

**BY-LAWS  
OF APPLETON WEST TERROR BACKERS, INC.**

**ARTICLE I - NAME**

The name of this corporation shall be Appleton West Terror Backers, Inc.

**ARTICLE II - PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purpose of this Corporation shall be as follows:

- Section 1: The purpose of the Appleton West Terror Backers is to raise funds to support Appleton West student athletes involved in WIAA sanctioned high school athletics in the State of Wisconsin in furtherance of the education process for said children and to provide opportunities for high school students, all for use in education and training as aforementioned, and other non-profitable purposes. No part of the net earnings of this Corporation shall inure to the benefit of any private shareholder, individual or member, all as provided under the provisions of Section 501(c)(3), Internal Revenue Code, as amended.
- Section 2: Appleton West Terror Backers, Inc. is organized as a high school booster club exclusively for charitable and educational purposes and to foster amateur athletic competition within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (as amended). Including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contributions or otherwise, shall be devoted to said purposes.
- Section 3: Notwithstanding any other provisions of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE III - GENERAL MEMBERS AND MEETINGS OF GENERAL MEMBERS

Section 1: Membership. The number of members shall be unlimited. Any individual, whether said person is from a group, association or company who is recommended by a member is eligible to become a general member of this Corporation, if qualified and approved under such rules as the Board of Directors may provide from time to time.

Furthermore, The Terror Backers are comprised of interested and committed parents, faculty, students, alumni and friends of Appleton West High School. Every Member of the Terror Backers is entitled to all benefits of such Membership.

Section 2: Fees. Members can pay on a yearly basis or purchase a one-time lifetime membership. The amount of such membership will be voted on yearly by the membership at the annual meeting. The initial yearly single membership to Terror Backers is \$10.00. The initial lifetime single membership cost is \$50.00.

Section 3: Voting. Each general member shall be entitled to one vote at the Corporation's annual meeting and at each membership meeting.

Section 4: Duration of the General Membership. General membership in this Corporation may be terminated by voluntary withdrawal as herein provided or as otherwise provided in the Articles or By-Laws of the Corporation. All of the member's rights, privileges, and interest in the Corporation shall cease upon termination of general membership. General memberships are non-transferable. Any general member may, by giving written notice of their intention, withdraw from general membership. Withdrawals are effective upon fulfillment of all general member's obligations prior to the date of withdrawal. In the event a Member pays the fees for a yearly single membership and does not subsequently renew the membership, said person shall no longer be a Member of this Corporation.

Section 5: Suspension and Expulsion. If any member of the Corporation shall be charged with conduct detrimental to the objectives or interest of the Corporation, or in violation of its By-Laws, the Board of Directors shall consider the matter and if it decides to take further action, the secretary shall send a copy of the charges to the accused member, who shall be given adequate time to reply, where upon the Board of Directors shall take further action as it deems proper. If sixty (60) percent of the members of the Board of Directors, after a

fair and impartial hearing, are satisfied with the truth of the charges, the Board of Directors may request the offending member to resign or may suspend or expel him/her. Should the member refuse to resign upon such request, their name shall be stricken from the rolls by the Board of Directors.

Section 6: Meeting and Annual Meeting. Meetings of the members shall be conducted as is set forth herein. There should be an annual meeting of the Corporation held in the month of April in any given year, at a time and place determined by the members. membership meetings of the organization shall be the second Monday of the month during the school year. Two (2) days notice will be given upon change of date. All meetings will be published in the AHS-West newsletter and Terror Backer website.

Section 7: Quorum. Nine (9) members shall constitute a quorum for the transaction of business in any membership meeting of this organization.

Section 8: Governing Rules. Robert's Rules of Order shall govern, when not in conflict with the Articles or By-Laws, unless otherwise required by law.

Section 9: Special Meetings. Special membership meetings of the corporation may be called at any time by the president or in the president's absence, by the vice president or secretary on the written request of the majority of the members of the board or on the written request of not less than ten (10) general members. Fifteen (15) days notice of any special meeting must be given to the general members of the Corporation, and the notice must state the agenda of the meeting.

Section 10: Voting by Proxy. Voting by proxy shall be prohibited.

#### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: Number and Term. The number of regular directors shall be no less than three (3) and no more than five (5). They shall serve for a one (1) year term of office.

Section 2: Election. The election of the board members shall take place at the Corporation's annual meeting by the Members. One Board Member shall be the Athletic Director of Appleton West High School. The board member shall fill his/her position as set forth in the Corporation Articles and By-Laws.

Section 3: Duties. The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, to execute the policies and decisions of the membership, shall actively pursue the Corporation's objections and shall direct the disbursement

of funds. The Board of Directors may adopt such rules for the conduct of its business as it deems advisable, and by, in the execution of powers granted, appoint sub-committees or agents to work on specific problems or reports.

The Board of Directors shall have general supervision over the affairs of the Corporation between its annual meeting, fix the hour and place of meetings, make recommendations to the members, and perform such other duties as specified in these bylaws. The Board shall be subject to the orders of the Corporation, and none of its action shall conflict with action taken by the Corporation.

The duties of the Board of Directors shall be:

- a. To transact necessary business in the intervals between membership meetings.
- b. To create standing and special committees.
- c. To present a report at the membership meetings of the organization.

Section 4: Meetings. The annual meeting of the Board of Directors shall be held in the month of April in any given year at such place and time the Board of Directors shall determine.

Section 5: Special Meetings. Special meetings of the Board of Directors may be called at any time by the president or by sixty (60) percent of the board members upon notice to each board member at least 48 hours before the meeting and must state the agenda of the meeting.

Section 6: Board Membership, Quorum to Transact Regular Business

A quorum of any meeting of the board shall consist of 60 percent of the active members, but a lesser number may adjourn the meeting. All questions that may come before a meeting at which a quorum is present may be decided by the affirmative vote of the majority of those board members present and qualified to vote on the question.

Section 7: Absence. Absence from three (3) consecutive regular meetings of the board without any excuse deemed valid by the president may, in the discretion of the board, be construed as a resignation by the members so absent or may be asked to submit a resignation so the board of directors may have full community representation.

Section 8: Board Member Disqualifying a Vote. A board member shall disqualify themselves from voting on matters in which that said board member has a conflict of interest. If this is not done voluntarily, any board member can challenge the vote of another member, in which case, the other board member present must first vote on

accepting or rejecting the challenge vote. The matter in dispute must then be put to a second vote.

- Section 9: Procedure. Upon timely request by any member of the board, Robert's Rules of Order shall be used for the conduct of any meeting of the board or any part thereof.
- Section 10: Qualifications. Directors shall be residents of the area who have indicated a desire to enhance the quality of life in the area by volunteering their efforts in furtherance of the purposes of the Corporation. In total, the board shall, to the extent practicable, be broadly representative of the population of the area, both geographically and occupationally, with special attention given to those persons best qualified to recognize the needs of the Corporation.
- Section 11: Chairman of the Board. The chairman of the board shall be the President of the Corporation.
- Section 12: Nominations. Any member or board member may nominate a new board member.
- Section 13: Election. Election shall be by the affirmative vote of a majority of the members present and voting. Each member shall have one (1) vote per open board position. Should the number of nominees exceed the number of directors to be elected, those nominees receiving the greatest number of votes shall be declared elected as directors. In the event that two or more nominees receive the same number of votes for a seat or seats on the board, run-off elections between such nominees shall be held until all seats on the board are filled.
- The newly elected directors shall assume their duties immediately.
- Section 14: Removal and Vacancies. A director may be removed by a two-thirds (2/3) vote of the members of the Corporation.
- Board members may be appointed by the president, with the advice and consent of the Board of Directors, to serve for the remainder of board members term left vacant for any reason.
- Section 15: Organization. Immediately following the annual meeting of members, or as soon thereafter as may be practicable, the new board of directors shall meet and name a President; elect the required officers of the Corporation; and elect or appoint such other officers as may be permitted by these Bylaws and deemed desirable by the board. It may also transact such other business as may properly come before the meeting. This meeting shall be called the annual meeting of the board.
- Section 16: Director Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct

or indirect interest. For purposes of this section, a director has an indirect interest in a transaction if: (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has a conflict of interest may be approved by the board if: (a) the material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board; and, (b) the directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as here in above provided.

