

**BYLAWS of
COUILLARD SOLAR FOUNDATION, INC.**

**ARTICLE I
FOUNDATION**

1.1 Name. The Name of the corporation is Couillard Solar Foundation, Inc. (the "Foundation").

1.2 Place of Business. The Foundation shall have its principal place of business in Deerfield, Wisconsin, and may have such other places of business as the Board of Directors may determine from time to time.

1.3 Purposes. The Foundation is organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), including the making of distributions to organizations that qualify as public charities under the Code or the corresponding section of any future federal tax code.

1.4 Nonprofit Operation. No officer or director of the Foundation shall have any title to or interest in the Foundation's property or earnings in his or her individual or private capacity and no part of the net earnings of the Foundation shall inure to the benefit of any director, officer or any private individual. No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Foundation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE II
BOARD OF DIRECTORS**

2.1. General Powers. The management, control and operation of the affairs and properties of the Foundation are vested in the board of directors of the Foundation (the "Board"). The Board shall have the power and authority to do and perform all acts and functions permitted for an organization described as a private foundation in Section 501(c)(3) of the Code if not inconsistent with these Bylaws, the articles of the Foundation or the laws of the State of Wisconsin.

2.2. Composition of the Board.

- (a) The Board shall consist of at least three (3) but not more than eleven (11) persons (the "Directors"). When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.
- (b) The Directors shall consist of persons who support the purpose of the Foundation. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

2.3. Appointment of Directors. The Directors shall be initially appointed by the Foundation's founder, Cal L. Couillard, and approved by the Board at its annual meeting. Each year thereafter, the Board shall appoint the number of Directors necessary to maintain staggered terms pursuant to Section 2.4, and such additional persons as may be necessary to fill unexpired terms.

2.4. Term. Each Director shall serve a term of one (1) year or until such Director's successor is appointed and qualified. A Director may serve unlimited terms.

2.5. Resignation and Removal. A resignation by a Director must be in writing and is effective when received by the Executive Director or Secretary. Any Director may be removed from the Board for any reason by the Executive Director or a majority vote by the Board. Replacements shall be appointed consistent with Section 2.3.

2.6. Annual Meeting. The annual meeting of the Board shall be held in April of each year on such day and at such place and time as determined by majority resolution of the Board (the "Annual Meeting"). The purpose of the Annual Meeting is to elect the officers consistent with Section 3.2, and for the transaction of such other business as may come before the Board.

2.7. Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the Board may designate, at such other place as the Board may designate. Special meetings of the Board may be called by the Executive Director or by three (3) or more Directors at such time and place as the Executive Director or Directors calling the meeting may specify and in accordance with the notice requirements of Section 2.13.

2.8. Quorum. A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

2.9. Manner of Acting. Except where otherwise provided by law or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present is the duly authorized act of the Board.

2.10. Action without a Meeting. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes manual signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time.

2.11. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of

compensation to an individual who serves as a Director for services rendered to the Foundation in another capacity or reimbursement of expenses related to undertaking the Foundation's business.

2.12. Meetings by Electronic Means of Communication. The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

2.13. Notice. Notice of meetings may be given by email, unless Directors request to receive notices by another means. Special meetings must be preceded by at least forty-eight (48) hours' notice to each Director if notice is given by email, or seventy-two (72) hours' notice if notice is given by other means. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is delivered to the private carrier.

2.14. Director Conflict of Interest. The Board shall comply with the Foundation's Conflict of Interest Policy, as amended by the Board from time to time.

ARTICLE III OFFICERS

3.1. Officers. The Officers of the Foundation are an Executive Director, a President, a Secretary, and a Treasurer. The Executive Director and the President shall be Directors; the Treasurer and Secretary need not be Directors. An individual may fill more than one position.

3.2. Election. The initial officers shall be appointed by the Founder, Cal L Couillard. The remaining officers shall be elected each year by the Board at the Annual Meeting.

3.3. Term of Office, Removal, Vacancy. Officers shall be elected for one-year terms. Officers shall serve until their successors are elected. Officers may be re-elected. Any officer who is appointed by the Board may be removed at any time for any reason upon the approval of a majority of all of the Directors, provided that if the officer to be removed is a Director, he or she shall not vote on his or her removal from office. If a vacancy occurs for any reason, that office shall be filled by the same process as the initial appointment.

3.4. Executive Director. The Executive Director shall preside at all meetings of the Board. The Executive Director shall serve ex officio on all committees with a vote.

