

**BYLAWS OF
THE PRESERVATION ALLIANCE OF LA CROSSE,
ABBREVIATED “PAL”
INCORPORATED UNDER
THE LAWS OF THE STATE OF WISCONSIN
ON THE 19TH DAY OF MAY 1976**

ARTICLE I – NAME

The name of this organization is the Preservation Alliance of La Crosse, Incorporated, abbreviated “PAL”, referred herein as Corporation.

ARTICLE II – PURPOSE

The purpose of the Preservation Alliance of La Crosse, Inc. is to promote the appreciation and preservation of structures, artifacts, and sites having architectural, aesthetic, scientific, or historic significance.

The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

The Corporation shall seek gifts, contributions, donations, and bequests (herein generally called gifts) for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and or income may be used for the Corporation’s purposes at the discretion of the Board of Directors, the Board will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board Directors for such restricted gifts.

ARTICLE III – MEMBERS

SECTION 1 – MEMBERSHIP The members of the Corporation shall consist of all persons interested in the objectives of the Corporation that have paid the annual membership fee. Membership, meetings, and the constitution of the quorum shall be subject to all provisions set forth in the Bylaws. All members shall be entitled to one vote on each matter submitted to the membership. Household memberships will afford one vote for each adult per household.

REVISED ON THE 15th DAY OF SEPTEMBER 2020

SECTION 2 – ELECTION The election of any member to the Board shall be either at the annual meeting of the Corporation, at a special meeting of the members called for that purpose, or at a special meeting of the membership called by the Board of Directors for the purpose of having elections. A majority vote of the members present in person or by proxy shall be required for election. Proxy votes will be submitted in writing to the Secretary before the election.

SECTION 3 – ANNUAL MEETING Beginning with the year 2020, the annual meeting of the Corporation shall be held at such places as the Board of Directors shall designate and on such a day each year and at such times as the Board of Directors shall designate.

SECTION 4 – NOTICE OF ANNUAL MEETING Notice of the time and place for holding such annual meetings shall be given by the Secretary. This notice could be sent via newsletter or invitation, paper or electronic, not less than ten days before such meeting.

SECTION 5 – SPECIAL MEETINGS A special meeting of the members may be held at such a place as may be designated in the notice of such a meeting upon the call of the President or of any two directors.

SECTION 6 – NOTICE OF SPECIAL MEETINGS Notice of the time, place, and purpose of each special meeting shall be given by the Secretary. This notice could be sent via phone, text, or email at least twenty-four hours before the meeting.

SECTION 7 – QUORUM At all meetings of the members, the members present in person or by proxy shall constitute a quorum for the transaction of business.

SECTION 8 – ORGANIZATION The President of the Corporation shall preside at all meetings of the members. In absence of the President, officers shall preside in this order; the Vice President, Secretary, then Treasurer. The Secretary of the Corporation shall act as Secretary at all meetings of the members, but in the absence of the Secretary, the presiding officer shall appoint a person to act as Secretary of the meeting.

SECTION 9 – VOTING At any meeting of the members, each member present in person or by proxy appointed by an instrument in writing, subscribed by such member to the Secretary of the meeting, shall be entitled to one vote. Upon demand of any member, any vote for directors or upon any question before the meeting shall be by ballot. Motions are passed by the majority of the quorum.

SECTION 10 – TERMINATION OF MEMBERSHIP The Board of Directors, by affirmative vote of 2/3 of the members of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing. Membership is automatically terminated for non-renewal of dues or fees. Nonrenewal is defined as 30 days after renewal notice is sent by the corporation.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1 – MEMBER, QUALIFICATION, ELECTION, AND TERM OF OFFICE The membership of Directors shall be a minimum of six (6) and a maximum of twelve (12). All of the members of the Board of Directors shall be members of the Corporation as stated in the Bylaws. The Directors shall be elected for a 3-year term by the membership and each shall continue in office until a successor has been elected and qualified. No Director shall serve for more than 2 consecutive terms unless unanimously approved by the Board. Any Director may be removed, with cause, at a meeting of the members called for that purpose. Notice of such a meeting shall be given at least 10 days in advance.

SECTION 2 – NOMINATING COMMITTEE So that nominating committee members can be screening potential candidates for the Board of Directors, the President shall, upon taking office, immediately appoint a nominating committee consisting of two (2) members of the Board of Directors and name one (1) member of the nominating committee as chairman. Any individual Corporation member in good standing shall be eligible to be a Director. Votes taken by the members of the Board shall be a roll call vote and properly recorded in the minutes of the Board meeting.

SECTION 3 – VACANCIES In case of any vacancy in the Board of Directors, a successor to fill the unexpired portion of the term may be named within ninety (90) days by a majority of the Board then approved by the membership at the next regularly called annual meeting.

SECTION 4 – POWERS AND DUTIES The Board of Directors shall have general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board and shall have full and complete authority with respect to the distribution and payment of the monies received by the Corporation from time to time; except that the fundamental and basic purposes of the Corporation, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed, and except further that the Board of Directors shall not permit any part of the net earnings or capital to benefit any member or other private individual.

SECTION 5 – REGULAR MEETINGS: NOTICE Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as may be determined by the Board and no notice of such regular meetings need be given.