## ARTICLE V - OFFICERS

Section 1: Number and Qualifications. The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer. All officers shall be a member of the board. All officers shall serve for a term of one (1) year and until the appointment of officers at the next annual meeting of directors, but all shall serve at the pleasure of the board which shall have full power of suspension and removal of any officer with or without cause.

Every officer shall perform those duties assigned by the board or otherwise required by law. A vacancy in any office shall be filled by the board for the balance of the term of office.

Two or more officer positions may be held by the same person, excluding the offices of the president and secretary and excluding the offices of president and vice president.

Section 2: President. The president shall be the principal executive officer, and shall preside at all meetings of the members, Board of Directors and the Executive Committee. The president shall have general supervision and management of the property and affairs of the Corporation, shall make all necessary committee appointments, shall call special meetings and perform such other duties as are usual in common in such office, or which the Board of Directors may from time to time prescribe. The

president shall at his/her discretion appoint chairpersons of the various committees or have each committee elect a chairperson from its membership. The president may, at his/her discretion, serve as an ex-officio member of all committees. The president shall be the chief executive officer of the Corporation. In addition, the president shall execute and deliver all documents on behalf of the Corporation, unless another person be authorized by the Board or required by law to do so.

Furthermore, the president shall:

- a. Preside at all Terror Backer meetings.
- b. Perform other duties as may be prescribed in these By-laws or assigned by the organization.
- c. Be a member (or have a representative) of all committees.
- d. Coordinate the work of the officers and committees of the organization in order that the purpose of Terror Backers is fulfilled.

Section 3. Vice President. The vice president shall perform the duties of the president in the event of the president's absence, resignation or inability to perform his/her duties. In the event the president is absent, resigns or is unable to perform his/her duties, the vice president shall perform the duties of the president, and in the absence of the vice president performing the president's duties, the secretary shall perform the duties of the president.

Furthermore, the vice president shall:

- a. Coordinate all fundraising efforts (including concessions, setting up parent reps).
- b. Act as an aide to the president.
- c. Perform the duties of the president in the absence or inability of that officer to serve.

Section 4. Secretary. The secretary shall maintain and keep current the corporate records and the minutes of all meetings of the members, the board and of any committee of the board. The secretary shall give notice of all meetings of the members and of the board and such other notices as may be required, and shall execute, attest and deliver documents of the Corporation, when authorized.

Furthermore, the secretary shall:

- a. Record and distribute minutes of all executive, annual and membership meetings.
- b. Send special correspondence as needed or directed by the president.
- c. Will have a current membership list and copy of the current By-laws on his/her person.

Section 5. Treasurer. The treasurer will be responsible for the keeping of complete accurate financial records and books of account for the Corporation and for reporting to the board at regular intervals on the financial affairs of the Corporation.

Furthermore, the treasurer shall:

- a. Have custody of all funds of the organization.
- b. Keep a full and accurate account or receipts and expenditures.
- c. Make distributions as authorized by the President or Board of Directors.
- d. Present a financial statement at every meeting of the organization and at other times when requested by the Board of Directors.
- e. Will reconcile the bank account on a monthly basis and include reconciliation with the monthly report.

Section 6. Athletic Director. The athletic director shall:

- a. Serve as a liaison between Appleton West High School athletic department/coaches and Terror Backers.
- b. Assist with prioritizing of funds (based on coaches needs) and expenditure allocation.
- c. Stress and communicate the importance of Terror Backer membership amongst the athletic department and parents at large.

## **ARTICLE VI - COMMITTEES**

Section 1: Other Committees. The Board of Directors may create standing committees as it may deem necessary to promote our purpose and carry on the work of the organization. The chair of each committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without consent of the Board of Directors. Current committees include: Parents Reps for each sport, Sports Booklet, Membership, AWYBA, Golf Outing, Scholarships, and Concession. Other committees can be formed when needed and/or designated by the president. There are no required lengths of terms.

## **ARTICLE VII - Purposely Omitted.**



**ARTICLE VIII - AMENDMENTS**

Section 1: These Bylaws may be amended or repealed in whole or in part by a two-thirds (2/3) majority of the Board of Directors then in office.

