

BYLAWS
of
PLATTEVILLE COMMUNITY AREA NETWORK, an Unincorporated Association

ARTICLE I

Organization

Platteville Community Area Network, an Unincorporated Association, is an unincorporated nonprofit association organized under Chapter 184 of the Wisconsin Statutes, the Uniform Unincorporated Nonprofit Association Act (the "Act"), pursuant to an Agreement of Association dated as of the 15 day of February, 2012 (the "Association Agreement"). These Bylaws are the Association Bylaws referenced in the Association Agreement. Any capitalized terms used in these Bylaws without definition have the meaning given to them in the Association Agreement.

ARTICLE II

Membership

Section 1. Members. The membership of the Association shall be comprised of the Initial Members (signatories to the Association Agreement as of the Effective Date) and New Members (admitted to the Association through a Joining Agreement on terms acceptable to the Executive Committee)(individually, a "Member," and collectively, the "Members").

Section 2. Withdrawal of a Member. A Member may withdraw from the Association at any time by providing written notice of withdrawal to the then acting Secretary of the Association, including a withdrawal date that is not sooner than thirty (30) days after delivery of the withdrawal notice. The Member will cease to be a Member as of the withdrawal date stated in the withdrawal notice, upon which all rights and obligations of the Member shall cease, except with respect to any rights or obligations that expressly survive withdrawal under the terms of the Association Agreement, the withdrawing Member's Joining Agreement (if applicable), or these Bylaws, including without limitation any rights that pertain to an Involuntary Withdrawal.

Section 3. Transfer of Membership. A Member may not transfer a membership or any right arising from a membership.

Section 4. Privileges Of Membership.

- a. **Voting.** Each Member shall have one (1) vote upon each matter submitted to a vote of the Members
- b. **Other Privileges.** Other membership privileges include participation in various Projects, activities, programs, and publications of the Association as may be designated from time to time by the Executive Committee.

Section 6. Notice of Meetings. Notice of the date, time, and place of any meeting of

the Members or the Executive Committee shall be given by written notice delivered to each Member at least 24 hours prior thereto. Notice shall be given in one of the methods described in Article V. The purpose of and the business to be transacted at any meeting of the Members shall be specified in the notice of such meeting.

Section 7. Quorum and Manner of Acting. No fewer than one half (1/2) of the then current total number of Members in the Association must be represented in person in order to constitute a quorum for the transaction of business at any meeting of Members. The vote of a majority of the Members entitled to vote at a meeting at which a quorum is present in person shall be the act of the Members, unless the act of a greater number is required by the Act, the Agreement of Association, or these Bylaws.

Section 8. Conduct Of Meetings. The Chair of the Executive Committee, or in his or her absence, the Vice Chair, or in his or her absence, any person chosen by the Members present, shall call the meeting of the Members to order and shall act as chair of the meeting, and the Secretary of the Association shall act as secretary of all meetings of the Members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 9. Action of the Members.

- a. **General Rules.** General parliamentary rules as set forth in *Robert's Rules of Order*, current edition, shall be observed in conducting meeting business. With regard to any action that may be taken, the members may vote by show of hands, voice vote, roll call or written ballot. The secretary shall create and maintain a record of all motions and votes taken by roll call or written ballot.
- b. **Written Ballot.** In order for an action taken by written ballot to be valid, (i) the total number of votes cast must equal or exceed the quorum required to be present at a meeting of the Members approving the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at which the total number of votes cast was the same as the number of ballots submitted. There shall be no votes by secret ballot.

ARTICLE III

Executive Committee

Section 1. General Powers. The affairs of the Association shall be managed by its Executive Committee.

Section 2. Number and Qualifications of Executive Committee Members.

- a. **Number.** The number of Executive Committee Members (each, an "EC Member" and collectively, the "EC Members") shall initially be six (6) and two (2) additional members elected under subdivision 2.b.(ii). No amendment of this section shall reduce the number of EC Members to less than the number required by the Act, if the Act should contain such a requirement at any time. At the time of adoption of these Bylaws, the Act has no requirement regarding an Executive Committee.
- b. **Qualifications.**
- (i) two (2) EC Member shall be appointed by each of the following Initial Members:
- City of Platteville
University of Wisconsin – Platteville
Platteville School District
- (ii) two (2) EC Members shall be elected by majority vote among those Members that do not appoint an EC Member under Subsection III.2(b)(i) above, if any.