3.5. President. The President will have such duties as determined from time to time by the Board. The President will discharge the duties of the Executive Director in the event of his or her absence or inability to act, in order of rank. The President will assist the Executive Director in the

performance of his or her duties as the Executive Director directs, including coordinating Board meetings and annual elections.

3.6. Secretary. The Secretary shall sign documents of the Foundation from time to time as required and shall see that minutes of the meetings of the Board are taken and maintained; see that notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the corporate records. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board or the Executive Director.

3.7. Treasurer. The Treasurer shall see that an adequate and accurate accounting system is maintained; that financial reports are presented to the Board; and that the accounts of the Foundation are subjected to an audit or review by a CPA, as appropriate. The Treasurer shall advise the Board on the handling of the Foundation's monies and investments and shall have the authority to pay all expenses and perform such additional duties as may be assigned to the Treasurer by the Board or the Executive Director.

ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS

4.1 Committees of the Board. The Board may have an Executive Committee and such other standing committees as determined by the Board. If the Executive Committee is formed, it shall consist of the Officers. The Executive Committee shall have and may exercise, when the Board is not in session and without specific designation, all of the powers of the Board in the management of the affairs of the Foundation, except action with respect to election of officers or the filling of vacancies on the Board or on committees. Any other committee that does not consist entirely of Directors may include non-Director volunteers. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board.

4.2 Advisory Boards. The Board may, from time to time, name persons to serve as advisors and to be part of one or more Advisory Boards. The criteria for, process for selection of, and term of the Advisors shall be set forth in a policy adopted by the Board. The Advisors shall serve in an advisory capacity only and shall not have the authority or obligation of a Director. At the invitation of the Chair of the Board, Honorary Advisors may attend and participate in meetings of the Board; however, the Honorary Advisors shall have no vote and their presence shall not count toward the quorum requirements for the Board.

ARTICLE V EXECUTIVE DIRECTOR

5.1. Duties and Powers. The founder of the Foundation, Cal L. Couillard, shall serve as the initial Executive Director. If Mr. Couillard decides to hire or appoint a successor Executive Director, the Executive Director shall report to Mr. Couillard, who will have final authority over the hiring, promotion, or termination of the Executive Director but will work closely with the Foundation's Board in the selection and management of the Executive Director. The Executive Director shall have authority to execute and sign documents on behalf of the Foundation as an agent of the Foundation, consistent with policies adopted by the Board.

5.2. Board Participation. The Executive Director shall receive notice of and attend all meetings of the Board except during those parts of meetings when the subject is the Executive

Director or any issue related to the Executive Director's employment. The Executive Director shall have voting rights.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

6.1. Contracts. The President and Executive Director may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, consistent with Foundation policies. The Board may authorize any other officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

6.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by the President or Executive Director and such officer(s) or agent(s) of the Foundation as set forth in Board policies. The other officers of the Foundation shall have authority under this § 6.2 as is from time to time to be determined by the Board and set forth in Foundation policies.

6.3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board designates and consistent with Foundation policy.

6.4. Books and Accounts. The Foundation shall keep or cause to be kept correct and complete books and records of account, consistent with Foundation policies, and also keep minutes of the proceedings of the Board and its committees. In addition, the Foundation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

ARTICLE VII INDEMNIFICATION

The Foundation shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Foundation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Foundation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Foundation shall indemnify any employee who is not a Director or officer of the Foundation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Foundation. The Foundation may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

ARTICLE VIII FISCAL YEAR AND TERM YEAR

The fiscal year of the Foundation is January 1- December 31. The terms of the officers and Directors shall be the same as the fiscal year, unless otherwise determined by the Board.

**ARTICLE IX
STATEMENT OF POLICY**

The Board shall develop and may from time to time amend statements of policy regarding the management and investment of Foundation funds, the types of projects to be sponsored or funded by the Foundation, and the qualifications for persons or organizations conducting these projects. These statements of policy and any amendments to them shall be approved by a 2/3 majority vote of all of the Directors.


**ARTICLE X
AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended or repealed and new Bylaws may be adopted with the approval of a majority of all Directors followed by the approval of the President.

**ARTICLE XI
DISSOLUTION**

The Foundation shall be dissolved or subject to merger or any other form of corporate restructuring upon the approval of two-thirds (2/3) of all Directors followed by the approval of the Executive Director. Upon dissolution, the assets shall be distributed exclusively for exempt purposes in accordance with the Foundation's Articles of Incorporation.

Adopted this 29th day of Jan., 2018.



Cal L. Couillard, Executive Director