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MENSA OF WISCONSIN FOUNDATION, INC.

BYLAWS

ARTICLE I

Offices

1.1 Registered Office, and Agent. The registered office of the Corporation required by the Wisconsin Business Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

1.2 Other Places of Business. Branch or subordinate offices or places of business may be established at any time as the Board of Directors may designate or as the business of the corporation may require.

ARTICLE II

Board of Directors

2.1 Members. The business and property of the corporation shall be managed and controlled by the Board of Directors. The Board of Directors shall consist of five members in good standing of Mensa of Wisconsin, Inc., to be elected by the initial directors at the first regular meeting of directors and by each succeeding board at subsequent regular meetings of directors. Each director shall serve for a term of one (1) year or until his successor shall have been duly chosen at the next regular annual meeting of Directors.

2.2 Vacancies. In case of any vacancy in the membership of the Board of Directors, the remaining Directors by affirmative vote of a majority thereof may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant and until the election of a successor at the next regular meeting of the directors.

2.3 Place of Meeting. The Board of Directors may hold their meetings at such place or places within or without the State of Wisconsin as they may from time to time determine, and may keep the books of the corporation in such place or places in the State of Wisconsin as they may from time to time determine.

2.4 Regular Meeting. The regular meetings of the Board of Directors for the election of directors and officers and the transaction of such other business as may properly come

before the meeting shall be held at the offices of the corporation or at such other place as the president may lawfully designate, at 5:00 o'clock p.m. on the second Tuesday of February in each year, if not a legal holiday, and if a legal holiday on the next succeeding regular day.

2.5 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the president of the corporation or by two of the directors then in office.

2.6 Notice. The secretary shall give notice of each regular and special meeting by mailing the same at least two days before the meeting to each director; such notice may be waived by any director. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. At any meeting attended by all of the directors, any business may be transacted notwithstanding the lack of due notice of such meeting. If the secretary shall refuse, or shall omit within twenty-four hours after written request so to do, to give notice of any special meeting, the person or persons calling the same may give such notice, or cause it to be given with like effect as though it were given by the secretary.

2.7 Quorum. At any meeting of the Board of Directors a majority of the number of directors then in office shall constitute a quorum for the transaction of any business. If the number of directors necessary to constitute a quorum shall fail to attend at the time and place fixed for any regular or special meeting of the Board of Directors, the directors in attendance may adjourn from time to time without notice or other announcement at the meeting until the requisite number of directors to constitute a quorum shall attend.

2.8 Election of Officers. At the regular meeting of the Board of Directors held in each year, the newly elected Board of Directors shall proceed to the election of the officers of the corporation.

2.9 Informal Action Without Meeting Any action required by the Articles of Incorporation, by-laws or any provision of law to be taken at a meeting or any action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors or members of a committee thereof entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or document filed with the secretary of state under Chapter 181 of the Wisconsin Statutes.

ARTICLE III

Membership

The corporation shall have no members.

ARTICLE IV

Officers

4.1 Officers. The officers of the corporation shall be a president, vice president, secretary, and treasurer, who shall be elected by the Board of Directors by majority vote. The officers shall serve for a term of either one year or until the next annual meeting, which ever is less. The same individual may hold more than one office except that the individual occupying the office of president shall not be eligible during his tenure of office to hold the office of vice president or secretary. The president of the corporation shall be a member of the Board of Directors.

4.2 Duties of Officers. The duties of the president shall be to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the corporation.

The duties of the vice president shall be to discharge the duties of the president in the event of the absence or disability, for any cause whatever, of the latter.

The duties of the secretary shall be to countersign all deeds, leases, conveyances, contracts and/or other written instruments executed by the corporation; to keep a record of the proceedings of the Board of Directors; and to safely and systematically keep all books, papers, records and documents belonging to the corporation or in any wise pertaining to the business thereof.

The duties of the treasurer shall be to keep the money of the corporation in such bank or banks of deposit as the Board of Directors may from time to time order, and to keep and account for all moneys, credits and property of any and every nature, of the corporation, which shall come into his hands; to disburse the funds of the corporation under such regulations as may be prescribed by the bylaws or from time to time by resolution of the Board of Directors; to keep an accurate account of all moneys received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office, as shall be required by the Board of Directors.

