

By-laws of the Wisconsin Historical Steam Engine Association Inc.

Adopted May 6th, 2023

Amended 2/1/2025

Amended 3/4/2025

Article I

Identification

- Section 1** The name of the corporation shall be Wisconsin Historical Steam Engine Association Inc. (hereinafter “WHSEA” or “Corporation”). WHSEA is a nonstock corporation organized under Chapter 181 of the Wisconsin statutes.
- Section 2** WHSEA may have such principal and other business offices as the Board of Directors may designate. The current principal offices are located at 1263 Fish Road, Bangor, WI 54614. Our Register Agent is Dale Noel, 1263 Fish Road, Bangor, WI 54614.
- Section 3** WHSEA shall maintain a registered agent as required by the Wisconsin Nonstock Corporation Law whose address may be, but need not be, identical to the principal office of the Corporation. The name and address of the registered agent may be changed from time to time by the Board of Directors.
- Section 4** The Board of Directors may keep the books of WHSEA in such place or places as they may from time to time determine in accordance with section 181.1601 of the Wisconsin Statutes.

Article II

Purposes and Powers

- Section 1** The purpose of the WHSEA shall be to foster and perpetuate interest in historic steam operated equipment. This shall be done thru education, preservation and support to insure the safe and responsible operation of historic steam operated equipment.
- Section 2** WHSEA is organized, and shall at all times be operated, exclusively for, and its activities shall be limited to, such charitable, civic or educational purposes as will carry out the purposes of the Corporation. These activities shall include, without limitation, those in furtherance of the principal objectives described in Section 1.
- Section 3** No part of the net earnings of WHSEA shall insure to the benefit of any private individual, except that WHSEA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of WHSEA.

Section 4 (1) The Corporation shall not engage in any political activity including attempts to influence legislation, and WHSEA shall not participate or intervene in, including the publication or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office. (2) WHSEA shall not engage in nor endorse any religious activity or point of view. (3) The Corporation's name or the names of its Board members, or officers, while acting as WHSEA Board members, or officers, shall not be used in connection with any commercial concern not appropriately related to the objectives of the corporation.

Section 5 WHSEA may seek gifts, contributions, donations, and bequests for the purposes of the Corporation and all funds received by WHSEA shall be dedicated to and invested solely for such purposes. The Board of Directors may establish guidelines for the acceptance or refusal of gifts, contributions, donations, or bequests and the disbursement of funds by WHSEA in such manner as may, in the judgment of the Board of Directors, be consistent with the purposes of the corporation. The Board of Directors shall establish guidelines for the conduct of fundraisers on behalf of WHSEA. Donors may contribute to the Corporation by delivering cash to WHSEA, making checks payable to WHSEA, endorsing securities to the order of WHSEA, naming the Corporation in deeds or other instruments of title, or by otherwise naming or identifying WHSEA in an instrument of transfer or conveyance at the time of contribution.

Article III

Membership

Section 1 Membership shall be open to all persons interested in the purpose for which this corporation is formed. All members shall pay a membership fee of no less than \$20.00 per year. The membership year will run from January 1st to December 31st. New members must fulfill a 3-month probationary period after initial membership payment is received before being granted voting privileges. New members paying between July 1st and December 31st will be granted membership for the remainder of the current calendar year as well as the following full calendar year. Memberships can only be paid for the current membership year. An offering greater than \$20.00 will be used to support the WHSEA

Section 2 Each member shall be entitled to one vote. There shall be no cumulative voting.

Section 3 Applications for membership shall be made in writing, addressed to the secretary of the corporation on the appropriate form containing an agreement by the applicant to abide by the Bylaws of the corporation.

Section 4 Membership may be terminated by majority vote of the board for any reason whatever deemed by the board to be prejudicial to the best interest of the corporation.