**ARTICLE IX - FUNDS**

Section 1: Finances and Financial Records. This Corporation is not intended as a profit-making organization nor is it founded with the expectation of making a profit. This Corporation shall use its funds only for the objects and purposes specified in its Articles and Bylaws.

Deposits of funds not otherwise employed shall be made to the credit of the Corporation in such banks, trust companies, or other depositories as may be authorized by the Board of Directors. Certificates of Deposit may be purchased and savings accounts may be opened in one or all of the depositories in the name of the Corporation subject to the rules and regulations established by each institution. Any withdrawal of funds from these accounts shall require the signature of one board member.

The fiscal year of the Corporation shall begin July 1 and end on June 30 of each calendar year.

Section 2: Bonding. Persons entrusted with the handling of Corporation funds may be required, at the discretion of the board of directors, to furnish, at Corporation expense, a suitable fidelity bond.

**ARTICLE X - DISSOLUTION**

Section 1: The Corporation may be dissolved pursuant to the terms and conditions of the By-Laws in Chapter 181 of the Wisconsin Statutes as amended from time to time, upon the Board of Directors adopting a resolution recommending that the Corporation be dissolved by two-thirds vote and said resolution be adopted by at least two-thirds (2/3) of the votes of the members present.

Section 2: In the event of a dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation as follows:

- A. Any grants or donations which require that the Corporation return said monies or grants in the event of dissolution, pursuant to the terms and conditions of any contractual agreement, said monies or grants shall be returned to the grantor or donee as provided in the contractual agreement.

- B. All remaining assets, monies, grants shall be given to not for profit organizations similar to the Corporation and said monies shall be used for the purposes, as nearly as possible, as originally set out in the Corporation's Articles and By-Laws.
- C. Any such actions, money or grants, not so disposed of previously shall be disposed of by the appropriate court having jurisdiction of such matters in the county in which the principal office of the Corporation is then located, exclusively for such purposes as herein defined above or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.
- D. Any distribution of assets must be in compliance with Section 501(c)(3) of the Internal Revenue Code and therefore, upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In the event this Article X, Paragraph D conflicts with any of the terms and conditions as provided hereinbefore in Article X, Paragraphs A-C, this paragraph shall be controlling.

## **ARTICLE XI - INDEMNIFICATION OF MEMBERS AND DIRECTORS AND OFFICERS**

- Section 1: The Corporation shall, in accordance with the provisions of Section 181.0872 of the Wisconsin Statutes, as amended from time to time, indemnify a member, director or officer of the Corporation, to the extent that he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if he or she was a party because he or she is a member, director or officer of the Corporation. This indemnification shall extend to those who, at the request of the Corporation, act as a Trustee, Director or Officer of any other Corporation in which this Corporation has an interest, and all further references in the Article XI shall be interpreted accordingly.
- Section 2: In cases not included under Section 1 above, the Corporation shall, in accordance with Section 181.0872 of the Wisconsin Statutes, indemnify a member, director or officer of the Corporation against liability incurred by such member, director or officer in a proceeding to which such member, director or officer was a party because he or she is a member, director or officer of the Corporation, unless

liability was incurred because the member, director or officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:

- A. A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the member, director or officer has a material conflict of interest.
- B. A violation of criminal law, unless the member, director or officer had reasonable cause to believe that his or her conduct was lawful or not reasonable cause to believe that his or her conduct was unlawful.
- C. A transaction from which the member, director or officer derived improper personal profit.
- D. Willful misconduct.

Section 3. Pursuant to Section 181.0872 of the Wisconsin Statutes, the determination of whether indemnification is required under this Article XI shall be made under Section 181.0873 of the Wisconsin Statutes.

Section 4: Allowance of expenses as incurred. The Corporation may, in accordance with Section 181.0874 of the Wisconsin Statutes, make allowance for reasonable expenses of a member, director or officer of the Corporation as such expenses are incurred.

Section 5: Additional rights to indemnification and allowance expenses. The Corporation may, in accordance with Section 181.0877 of the Wisconsin Statutes, grant additional rights to indemnification and allowance expenses.