The said officers shall also perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors.

4.3 Other Officers. The Board of Directors may appoint such other officers and agents as they shall deem necessary, who shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Directors.

4.4 Vacancies. In the case of a vacancy in any office, the Board of Directors shall elect a successor to hold for the unexpired term.

4.5 Bond. The treasurer of the corporation shall furnish, upon request by the directors, proper surety bond for the faithful performance of his duties, provided that the premium for every such bond shall be borne by the corporation.

#### ARTICLE V

##### Corporate Seal

The corporation shall have no seal.

#### ARTICLE VI

##### Miscellaneous

6.1 Sales of Property, etc. The president or vice president, together with the treasurer or secretary, are authorized and empowered to purchase or otherwise acquire in any manner, and to sell, exchange, assign, pledge, hypothecate or otherwise dispose of any and all shares of stock, bonds or securities, or any other property, real or personal, or interest therein, owned or held by this corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock; and to make and execute to the transferee or pledgee, on behalf and in the name of this corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock; and to make and execute, on behalf of and in the name of this corporation, any and all instruments for the purpose of acquiring, or exercising or disposing of any rights of this corporation as the holder of any security or property or interest therein; and no person acting in reliance on any instrument made or other action taken by such officers shall be bound to inquire into the authority of such officers to execute any such instrument or to effectuate any such transaction.

6.2 Voting Securities. Shares of stock or other voting securities standing in the name of this corporation may be voted by the president or vice president of this corporation or

any other officer or proxy appointed by the president or vice president of this corporation.

6.3 Checks, Drafts, etc. All checks, drafts, and orders for payment of money shall be signed in the name of the corporation and shall be signed and countersigned by such officer or officers as the Board of Directors shall from time to time designate for that purpose.

6.4 Contracts. When the execution of any contract or other instrument has been authorized without specification of the executing officers, the president or vice president, together with the secretary or the treasurer, may execute the same in the name and in behalf of the corporation.

6.5 Loans. No loans shall be contracted on the corporation's behalf and no evidence of indebtedness issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

6.5 Indemnification. The Board of Directors may indemnify any director, officer, employee, or agent of the corporation or any former director, officer, employee, or agent of the corporation, for any loss or liability arising out of the status or duties of such person, whether or not the corporation would have the power to indemnify such person against loss or liability under the provisions of Section 181.45, Wis. Stats. Any indemnification by the corporation shall be made in each specific case upon a finding by a majority of disinterested directors (whether or not a quorum) that the person to be indemnified acted in good faith and in a manner reasonably believed to be in or not opposed to the corporation's best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. No director, officer, employee, or agent of the corporation, or any former director, officer, employee, or agent of the corporation shall be indemnified for loss or liability arising from conduct which is determined to be grossly negligent by a disinterested majority of directors (whether or not a quorum). The right of indemnification herein provided shall extend to the estate, guardian, or conservator of any deceased or former director, officer, employee, or agent.

## ARTICLE VII

### Fiscal Year

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

Amendments

These Bylaws may be altered or amended at any regular or special meeting of the Board of Directors by vote of a majority of the directors then in office.

CONSENT MINUTES OF INITIAL DIRECTORS

OF

MENSA OF WISCONSIN FOUNDATION, INC.

The undersigned, being all of the initial directors of Mensa of Wisconsin Foundation, Inc., a Wisconsin nonstock corporation, acting pursuant to section 181.72 of the Wisconsin Statutes, hereby consent to the adoption of the following resolutions in lieu of the organization meeting of the initial board of directors required by Section 181.34(1) of said Statutes:

Resolved, that the Articles of Incorporation for the corporation prepared and filed by the incorporator thereof with the Secretary of State and all other actions taken by said incorporator in connection therewith be, and hereby are, ratified, approved and confirmed and that a certified copy of said Articles be inserted in the minute book of the corporation.

Resolved, that the By-Laws for the corporation prepared by counsel be, and hereby are, adopted as and for the By-Laws of the corporation, and that a copy thereof be inserted in the minute book of the corporation.

