

# ARTICLES OF INCORPORATION OF THE KOHLER PERFORMING ARTS ORGANIZATION, INC.

## ARTICLE I: ORGANIZATIONAL MATTERS

### Section 1.1 Name

The name of this corporation shall be Kohler Performing Arts Organization, Inc.

### Section 1.2 Period of Existence

The period of existence of said Corporation shall be perpetual.

### Section 1.3 Location

The principal office of the Corporation shall be located in Sheboygan County, Wisconsin. The address of the principal office is 333 Upper Road, Kohler, WI 53044.

### Section 1.4 Powers, Purposes and Objectives

The Corporation is formed pursuant to Chapter 181 of the Wisconsin Statutes, without stock and not for profit. The corporation is organized exclusively for charitable, educational, scientific, or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and shall engage only in those activities permitted by said Section. To the extent consistent with the above general purposes, the specific purposes of this corporation shall be as follows:

- To arouse and maintain an enthusiastic interest in various phases of the music program at Kohler Public Schools, Kohler, Wisconsin.
- To lend all possible support, both moral and financial, to the general music program at Kohler Public Schools.
- To cooperate with those in charge of the music program and to help achieve an excellent music program.
- To build and maintain an organization of parents which will help promote the general activities of the music program at Kohler Public Schools.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by: 1) 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) 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 II: PURPOSES

### Section 2.1 Nonprofit Purposes

This Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The activities of this Corporation shall be conducted for the aforementioned purposes and objectives in such a manner so that no part of its net earnings shall inure to the benefit of any officer, or individual; except that the Corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Section 2.2 Political Activity, etc.

The Corporation shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation; and shall not carry on any other activities not permitted to be carried on by: 1) a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions; 2) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended; or 3) by an organization described in section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986, as amended.

Section 2.3 Dissolution

Upon dissolution of the Corporation, and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or successor provisions as the Executive Board shall determine.

**ARTICLE III: REGISTERED AGENT**

The name and address of the registered agent of the Corporation is:

Name: Jeff Dickert  
District Administrator  
Street Address: Kohler School  
333 Upper Road  
Kohler, WI 53044

**ARTICLE IV: MEMBERS**

Membership provisions will be set forth in the Bylaws of the Corporation.

**ARTICLE V: OFFICERS and DIRECTORS**

The number of officers and directors shall be fixed by the Bylaws of the corporation.

**ARTICLE VI: INCORPORATOR**

The name and address of the incorporator:

Name: Pamela Esche  
Street Address: 931 Aspen Road  
Kohler, WI 53044

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
(Signature of Incorporator)

**BYLAWS  
OF THE  
KOHLER PERFORMING ARTS ORGANIZATION, INC.**

**KOHLER, WISCONSIN**

**ARTICLE I: NAME, LOCATION AND PURPOSE**

Section 1.1     Name

The name of this corporation is Kohler Performing Arts Organization, Inc.

Section 1.2     Purposes

The purposes for which this Corporation is formed shall be as provided in its Articles of Incorporation. The Corporation shall engage only in those activities permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Section 1.3     Performing Arts Purposes

All monies raised by this organization are to be used for the sole benefit of the students in the music programs at Kohler Public Schools (i.e. performance tours, summer camp scholarships).  
| Monies are not to be used for capital outlays.

**ARTICLE II: MEMBERSHIP**

Section 2.1     Qualification

Anyone interested in the progress and development of the music departments of Kohler Public Schools is eligible for membership, including but not limited to parents and pupils of the music department.

Section 2.2     Meetings of the Membership

An annual meeting of the membership of the corporation shall be held in third quarter of each calendar year, for the purpose of electing members to fill expired terms of the elected officers. If for any reason the Executive Board reschedules the annual meeting, elections shall occur at the rescheduled meeting.

Section 2.3     Notice of Meetings

Notice shall be given of the date, hour, and place of the annual membership meeting to each member at least ten days in advance. Notice is deemed given by distribution of a newsletter, by posting on the Kohler Public School website, publication in the Kohler Times, or via electronic mail.

Section 2.4     Quorum of Members

A quorum of Members is necessary for election of the officers. Such quorum shall constitute 50% of the then incumbent officers of the corporation and any other members in attendance, but in no event less than seven members.