Section 5 Any member of the corporation may resign at any time by giving written notice of his or her resignation to the secretary. Any resignation shall take effect at the time specified therein or if not specified, immediately upon its receipt by the secretary. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article IV

Membership Meetings

- Section 1** *Regular Meetings:* Regular meetings of the general membership shall be held bi-annually at a minimum, at a time and place designated by the President at the recommendation of the membership. The annual meeting can replace one of the bi-annual meetings if approved by the Board of Directors.
- Section 2** *Annual Meeting:* Annual meetings of the general membership shall take place no later than two (2) months after the end of each fiscal year. The specific date, time and location will be designated by the President.
- Section 3** *Special Meeting:* Special meetings of the general membership may be called by the President or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.
- Section 4** Written, electric or printed notice of any regular, annual or special meetings shall state the place, date and hour of such meeting. The notice shall be delivered personally, by mail or by electronic mail to each member not less than ten (10) or more than one hundred eighty (180) days before that date of any such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated on the notice. The notice of the meeting shall be deemed delivered either when deposited in the United States mail with postage prepaid, addressed to the member at his or her address as it appears on the records of the corporation or when the electronic notice is sent to the member at his or her electronic address as it appears on the records of the corporation.
- Section 5** A minimum of fifteen (15%) percent of all members present in person or by proxy shall be constitute a quorum at any duly convened meeting of the members of the corporation.
- Section 6** At a duly constituted meeting, voting on all questions submitted to a vote of the members shall be decided by a simple majority vote of the members present. A vote of the membership may be taken by mail or electronic mail as determined by the Board of Directors. In such case the questions submitted shall be decided by the majority of the ballots received, within the time specified.

Article V

Board of Directors

- Section 1** The management, business and affairs of the corporation shall be vested in the Board of Directors. The Board of Directors is responsible for the overall policy and direction of the association and shall support the stated purpose of the corporation. It delegates responsibility of the day-to-day activities/operations to staff and committees. The Board shall have the authority to determine the programs, activities, and events that the corporation shall engage in to achieve its purpose and goals set forth by the Articles of Incorporation, these bylaws and input of the membership. The Board of Directors shall consist of not less than (9) directors. The directors receive no compensation other than reasonable expenses.
- Section 2** The Board of Directors shall use and distribute the net earnings and principal funds of the Corporation solely in accordance with the purposes for which WHSEA is organized. Directors

shall provide oversight as to the prudent fiscal management of the corporation; shall take responsibility that the corporation has adequate resources to accomplish its mission; and shall participate in fundraising efforts.

- Section 3** The first Board of Directors shall be elected by the organizers of the corporation. Initially (3) of the board members shall serve a term of one (1) year, (3) of the board members shall serve a term of two (2) years, and (3) board members shall serve a term of three (3) years.
- Section 4** After the initial terms stated above, each of the successive term shall be three (3) years. No person shall be eligible to be an elected director unless he or she is a member of the corporation.
- Section 5** The Directors of the corporation shall have a particular interest in furthering the goals and objectives of the corporation and should possess some knowledge or expertise conducive to the furtherance of those goals and objectives. The Board shall make reasonable efforts to include Directors who represent the various organizations that support the corporation and consider the diversity in the types of steam operated equipment, including, but not limited to, factors such as race, age, ethnicity, gender, and professional and community affiliations.
- Section 6** Any director of the corporation may resign from the board at any time by submitting written notice of his or her resignation to the secretary. Any resignation shall take effect at the time specified therein or if not specified, immediately upon its receipt by the secretary. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 7** A director may be removed from the Board of Directors if he or she fails to attend three (3) consecutive meetings of the Board of Directors or for cause upon the unanimous vote of all members of the Board other than the director whose removal has been proposed. Such removal shall be effective at such time as the board may determine. The notice of any board meeting at which such action is contemplated shall contain a notice of the proposed removal. The director(s) whose removal is being proposed shall be notified thereof, in writing at least thirty (30) days prior to the date of such meeting.
- Section 8** The president shall select a candidate for any vacancies occurring on the Board of Directors. The seat shall be filled for the remainder of the term upon the approval of the Board of Directors.
- Section 9** Nominations and election of the Board of Directors shall take place at the annual meeting. Nominations for the Board of Directors shall come from the nominating committee. Additional nominations may be made by the general membership. Directors shall be elected or reelected by the voting membership at the annual meeting by a simple majority vote.
- Section 10** The Board of Directors may employ whatever personnel they deem necessary and for which funds are available to aid in the management of the corporation and may authorize the expenditure of corporate funds in any other manner in the proper furtherance of the purpose of the corporation.