Resolved, that the following named persons be, and they hereby are, elected as officers of this corporation to serve in the positions indicated:

Dr. Leon Zukrow	- President
Robert J. Burgermeister, Jr.	- Vice President
Hans G. Frommer	- Treasurer
Douglas J. Bahringer	- Secretary

Resolved, that the officers of the corporation are hereby authorized and directed to make banking arrangements for the corporation and to execute such borrowing and depository resolutions as are required in connection therewith, which resolutions, when inserted in the minute book of the corporation, shall be effective as if set forth herein and specifically consented to by all of the undersigned directors.

Resolved, that the officers of the corporation are directed to prepare and submit an application on Form 1041 to the United States Internal Revenue Service, and under whatever additional action is necessary to qualify the corporation for recognition as a tax-exempt charitable organization.

Resolved, that the officers of the corporation are directed to register the corporation with the Wisconsin Department of Regulation and Licensing as a charitable organization.

Resolved, that the fiscal year of the corporation shall be the calendar year.

Resolved, that the following persons be, and they hereby are, elected as directors of the corporation to serve until the next annual meeting of shareholders or until their successors are duly elected and qualified.

Douglas J. Bahringer  
Robert J. Burgermeister, Jr.  
Hans G. Frommer  
Michael G. Pixler  
Leon Zukrow

Dated: August \_\_\_\_\_, 1986.

DIRECTORS

\_\_\_\_\_  
Douglas J. Bahringer

\_\_\_\_\_  
Robert J. Burgermeister, Jr.

  
\_\_\_\_\_  
Hans G. Frommer

\_\_\_\_\_  
Michael G. Pixler

\_\_\_\_\_  
Leon Zukrow



MENSA OF WISCONSIN FOUNDATION, INC.

Consent Minutes of Directors

The undersigned, being all of the directors of MENSA OF WISCONSIN FOUNDATION, INC., a Wisconsin non-stock, not-for-profit corporation, acting pursuant to Section 181.72 of the Wisconsin Statutes, hereby consents to the adoption of the following resolutions:

Resolved, that the third paragraph of ARTICLE TEN of the Articles of Incorporation of the corporation, be and it hereby is, amended and restated to read as follows:

Upon the dissolution of the corporation, the assets of the corporation remaining after payment of, or provision for, all liabilities and obligations of the corporation shall be distributed to American Mensa Education and Research Foundation, or if it is unable or unwilling to accept said donation, to such corporation or corporations, association or associations, fund or funds, foundation or foundations having purposes and objectives similar to those of this corporation as the Board of Directors may designate, subject to any order of court as provided by law, provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any successor law).

Resolved, that the registered agent and registered office of the corporation be, and they hereby are, changed to, and shall hereafter be, the following:

Robert J. Burgermeister, Jr.  
6049 57th Avenue  
Kenosha, Wisconsin 53142  
(Walworth County)

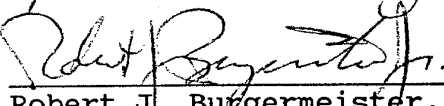
Resolved, that the second sentence of Section 2.1 of the Bylaws of the corporation be, and it hereby is, amended and restated to read as follows:

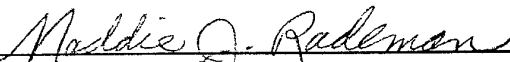
"The Board of Directors shall consist of such number of persons as may be established from time to time by a vote of a majority of the directors then in office, but shall consist of not less than three (3) nor more than eleven (11) members in good standing of Mensa of Wisconsin, Inc., to be elected by the initial directors at regular meetings of the directors."


Dated: December 10, 1993.

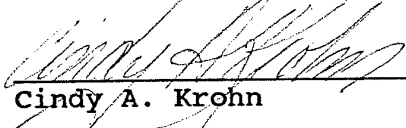
DIRECTORS:

  
\_\_\_\_\_  
Lynette Hartwig

  
\_\_\_\_\_  
Robert J. Burgermeister, Jr.

  
\_\_\_\_\_  
Maddie J. Rademan  
DC\mnsminut.ins

  
\_\_\_\_\_  
Hans G. Frommer

  
\_\_\_\_\_  
Cindy A. Krohn