## ARTICLE III: OFFICERS

### Section 3.1 Number and Qualifications

The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Executive Board. The same person, except the offices of President and Secretary and the offices of President and Vice President, may hold any two or more offices. Officers and assistant officers must be a member of the organization. All officers must be parents of students currently enrolled in the music programs.

### Section 3.2 President

The President shall be the chief executive officer of the Corporation and, shall in general supervise, direct, and control all of the business and affairs of the Corporation. He/she shall have authority to supervise agents and employees of the Corporation, as he/she deems necessary, to prescribe their powers and duties, and to delegate authority to them. The President shall have the authority to appoint and determine compensation for organization employees subject to the approval of the Executive Board. Such agents and employees shall hold office at the discretion of the President subject to the concurrence of the Executive Board. He/she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Executive Board. He/she may authorize any Vice President(s) or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. He/she shall assist the Executive Board in the formulation of policies of the Corporation. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time.

### Section 3.3 Vice-President

In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or Assistant Secretary, certificates for membership in the Corporation; and shall perform such other duties and have such authority as from time to time may be assigned to him/her by the President or by the Executive Board. Where the Executive Board has determined to elect or appoint two or more Vice Presidents, each Vice President shall have such powers and duties and such designation, as may be prescribed for him/her by the Executive Board.

### Section 3.4 Secretary

The Secretary shall: (a) keep the minutes of the Executive Board meetings and meetings of the members 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 corporate records of the Corporation; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Executive Board.

### Section 3.5 Treasurer

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from

any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; have custody of all of the funds of the association; (b) keep a full and accurate account of receipts and expenditures; (c) make disbursements as authorized by the President or organization in accordance with the budget adopted by the corporation; (d) present a financial statement at every meeting of the association and at other times when requested by the executive board; (e) make a full report at the meeting at which new officers officially assume their duties; (f) be responsible for the maintenance of such books of account and records as conform to the requirements of these bylaws; and (g) have the accounts examined no less than annually or upon change of the Treasurer by an auditor or an auditing committee of not fewer than three members, who, satisfied that the treasurer's report is correct, shall sign a statement of that fact at the end of the report.

Section 3.6 Terms

Each Officer shall hold office for a term of one year or until his or her successor has been elected. Officers may be re-elected for additional terms of service.

**ARTICLE IV: EXECUTIVE BOARD**

Section 4.1 Powers and Responsibility

The powers of the Corporation shall be vested in the Executive Board, which shall have charge, control, and management of all the property and affairs of the Corporation.

Section 4.2 Number

The Executive Board shall consist of the officers of the corporation and the co-chairs of the Development Committee. The high school band and choir directors shall serve as ex-officio members. When, because of death, resignation, retirement or removal, there shall be less than three Executive members remaining, the remaining Executive members shall constitute the Executive Board until the vacancy(ies) is filled as hereinafter provided. In such event, said vacancy(ies) shall be filled as soon as reasonably possible.

Section 4.3 Voting

Each Executive Board member shall be entitled to one vote on all matters coming before the Executive Board. There shall be no voting by proxy.

**ARTICLE V: MEETINGS OF EXECUTIVE BOARD**

Section 5.1 Regular Meetings

Regular meetings of the Executive Board shall be held when the Board directs, no less than semi-annually. No notice need be given if a regular meeting place and time is established.

Section 5.2 Special Meetings

Special meetings of the Executive Board may be called by the President, or upon written request to the President of a majority of the Executive Board. Such requests shall be addressed to the Secretary.

Section 5.3 Quorum

The presence of a majority of the Executive Board members at a meeting shall constitute a

quorum. If a quorum is not attained, the members participating may adjourn the meeting to another place and time, without notice other than announcement at the meeting until a quorum is present.

## **ARTICLE VI: INDEMNIFICATION OF DIRECTORS, OFFICER OR COMMITTEE MEMBER**

### Section 6.1 Definitions

1. "Expenses" include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.
2. "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, and reasonable expenses associated therewith.
3. "Proceeding" means any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state, or local law and which is brought by or in the right of the Corporation or by any other person(s).