Article VI

Meetings of Directors

- Section 1** *Regular Meetings:* Regular meetings of the Board of Directors shall be held annually, at a minimum, prior to the annual meeting, at a time and place designated by the President.

- Section 2** *Special Meeting:* Special meetings of the Board of Directors may be called by the President or by one-third (1/3) or more Directors.
- Section 3** All meetings of the board shall be held at such time and place as the board may from time to time designate or as may be specified in the notice of the meetings.
- Section 4** Each member of the board shall be notified of the time and place of each meeting of the board. Notice of each meeting shall be mailed, postage prepaid, or electronically mailed to each member of the board, addressed to the member at his or her address as it appears on the records of the corporation or when the electronic notice is sent to the member at his or her electronic address as it appears on the records of the corporation. These mailings shall not be sent out less than seven (7) or more than one hundred eighty (180) days before the day in which the meeting is to be held. Notice of any such meeting need not be given to any board member who shall, either before, or after the meeting, submit a signed waiver of notice or who shall attend such meeting without protesting the lack of notice prior to or at the commencement of the meeting.
- Section 5** A minimum of two-thirds (2/3) percent of Directors present in person or by proxy shall be constitute a quorum at any duly convened meeting of the Board of Directors of the corporation.
- Section 6** At a duly constituted meeting, voting on all questions submitted to a vote of the board shall be decided by a simple majority vote of the board members present or voting by proxy. A vote of the board may be taken by mail or electronic mail as determined by the President. In such case the questions submitted shall be decided by the majority of the ballots received, within the time specified. If at any time a vote by the Board of Directors results in a tie, the President shall cast the deciding vote.
- Section 7** All meetings of the board of directors are open to all members of the corporation. Each meeting will have time set aside for members to speak to the Board of Directors on any topic, issue, or concern they may have. For items requiring decisions, the member should send a request to the President 10 days prior to the meeting so it can be added to the agenda. The board may place reasonable time restrictions on those members speaking during the meeting. The president can permit a member to speak on other board agenda items after the board has discussed a specific agenda item but before the board takes formal action on that item.
- Section 8** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting for the action so taken shall be signed by all of the Directors.

Article VII

Officers

- Section 1** The officers of the corporation shall be the President, Vice-President, Secretary and Treasurer. Officers shall be elected by the general membership. Eligible nominees for President and Vice President are required to have served, or must be currently serving as a membership elected board member. The officers receive no compensation other than reasonable expenses.

- Section 2** The officers of WHSEA shall be elected annually by the general membership at its annual meeting. If the election of officers shall not be made at such meeting, such election shall be made as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have qualified or until his or her earlier death, resignation, or removal.
- Section 3** Any officer or agent appointed or elected by the Board of Directors may be removed by the Board of Directors by a simple majority vote, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights.
- Section 4** A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise, shall be appointed by the President for the unexpired portion of the term.
- Section 5** The President shall preside at all meetings of the corporation and its Board of Directors; shall be a member ex officio of all committees; and shall carry on those other responsibilities assigned to him or her by the Board of Directors. The president shall be the principal executive officer of WHSEA, and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The president may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or some other law to be otherwise signed or executed.
- Section 6** The Vice-President, during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President. The Vice-President shall also act as the liaison between the Board of Directors and the committees formed for the purpose of conducting business. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- Section 7** The Secretary shall be the custodian of the Corporation's books and records as required by these bylaws or by law; and shall keep minutes of the meetings, roster of members, and lists of committees; shall send out notices of all meetings, receive applications for membership, and discharge all of the usual secretarial functions of the office required by the Bylaws or by the Board of Directors. These tasks can be delegated by the Secretary or a majority vote by the board of directors, to other members; however, the Secretary shall remain responsible for the records.
- Section 8** The Treasurer shall be subject to such conditions and restrictions that may be made by the Board. The Treasurer shall have the care and custody of all funds and securities of the corporation in such financial institution(s) as the Board may elect, and shall disburse said funds pursuant to the orders of the Board. The Treasurer, or any person or persons duly authorized by the Board, shall have the power to make, sign, endorse, and accept- for, and on behalf of, and in the name of, the corporation - checks in the regular course of business. Any single withdrawal of WHSEA funds or single expense undertaken by WHSEA in excess of \$200.00 shall require a majority vote of the Board of Directors or membership. If an expense greater than \$200.00 is considered an emergency, at least three board members shall approve the expenditure, and the expense should be fully disclosed at the following board meeting. Any withdrawals made for less than \$200.00 must have documentation and approval of the disbursement per this section. These expenses should be fully disclosed at the following Membership meeting.

