

BYLAWS
OF
MAPLE PLACE
A Wisconsin Corporation
Originally Adopted May 31, 2018

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **Maple Place Inc.**, hereafter also referred to in this document as “Maple Place,” “The Building,” or “The Corporation.” It shall be a nonprofit organization incorporated under the laws of the State of Wisconsin.

Section 2 — Principle Office: The principle office of The Building shall be maintained in the Town of Laona, County of Forest, and State of Wisconsin.

Section 3 — Purpose: The Building is organized exclusively for charitable and educational purposes . The purpose of the Corporation shall be to adhere to Maple Place's Mission Statement and other purposes approved by the Board of Directors and authorized by Chapter 181 of the Wisconsin Statutes. Maple Place’s Mission Statement is as follows:

The mission of Maple Place is to restore, preserve, and maintain the history and historic structure of the Connor Lumber and Land Company Store and maintain its importance and significance with regard to economic progress, quality of life, and preservation of the history within the Laona community.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall consist of the Board of Directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to 15, but not fewer than 7 members; each member receives one vote at any meeting. The Board receives no compensation other than reasonable expenses approved for reimbursement by two-thirds vote of the current Board of Directors following Reimbursement Procedure as detailed in Addendum III.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms, or by further extension by two-thirds vote of the current Board of Directors as deemed necessary.

Section 3 — Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance. At any meeting, the meeting Chair shall operate under consensus development and/or Robert's Rules of Order (latest edition). Should the Chair determine a consensus cannot be obtained, he/she will revert to Robert's Rules of Order. Electronic attendance at meetings of the Board shall be permitted in accordance with Section 181.0820, Wisconsin Statutes.

Section 4 — Director qualifications and Board elections: Candidates nominated as Board members (also referred to hereafter as "Directors") must be a person or persons with 1) an interest in the promotion of community; and 2) a desire to assist in the preservation of local history relevant to The Building and its components. During the last quarter of each fiscal year of The Building, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these bylaws.

Section 5 — Election procedures: New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There shall be four officers of the Board, consisting of a Chair, Vice-Chair, Secretary, and Treasurer. Their duties are as follows:

Chair. The Chair, who also serves as the Executive Director, shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer.

Vice-Chair. The Vice-Chair shall chair committees on special subjects as designated by the Board.

Secretary. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

Treasurer. The Treasurer shall make a report at each board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Board of Directors benefits: Each board member shall have:

- 1) The right to vote at annual and special meetings as defined in Article III, Section 1 of these bylaws;
- 2) The right to run for an Officer position on The Building Board of Directors; and
- 3) The right to call special meetings in accordance with procedure defined in Article III, Section 12 of these bylaws.

Section 9 — Board of Directors responsibilities: Each Board member shall be expected to:

- 1) Vote when called upon to do so;

- 2) Serve as a Building ambassador to the community; and
- 3) Support the mission, goals, and work of The Building.
- 4) Agree and adhere to all guidelines as directed in the Board of Directors Document (Addendum II).

Section 10 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 11 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons that are deemed detrimental to the mission and purpose of The Building by a two-thirds vote of the remaining Directors. Excused absences shall not count toward possible termination of board duties.

Section 12 — Special meetings: Special meetings of the board shall be called upon the request of the Chair, or one-third of the board. Notices of special meetings shall be sent out by the Secretary to each board member at least two weeks in advance.

Section 13 — Presumption of Assent: At all meetings of the Board or Board Committees, there shall be a presumption of assent unless a Director specifically requests a notation of dissent.

Section 14 — Action Without Meeting: Any action of the Board may be taken without a meeting in accordance with Section 181.0821, Wisconsin Statutes.

Section 15 — Conflict of Interest: Directors shall not conduct private business in any manner which places them at a special advantage because of their association with The Building. In case of a clear conflict of interest, the Director will be excused from voting on an item so constituted. The Board may adopt a separate Conflict of Interest policy if the Board determines, in its sole and absolute discretion, that such a policy is in the best interests of The Building.