### Section 6.2 Indemnification

The Corporation shall indemnify each present, former, and future officer, or member of a committee appointed by the Executive Board (herein the "committee member") or the Corporation, to the extent 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 the person was a party because he or she is or was a officer, or committee member of the Corporation. This provision is intended to indemnify all such persons to the fullest extent provided under Section 181.0872 of the Wisconsin Statutes.

### Section 6.3 Other Indemnification

1. In cases not included under Section 2 hereof, the Corporation shall indemnify each present, former, and future officer, or committee member against liability incurred by such person in a proceeding to which the person was a party because such person is or was a officer, or committee member of the Corporation, unless liability was incurred because the person breached or failed to perform a duty such person owes to the Corporation and the breach or failure to perform constitutes any of the following:
  - A willful failure to deal fairly with the Corporation or its shareholders in connection with a matter in which the person has a material conflict of interest.
  - A violation of criminal law, unless the officer, or committee member had reasonable cause to believe his or her conduct was lawful.
  - A transaction from which the officer, or committee member derived an improper personal profit.
  - Willful misconduct.
2. Determination of whether indemnification is required under this subsection shall be made under Section 4.
3. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of no contest or an equivalent plea, does not by itself create a presumption that indemnification of the officer, or committee member is not required under this subsection.
4. Indemnification under this section is not required if the officer, or committee

member has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding.

Section 6.4 Determination of Right to Indemnification

The officer, or committee member seeking indemnification under Section 3, shall seek one of the methods for determining his or her right to indemnification pursuant to the provisions of sec. 181.0873 (1) through (6), Stats.; and such selection shall be made within sixty (60) days after the commencement of any proceeding. Such selection shall be made in writing and delivered to the Secretary of the Corporation.

Section 6.5 Death

In the event of the death of any person entitled to indemnification under this Article, the benefits provided for in this Article shall extend to such person's heirs and legal representatives.

Section 6.6 Not Exclusive

The foregoing right to indemnification as set forth in this Article shall not be exclusive of any other rights to which any officer or committee member of the Corporation may otherwise be entitled to under the laws of the State of Wisconsin, in effect from time to time.

Section 6.7 Contract

This Article is intended to constitute a contract with each person who, subsequent to its adoption, is serving or shall subsequently serve as an officer or committee member; and the indemnification provided herein shall be in addition to any other compensation which each such person may receive from the Corporation for such person's services as an officer, or committee member.

Section 6.8 Advance Payment of Expenses as Incurred

Upon written request by the person seeking indemnification under Section 3 hereof, the Corporation may pay or reimburse such person's reasonable expenses as incurred if the person requesting such indemnification provides the Corporation with all of the following: (a) a written affirmation of such person's good faith belief that such person's has not breached or failed to perform such person's duties to the Corporation and (b) a written undertaking, executed by such person, to repay the allowance and reasonable interest on the allowance to the extent it is ultimately determined under applicable law that the indemnification is not required or permitted as a matter of law.

## **ARTICLE VII: STANDING COMMITTEES**

Section 7.1 Members

The high school Band and Choir Directors of Kohler Public Schools shall be ex-officio member(s) of all committees.

Section 7.2 Development Committee

With the assistance of the high school Band and Choir Directors, the Development Committee will have two chairpersons - the Co-Chairperson and the Chairperson. Each position is a one-year term however; individuals are not limited to serve one term. The 1<sup>st</sup> year term is an apprenticeship position and the 2<sup>nd</sup> term is a leadership position.

Section 7.3 Other Committees

The organization may form such other standing committees as it sees fit to carry out the business of the organization.

**ARTICLE VIII: UNSPECIFIED MATTERS**

The Executive Board is fully empowered to decide matters not specifically provided for in the Articles of Incorporation and Bylaws of the Kohler Performing Arts Organization, Inc.

**ARTICLE IX: FISCAL YEAR**

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

**ARTICLE X: AMENDMENTS**

These Bylaws may be altered, amended, or repealed by the Executive Board at any meeting of the Executive Board. Any Bylaw adopted by the Executive Board shall be subject to subsequent amendment, repeal or ratification by the members at the next scheduled annual membership meeting.

Approved and adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

Kohler Performing Arts Organization, Inc.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Development Co-Chair

\_\_\_\_\_  
Development Co-Chair