SECTION 6 – SPECIAL MEETINGS: NOTICE Special meetings of the Board may be held at any time and place upon the call of the President or of any two Directors. Notice of the time, place and purpose of every special meeting of the Board shall be given by the Secretary by phone, text, or email delivering the same to each director, at least twenty-four hours before the meeting.

SECTION 7 – QUORUM A majority of the Directors in office shall constitute a quorum for the transaction of business.

SECTION 8 – COMPENSATION No Director or Officer of this Corporation shall receive, directly or indirectly, any salary, compensation, or emolument therefrom either as such Officer or Director or in any other capacity, unless authorized by the concurring vote of two-thirds of all the Directors or (notwithstanding any quorums requirement of these Bylaws) by the concurring vote of all the disinterested directors.

SECTION 9 – PROCEDURES OF THE BOARD The minutes of all meetings of the Board of Directors shall be made available to the membership upon written request or at the request of any Director. Particular votes taken by the members of the Board shall be a roll call vote and properly recorded in the minutes of the Board meeting.

SECTION 10 – RESIGNATION, TERMINATION, AND ABSENCES Resignation from the board must be in writing and received by the Secretary. A Board member may be terminated from the Board due to excessive absences which are more than two unexcused absences from Board meetings in a year. An unexcused absence is an absence that was not prescheduled or authorized by the Board President or Board of Directors. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors

ARTICLE V – OFFICERS

SECTION 1 – NUMBER, QUALIFICATION AND ELECTION The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers, if any, including one or more Vice Presidents, elected annually by the Board of Directors from its members. One person may hold more than one office in the Corporation.

SECTION 2 – OTHER AGENTS, ETC. The Board of Directors may appoint from time to time such agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

SECTION 3 – REMOVAL Any officer of the Corporation may be removed from office by a vote of the majority of the Board of Directors then in office.

SECTION 4 – VACANCIES In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors at a regular or special meeting called for that purpose.

SECTION 5 – PRESIDENT: POWERS AND DUTIES The President shall preside at all meetings of the members and shall have general supervision of the affairs of the Corporation. The President shall keep the Board of Directors fully informed, and shall freely consult with them concerning the activities of the Corporation. The President and Treasurer together shall have the power to sign the name of the Corporation on all contracts authorized either generally or specifically by the Board. The President shall perform such other duties as shall be assigned by the Board of Directors.

SECTION 6 – VICE PRESIDENT: POWERS AND DUTIES The Vice President shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice President shall in general perform the duties of the President.

SECTION 7 – SECRETARY: POWERS AND DUTIES The secretary shall act as Secretary of all meetings of the members and the Board of Directors, and shall keep or delegate the keeping of the minutes of all such meetings in the books proper for that purpose. The Secretary shall attend to the giving and serving of all notices of the Corporation. The Secretary shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors. In the absence of the President and the Vice President, the Secretary shall preside at meetings.

SECTION 8 – TREASURER: POWERS AND DUTIES The Treasurer shall have the custody of all funds and securities of the Corporation which may come into the Treasurer's hands. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable effects of the Corporation in the same and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. All checks shall be co-signed by the President and the Treasurer. Whenever required by the Board of Directors, the Treasurer shall at all reasonable times exhibit the books and account to any officer or director of the Corporation, and shall perform all duties incident to the position of the Treasurer subject to the control of the Board of Directors, and shall, when required, give such security for the faithful performance of duties as the Board of Directors may determine. In the absence of the President, the Vice President, and Secretary, the Treasurer shall preside at meetings.

ARTICLE VI

BOARD OF SPONSORS

SECTION 1 The Board of Directors may appoint from time to time any number of persons as Sponsors of the Corporation, to act either singly or as a committee or committees. Each such Sponsor shall hold office during the pleasure of the Board, and shall have only such authority or obligations as the Board may from time to time determine.

REVISED ON THE 15th DAY OF SEPTEMBER 2020

SECTION 2 No such Sponsor of the Corporation shall receive any salary, compensation for emolument for any service rendered to the Corporation by such Sponsor, except that the Board of Directors may reimburse any such service, but only if such reimbursement is authorized by the concurring vote of two-thirds of all the Directors. No Director, Officer or Member of this Corporation shall be eligible for appointment as sponsor.

ARTICLE VII

CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.

SECTION 1 - CHECKS, NOTES, CONTRACTS, ETC. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who, if anyone, in addition to the President and the Treasurer shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

SECTION 2 – INVESTMENTS The funds of this Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its uncontrolled discretion may deem desirable, without regard to the limitation, if any, now imposed or which may hereafter be imposed by law regarding such investments.

ARTICLE VIII

OFFICE AND BOOKS

SECTION 1 – OFFICE The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

SECTION 2 – BOOKS There shall be kept at the office of the Corporation correct books of account of the activities and transaction of the Corporation, including a minute book which shall contain a copy of the Certificate of Incorporation, a copy of these By-laws, and all minutes of the meetings of the members of the Board of Directors.

ARTICLE IX

The fiscal year of the Corporation shall be January 1st through December 31st.

ARTICLE X

INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a part of any action or proceeding by reason of the fact that they, their testator or intestate was an associate, Director, Officer or other agent of the Corporation, or of any other organization served by them in any capacity at the request of the Corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

ARTICLE XI

DISSOLUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine.

ARTICLE XII

AMENDMENTS

These By-laws may be amended by the affirmative vote of a majority of the Directors in office at any meeting of the Board of Directors.