ARTICLE IV — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board Chair appoints all committee chairs.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The Treasurer is the Chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

Section 4 — Grant and Fundraising Committee: The Grant Development Director is the Chair of the Grant and Fundraising Committee, which includes a minimum of 3 other board members and can also include public non-member volunteers. The Grant and Fundraising Committee is responsible for researching, application of, documentation and appropriation of, and stewardship of all grants and fundraising that is allocated for Maple Place Inc. The Grant and Fundraising Committee reports directly to the Executive Committee with all reports, meetings, and grant research and development.

Section 5 — Marketing and Advertising Committee: The Marketing Director is Chair of the Marketing and Advertising committee, which includes at least 2 other board members and can also include public non-member volunteers. The Marketing and Advertising Committee is responsible for all public relations work on behalf of Maple Place Inc., as well as all in-person, paper, and social media marketing and advertising, including all events sponsored by Maple Place Inc.; should these events include fundraising, the Marketing Director and Marketing and Advertising Committee should collaborate with the Grant and Fundraising Committee for more effective and efficient communication and planning. The Marketing and Advertising Committee is also in charge of fostering positive relationships with the public.

Section 6 — Decoration Committee: The Decoration Director is the Chair of the Decoration Committee, which includes at least 2 other board members and is responsible for all beautification projects on behalf of Maple Place Inc., including but not limited to: front window displays; event decorating; interior decorating and design; and exterior decorating and design. Should any decorating involve gardening and/or botanicals, the Decoration Committee should collaborate with the Botanical Committee for more effective and efficient communication and planning.

Section 7 — Botanicals and Landscape Committee: The Botanical Director is the Chair of the Botanicals and Landscape Committee, which includes at least 2 other board members. The Botanical Committee is responsible for all foliage and landscape-based projects involving Maple Place Inc. and is responsible for selection of displays for the front planters throughout the year. The Botanicals and Landscape Committee is also responsible for the planning, designing, maintenance, and stewardship of the Maple Place Inc. community courtyard and gardens.

ARTICLE V — DIRECTOR AND STAFF

Section 1 — Executive Director: The Executive Director, who also serves as the Chair of the Board of Directors, is appointed/elected by the Board of Directors. In addition to the duties as Chair, the Executive Director has day-to-day responsibilities for The Building, including carrying out The Building's goals and policies. The Executive Director will attend all board meetings, report on the progress of The Building, answer questions of the board members, and carry out the duties described in the job description. The Board can designate other duties as necessary, which may include but are not limited to: hiring, discharging, directing, and supervising all other employees in accordance with Federal and State Law Provisions and the Employee Handbook.

ARTICLE VI — CONTRACTS, LOANS, INVESTMENTS, CHECKS, AND DEPOSITS

Section 1 — Contracts: The Board must approve all contracts entered into on behalf of The Building.

Section 2 — Loans: The Board must by resolution approve all loans or indebtedness contracted on behalf of or in the name of The Building.

Section 3 — Investments: The Board must approve all investments of The Building's funds.

Section 4 — Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of The Building shall be signed by the Chair, Treasurer, or other designee. Only one signature is required for any of the above transactions. If any amount for payment being issued exceeds \$500.00, board approval with two-thirds majority vote must be granted prior to issuing payment; all payments less than \$500.00 may be issued by either the chair or treasurer without board approval.

Section 5 — Deposits: All funds of The Building not otherwise employed shall be deposited from time to time to the credit of The Building in such banks, credit unions, trust companies, or other depositories as may be selected under the authority of a resolution of the Board.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on May 31, 2018.



5/31/18

Secretary

Date

Board Revisions: “Addendum I — Nonprofit Bylaw Provision: Conflicts of Interest” added on May 31, 2018.

By: Phillip J. Adamczyk, Corporate Secretary

Board Revisions added on January 19, 2019:

- “Addendum II — Board of Directors Roles and Responsibilities Document”.
- “Addendum III — Reimbursement Procedures Document”.
- Updated Article III, Section 1 wordage; expanded reimbursement explanation linked with addition of Addendum III.
- Updated Article III, Section 9, adding item #4: Board members must “Agree and adhere to all guidelines as directed in the Board of Directors Document (Addendum II).”
- Updated Article III, Section 11: expanded attendance clause and provided further explanation on attendance requirements and reasons for expulsion/dismissal, as well as clause for excused absences.
- Updated Article IV (Committees), adding Sections 4-7.
- Updated Article VI, Section 4: Added clause detailing board approval for expenditures totaling more than \$500.00.

