisional Board Member again until such time that the Membership Committee has held their next annual meeting AND the President of the Committee has agreed to the appointment in writing.

Section 14. Compensation. No stated salary shall be paid to directors, as such for their services, but by resolution of the Board a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Foundation in any other capacity and receiving compensation therefore.

Section 15. Liability. No director shall be liable for any debt, obligation or liability of the Foundation.

ARTICLE 4. OFFICERS.

Section 1. Number. The officers of the Foundation shall be a president, a secretary, and a treasurer (or officers with different titles that perform the similar duties of these officers), which are appointed by the board of directors, with the optional appointment of one or more vice-presidents at the discretion of the board. The board of directors may appoint such other additional officers as it may see fit from time to time. Subject to contractual agreements approved by the board of directors, officers of the Foundation shall serve at the pleasure of the board of directors, and shall have the authority and duties specified from time to time by the board of directors, and shall receive salary and benefits as may be approved by the board.

Section 2. President. The president has general supervision, direction, and control of the day-to-day business and affairs of the Foundation, subject to the direction and control of the board of directors. The president presides at all meetings of the shareholders and directors and is an ex officio member of all the standing committees, including any executive committee of the board, and has the general powers and duties of management usually vested in the office of president or chief executive officer of a Foundation and other powers and duties as may from time to time be prescribed by the board of directors or these bylaws.

Section 3. Treasurer. The treasurer will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Foundation. The treasurer will deposit monies and other valuables in the name and to the credit of the Foundation with the depositories designated by the board of directors. The treasurer will disburse the funds of the Foundation in payment of the just demands against the Foundation; will render to the president and directors, whenever they request it, an account of all his or her transactions as chief financial officer and of the financial condition of the Foundation; and have such other powers and perform such other duties as may from time to time be prescribed by the board of directors.

Section 4. Secretary. The corporate secretary (or other corporate officer designated by the board of directors to maintain and keep corporate records) will keep, or cause to be kept, at the principal office of the Foundation, a book of minutes of all meetings of directors and shareholders. The minutes will state the time and place of holding of all meetings; whether regular or special, if special, how called or authorized; the notice given or the waivers of notice received; the names of those present at directors' meetings; the number of shares present or represented shareholders' meetings;

and an account of the proceedings. The secretary will keep, or cause to be kept, at the principal office of the Foundation, the original or a copy of the bylaws of the Foundation, as amended or otherwise altered to date, certified by him or her. The secretary will give, or cause to be given, notice of all meetings of directors required to be given by law or by the provisions of these bylaws. The secretary has charge of the seal of the Foundation (if applicable) and has such other powers and may perform such other duties as may from time to time be prescribed by the board or these bylaws.

ARTICLE 5. BOOKS AND RECORDS.

Section 1. Books and records. The Foundation shall create and maintain such books and records, including minutes of meetings and financial records, as may be required by law and any such additional records as may be specified by the directors and officers from time to time.

ARTICLE 6. MISCELLANEOUS.

Section 1. Regular and executive committees. The board of directors may designate one or more regular committees to report to the board on any area of corporate operation and performance. To the extent allowed under state corporate statutes, the board of directors also may designate and delegate specific decision-making authority to one or more executive committees, each consisting of two or more directors, that have the authority of the board of directors to approve corporate decisions in the specific areas designated by the board of directors.

Section 2. Seal. The board of directors may adopt, and from time to time modify, a corporate seal.

Section 3. Fiscal year. The fiscal year of the Foundation shall be the period designated by the board of directors.

Section 4. Amendment. These bylaws may be amended from time to time by the directors in the manner permitted by applicable law.

CERTIFICATION.

The foregoing bylaws are certified to be the bylaws of the Foundation as adopted by the board of directors on the 18th day of December, 2018 .

X 

ANTHONY PALMERI, SECRETARY