Section 3. Appointment/Election and Term. The inaugural EC Members shall be appointed and shall serve until they resign or are removed as provided below.

Section 4. Resignation. An Executive Committee Member may resign at any time by filing a written resignation with the Executive Committee or the Secretary. If that EC Member is appointed under Subsection III.2.(b)(i) above, the Initial Member who appointed such EC Member shall appoint a successor by written notice to the other EC Members. If that EC Member is elected under Subsection III.2.(b)(ii) above, a replacement EC Member shall be chosen by a majority of the Members who are eligible to elect EC Members under Subsection III.2(b)(ii) above who are present at a Special Member Meeting called for that purpose at which at least one third (1/3) of such eligible members are present.

Section 5. Removal. Any appointed EC Member may only be removed by the Initial Member who appointed that EC Member. An elected EC Member may be removed from office by a majority of the Members who are eligible to elect EC Members under Subsection III.2(b)(ii) above who are present at a Special Member Meeting called for the purpose at which at least one third (1/3) of such eligible Members are present. Written notice of the proposed removal of any EC Member must be delivered to all EC Members at least seven (7) days prior to the date upon which such removal will be subject to a vote.

Section 6. Regular Executive Committee Meetings. The Executive Committee may provide for regular meetings of the Executive Committee (each, a "Regular EC Meeting"). The time, date and place of the meeting shall be specified and agreed to by all of the EC members.

Section 7. Special Executive Committee Meetings. Special meetings of the Executive Committee (each, a "Special EC Meeting") may be called at any time by the Chair or by the Secretary or on application in writing that is signed by at least fifty percent (50%) of the EC Members, that sets forth the purpose of the meeting, and that is filed with the Secretary. The Secretary shall mail a written notice of all Special EC Meetings at least seven (7) days prior to the date of the meeting, stating the time, place, and purpose of the meeting.

Section 8. Meetings By Telephone or Other Communication Technology.

- a. **Participation.** Any or all EC Members may participate in an EC Meeting by telephone or videoconference.
- b. **Notice.** If a meeting will be conducted through the use of any means described in this subsection, notice shall be given to all participating EC Members in the manner described in Article II, Section 6. An EC Member participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 9. Quorum. A majority of the number of EC Members then in office shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, but if less than such majority is present at a meeting, a majority of the EC Members present may adjourn the meeting without further notice.

Section 10. Manner of Acting. The act of a majority of the EC Members present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by the Act, the Agreement of Association, or these Bylaws.

Section 11. Compensation. EC Members shall not receive compensation for serving as EC Members. However, EC Members may receive reimbursement for reasonable expenses incurred in connection with Association matters, provided that such reimbursement is authorized by the Executive Committee.

Section 12. Conflict of Interest.

- a. **Disclosure.** Each EC Member shall disclose to the Executive Committee any conflict of interest or possible conflict of interest whenever the conflict pertains to a matter being considered by the Executive Committee.
- b. **Participation of Member.** Any EC Member having a conflict of interest on any matter shall leave the room during the discussion and shall abstain from voting on the matter.

- c. **Minutes of Meeting.** The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- d. **Vote on Conflict.** If an EC Member is uncertain as to whether he or she has a conflict of interest which requires abstention, or if an EC Member asserts that another EC Member has such a conflict, the Executive Committee, by majority vote of those present other than the EC Member having the possible conflict, shall decide whether abstention is required. If abstention is required, the affected EC Member shall leave the meeting during the Executive Committee discussion of and vote on the matter, and shall abstain from voting on the matter.
- e. **Policy.** The Executive Committee may, in its discretion, adopt a more comprehensive conflict of interest policy to supplement, amend, or supersede this Section 12.

Section 13. Committees. Other committees (standing or ad hoc) may be established by the Executive Committee, so long as their powers are not inconsistent with the Act, the Agreement of Association, or these Bylaws.

ARTICLE IV FISCAL AGENT/AGENT TO RECEIVE SERVICE

Section 1. Appointment of Fiscal Agent. The Association may have a fiscal agent (the "Fiscal Agent") to act for the Association in contracting for design and construction services for Projects, for procurement of supplies and materials, and for such other purposes as the Members shall deem appropriate. As of the effective date of these Bylaws, and until a replacement is appointed, University of Wisconsin-Platteville acts as the Association's Fiscal Agent. If the Members decide to appoint a different Fiscal Agent, the new Fiscal Agent shall be appointed by a majority of the Members. Any duly appointed Fiscal Agent may be replaced in the same manner.