By: Phillip J. Adamczyk, Corporate Secretary

ADDENDUM I — NONPROFIT BYLAW PROVISION: CONFLICTS OF INTEREST

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (**Maple Place Inc.**) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of The Building or might result in a possible excess benefit transaction. This 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 II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which The Building has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which The Building has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which The Building is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether The Building can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in The Building's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The name/s of the person/s who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from The Building for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Building for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Building, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands The Building is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure The Building operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to The Building's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, The Building may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**MAPLE PLACE INC. BOARD OF DIRECTORS
RESPONSIBILITIES, DUTIES, AND EXPECTATIONS**

I. RESPONSIBILITIES OF THE BOARD

A. GOVERNANCE

1. Adopt, and regularly review, Maple Place Inc.’s Mission and Vision statements, and review management’s performance in achieving them.
2. Adopt, and regularly review, Maple Place Inc.’s Statement of Ethics and Values, and monitor the organization’s performance in accordance with those principles.
3. Adopt, and regularly review, board written policies reflecting the Mission and Values of the organization, within which the Executive Director is authorized to manage the organization and to develop and implement operational plans to carry out the Mission.
4. Hire, monitor, appraise, advise, stimulate, support, reward, and, if deemed necessary or desirable, replace the Executive Director.
5. Ensure that management succession is properly planned.
6. Meet as a Board no fewer than six times a year. Focus on “what matters most,” and apply the knowledge and experience of individual Board members to the major challenges facing the organization.
7. Establish Committee structure.
8. Annually review and approve the Executive Committee’s performance review of the Executive Director, and establish compensation based on recommendations of the Executive Committee.
9. Approve appropriate compensation and benefit policies and practices.
10. Propose prospective board members and fill vacancies as needed. Ensure adequate orientation of new members. Ensure adoption and adequacy of Board leadership succession plan.
11. Periodically conduct self-review of Board performance (including its composition, organization, and responsibilities) and take steps to improve its performance.
12. Ensure that Maple Place Inc. has established appropriate policies to define and identify conflicts of interest throughout the organization and is diligent in its administration and enforcement of those policies.
13. Review compliance with relevant material laws affecting Maple Place Inc. and its programs and operations.

B. FINANCE AND ADMINISTRATION

1. Ensure that Maple Place Inc.’s financial structure and funding plans will adequately support its current needs and long-range strategy.
2. Ensure that the Board is carrying out its fiduciary responsibilities, such as reviews of periodic and annual financial statements, funding plans, budgets and financial goals.

3. Review results achieved by management compared with Maple Place Inc.'s Mission, Strategic Plan, and annual and long-range goals.
4. Approve major actions such as capital expenditures on all projects over authorized limits and major changes in programs and services.
5. Ensure that the Board, its committees, members, donors, and the public are adequately informed of the financial condition of the organization and its operations through internal and published reports, or other appropriate method.
6. Ensure that published reports properly reflect the operating results and financial condition of the organization.
7. Appoint independent auditors, review audit reports, and review management letters with the Executive Director.
8. Ensure that adequate risk management policies are established and implemented.