Section 6: Indemnification and allowance of expenses of employees and agents. The Corporation may, in accordance with Section 181.0877 of the Wisconsin Statutes, indemnify and allow reasonable expenses of any employee or agent of the Corporation who is not a member, director, or officer of the Corporation to the extent provided by the Articles of Incorporation or By-Laws, by general or specific action of the Board of Directors, or by contract.

Section 7: Insurance. As provided in Section 181.0883 of the Wisconsin Statutes, the Corporation may purchase and maintain insurance on behalf of an individual who is an employee, against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, member, director or officer of the Corporation or arising from his or her status as an employee, agent, member, director or officer of the Corporation, regardless of whether the Corporation is required or authorized to indemnify or allow expenses to the Individual against the same liability under this Article XI.

Section 8: Definitions. Terms used in this Article XI and which are specifically defined in the Wisconsin Nonstock Corporation Law as amended (including, without limitations, the terms defined under Section 181.0871 of the Wisconsin Statutes) shall have, for purposes of this Article XI, the meanings assigned to them under the Wisconsin Nonstock Corporation Law as amended.

Section 9: Intent. This Article XI is intended to authorize indemnification in accordance with the Wisconsin Nonstock Corporation Law as amended and shall be construed and applied to carry out such intent.

#### **ARTICLE XII – NO COMPENSATION**

No Officer, Director or Member shall receive any compensation for serving the Corporation in their capacity as an Officer, Director or Member.

#### **ARTICLE XIII – DISTRIBUTION OF FUNDS**

Section 1: An annual allotment of funding of AHS-West sports teams will be done at the beginning of each sports season. Team distribution shall be distributed accordingly: \$15.00 per student/athlete for a minimum of \$300.00 or \$500.00 maximum per team.

Section 2: Additional funding may be distributed to a team as voted on by the membership and as directed by the Athletic Director.

Section 3: Some flexibility in the above sections may be exercised if a definite and important need is presented by a particular sports team.

Section 4: All coaches' requests must be discussed with Athletic Director prior to requesting at a regular meeting.

Section 5: No more than \$500.00 can be spent by any individual without membership approval. All expenditures over \$100 must be approved by the Board of Directors.

Section 6: 100% of concession profits shall be reimbursed to Terror Backers for any West High school student participated tournament or invitational.

Section 7: For all non high school age participated tournaments (ie: AWYBA tournaments, Middle School tournaments), Appleton West sports teams can work and earn their own profit as discussed with that organization. Teams may use Terror Backer supplies and pay Terror Backers 70% of gross sales for that event.

Section 8: For Lawrence football games, 30% of gross sales will be split equally by all teams

who have worked Lawrence football games during that season. Teams scheduled to work will be up to the Athletic Director's discretion.

This Instrument Drafted By:

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**AMENDMENT TO BY-LAWS  
FOR  
APPLETON WEST TERROR BACKERS, INC.**

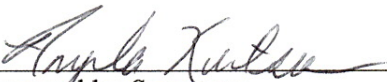
Amendment to Article 13, Section 8 of the By-laws:

Article 13, entitled "Distribution of Funds", Section 8 is hereby amended to read as follows:

Section 8: For Lawrence football games, 40% of gross sales will be split equally by all teams who have worked Lawrence football games during that season. Teams scheduled to work will be up to the Athletic Director's discretion.

14 Number of votes in favor of the motion.

0 Number of votes opposed to the motion.

  
\_\_\_\_\_  
Approved by Secretary

04/17/13  
\_\_\_\_\_  
Date

**AMENDMENT TO BY-LAWS  
FOR  
APPLETON WEST TERROR BACKERS, INC.**

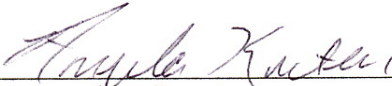
Amendment to Article 13, Section 1 of the By-laws:

Article 13, entitled "Distribution of Funds", Section 1 is hereby amended to read as follows:

Section 1: An annual allotment of funding of AHS-West sports teams will be done at the beginning of each sports season. Team distribution shall be distributed accordingly: \$20.00 per student/athlete for a minimum of \$300.00 or \$1,000.00 maximum per team.

11 Number of votes in favor of the motion.

0 Number of votes opposed to the motion.

  
\_\_\_\_\_  
Approved by Secretary

04/14/14  
Date