Section 2. Appointment of Agent to Receive Service. At the discretion of the Executive Committee, the Association may appoint an agent to receive service of process in the manner set forth in Section 184.10 of the Act.

ARTICLE V

Methods of Giving Notice

Notice of any Member Meeting, any EC Meeting, and any other notice required to be given under the Act, the Agreement of Association, or these Bylaws may be communicated in writing by personal service by mail or private carrier, or by electronic mail.

ARTICLE VI

Officers

Section 1. Number. The principal officers of the Association shall be a Chair, a Vice Chair, and Secretary, each of whom shall be an EC Member. No EC Member shall hold more than one office.

Section 2. Election and Term of Office. The inaugural officers of the Association shall be elected by the Executive Committee at the initial EC Meeting. and shall serve until that officer's death, resignation or removal in the manner hereinafter provided.

Section 3. Removal. Any officer elected or appointed by the Executive Committee may be removed by the Executive Committee, whenever in its judgment the best interests of the Association will be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

Section 5. Chair of the Board. The Chair shall preside at all meetings of the Members and the Executive Committee. The Chair shall be the chief executive officer of the Association and, subject to the general control of the Executive Committee, shall, to the extent necessary or appropriate in the circumstances, supervise the day-to-day operations of the Association and otherwise implement such actions as have been duly authorized by the Executive Committee.

Section 6. Vice Chair of the Board. In the absence of the Chair, or in the event of the Chair's death, inability, or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall, in the absence of the Chair, preside at all meetings of the Members and of the Executive Committee.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Members and the Executive Committee in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the records of the Association; (d) keep a record of the names and addresses of all Members; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Committee.

Section 8. Compensation. Officers shall not receive compensation for serving as officers or for providing other personal services to the Association. However, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Executive Committee.

ARTICLE VII

Indemnification

Section 1. Mandatory Indemnification. The Association shall, to the fullest extent permitted or required by law, indemnify its EC Members and officers against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any proceeding to which any EC Member or officer is a party because such EC Member or Officer is an EC Member or officer of the Association. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such EC Member or officer may be entitled under any written agreement, board resolution, vote of the members, the Act, or otherwise.

Section 2. Supplementary Benefits. The Association shall supplement the foregoing right to indemnification against liabilities and advancement of expenses under Section 1 of this Article by the purchase of insurance on behalf of such EC Members and officers, whether or not the Association would be obligated to indemnify or advance expenses to such EC Member or officer.

Section 3. Sovereign Immunity. Nothing in these Bylaws is intended to, in any way, implicate, impair, diminish, or otherwise affect the sovereign immunity to which any Member is entitled under applicable law.

ARTICLE VIII

Fiscal Year

The fiscal year of the Association shall be the calendar year.

ARTICLE IX

Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. The Chair shall have authority to sign, execute, and acknowledge on behalf of the Association, all deeds, mortgages, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Association's regular business or as otherwise authorized by resolution of the Executive Committee. Except as otherwise provided by the Act or directed by the Executive Committee, the Chair may authorize in writing any officer or agent of the Association to sign, execute, and acknowledge such documents and instruments in his or her place and stead. The Secretary is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Executive Committee of the Association. Notwithstanding any of the foregoing, however, no individual shall have the authority to sign, execute, or acknowledge any document in favor of himself or herself.

Section 2. Loans. No moneys shall be borrowed by or on behalf of the Association and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Association, not otherwise employed, shall be deposited from time to time to the credit of the Association in such banks, investment firms, or other depositories as the Executive Committee may select.

ARTICLE X

Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by vote of not less than 2/3 of all the Members at a Member Meeting duly noticed and called for that purpose.

ARTICLE XI

Definitions

Section 1. Electronic Signatures. Any action required in these Bylaws to be "signed" or to have a "signature" by or of a Member, an EC Member, or a committee member shall include an action signed with an electronic signature that is an electronic sound, symbol, or process, attached to or logically associated with a writing and executed or adopted by a person with intent to authenticate the writing.

Certified a true and correct copy of the Bylaws adopted on the 15 day of February, 2012, by the Members of Platteville Community Area Network, an Unincorporated Association.



Secretary