II. RESPONSIBILITIES OF EACH INDIVIDUAL BOARD MEMBER

1. Be loyal to Maple Place Inc., always exercising Board powers in the interest of Maple Place Inc., and not for the interest of the individual Director or others.
2. Be informed about Maple Place Inc.'s Mission and Vision, Strategic and Operating plans, policies, and programs. Work with the rest of the Board to review, approve and oversee Maple Place Inc.'s Mission, and review performance in achieving it. Be an avid proponent of the Mission, and inform others about Maple Place Inc., its Mission, Vision and programs.
3. Ensure legal and ethical integrity, and maintain accountability and transparency to members, funders, donors, other constituents and the general public.
4. Prepare for, attend, and participate actively in Board and Committee meetings, and special events. Serve on Committees and undertake special assignments willingly and enthusiastically when asked. Provide candid and constructive advice, comments and criticism. Ask timely and substantive questions at Board and Committee meetings consistent with conscience and conviction, while supporting the majority decision on issues decided by the Board.
5. Will make a personal, tax-deductible contribution once a year by June 1st at a level reasonable to the individual.
6. Be familiar with and follow conflict-of-interest policies, and submit an annual Conflict of Interest Report.
7. Participate in the generation and approval of policies focusing on mission, finances, and income. Ensure that programs are consistent with the Mission.
8. Suggest possible nominees for election to the Board, who can make significant contributions to the work of the Board and the organization.
9. Keep up to date on developments in and affecting the nonprofit sector.
10. Provide moral and professional support, and be available as resources, to the Executive Director. Respect existing time commitments and priorities of staff.
11. Avoid involvement in all political campaigns in the name of Maple Place Inc., unless directed by the Board or Executive Director to question or present an advocacy issue on behalf of the organization to a potential candidate.
12. Maintain confidentiality of the Board's executive session actions.

III. BOARD MEMBER LEGAL DUTIES

1. Duty of Care: Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will.
2. Duty of Loyalty: Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation; *not in the best interest of the individual board member* (or any other individual or for-profit entity).
3. Duty of Obedience: Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.

IV. BOARD MEMBER EXECUTIVE DUTIES

1. Determine the organization's mission and purpose.
2. Select the Executive Director.
3. Support the Executive Director and review his/her performance.
4. Ensure effective organizational planning.
5. Ensure adequate resources.
6. Manage resources effectively.
7. Determine and monitor the organization's programs and services.
8. Enhance the organization's public image.
9. Assess its own performance.

V. BOARD MEMBER EXPECTATIONS

1. Believe in and be an active advocate and ambassador for the values, mission and vision of the organization.
2. Work with fellow board members to fulfill the obligations of board membership.
3. Meeting attendance of at least 85% of all scheduled meetings for the calendar year and active participation at all meetings.
4. Prepare for meetings by reviewing materials and bringing the materials to meetings.
5. Keep informed about the organization, its issues, and its connection to the community.
6. Help support the charitable contributions operation, fundraising, and grant writing of the organization.
7. Be available to serve as a committee chair or member.
8. Work in partnership with and respect the authority of the organization's leadership staff.

CERTIFICATION

I hereby certify that I have read and understood all rights, responsibilities, benefits, and obligations that I am entitled to as a board member of Maple Place Inc. and hereby acknowledge acceptance of said items.

Board Member Name (Printed)

Signature

Date

ADDENDUM III – REIMBURSEMENT PROCEDURES DOCUMENT

Article I Purpose

The purpose of this document is to provide an implemented procedure for issuing reimbursement of monies to board members who have made purchases or transactions on behalf of Maple Place Inc. that are eligible for reimbursement.

Article II Eligibility of Items for Reimbursement

Items that are eligible for reimbursement include but are not limited to: office supplies, construction materials, website design/development materials, advertising materials, furniture and equipment as deemed necessary or critical to upholding and/or furthering the mission of Maple Place Inc.

Article III Procedure

- 1). Board members who have made purchases on eligible items for which they are requesting reimbursement must first present an itemized receipt or receipts to the board of directors at either a regular or specially-requested meeting.
- 2). If the item or items in question were not specifically requested for purchase by the board, the board member must explain to the board of directors why he or she purchased the item/s and why they are eligible for reimbursement.
- 3). Reimbursements must be voted on and approved by two-thirds majority of the board of directors; the director in question requesting reimbursement must abstain from voting per conflict of interest policy (Addendum I).
- 4). If approved for reimbursement, a reimbursement check must be issued within 7-10 days of approved request, signed by either the chair or the treasurer; reimbursements totaling more than \$500.00 must be endorsed by two officers.
- 5). If denied reimbursement, the board of directors must document an explanation of why it has denied reimbursement (e.g., an item is not eligible, item purchased was not requested or needed, etc.).