The Treasurer shall ensure that all disbursements in excess of \$200.00 are payable by check or ACH Transfers only. The Treasurer shall make use of checks or ACH Transfers to the maximum extent practicable for expenses less than \$200.00 but may, when convenience dictates, pay in cash and submit the receipts to the Board at the next meeting.

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

All financial accounts for the corporation shall carry signature cards that must contain the signature of the Treasurer and at least one of the following officers, President, Vice-President and any other persons that have been authorized by the Board to write checks or perform ACH Transfers.

All disbursements of funds shall be as follows:

- All disbursements should have written documentation. Examples of acceptable documentation would include receipts, invoices and expense reports.
- For club business undertaken by the board of directors or membership where a majority vote approves disbursement of funds, the secretary's report can be used for disbursement documentation.
- The secretary's report shall include the member making the motion, the member seconding the motion, any speaking to the motion and the vote.
- In lieu of the secretary's report a document including the member making the motion, the member seconding the motion, any speaking to the motion and the vote, can be used for documentation. This document must be signed by the member making the motion and the member seconding the motion.
- All disbursements shall have written approval by two members of the board of directors or officers. The Treasurer cannot be an approver of disbursements.
- Written approval can be obtained by having the approvers sign the documentation or by attaching an electronic approval document.

The Treasurer shall prepare and present, in writing, at each Board Meeting, a Treasurer's Report, including but not limited to:

- A detailed accounting of Income and Expenses
- A reporting of current cash balances

All accounts shall be audited at least once per year and this written report shall be submitted to all Board Members. Audit tellers shall be appointed by the Board, and shall number two (2).

Section 9 In addition to the powers and duties described above, all officers shall have such other powers and duties as required by law.

Article VIII

Committees

Section 1 The following committees shall be appointed by the Board of Directors and shall make recommendations to the board as pertinent to their areas of focus. The board shall define the duties and responsibilities of all standing and special committees.

- Education-Steam School
- Promotions & Publicity

- Membership and Recruitment

- Section 2** A nominating committee shall be appointed by the President prior to the annual meeting and shall present a slate of nominees for open board of directors and officer positions at the annual meeting.
- Section 3** Ad hoc committees for the study of special problems or needs of the corporation shall be appointed by the President, with the approval of the board, to serve until the final report and or task for which they were appointed has been completed. These committees may also include members who are not directors or members of the corporation.
- Section 4** The board may add or terminate the existence of any of its committees, withdraw an authority previously given to a committee or otherwise modify the terms under which any committee operates.
- Section 5** Each member of a committee continues as such until his/her successor is appointed, unless the committee is sooner terminated, or until his/her resignation or removal.
- Section 6** The Board of Directors shall appoint one member to each committee as chair of the committee. The committee chair or designee shall present a committee report at each membership meeting. For items requiring decisions, the committee chair should send a request to the President 10 days prior to the meeting so it can be added to the agenda.
- Section 7** Meetings of each committee may be called at any time by the committee chair or President. The chair of the committee or his/her designee shall preside over the meetings of the committee.
- Section 8** No committee shall have other than advisory powers.

Article IX

Fiscal Year

- Section 1** The fiscal year of the corporation shall commence on the first day of ~~February~~ **April** and end on the last day of ~~January~~ **March**.

Article X

Amendments

- Section 1** These Bylaws may be amended at any time by a majority of the Membership or the Board of Directors provided that, in no respect may the principal objectives or operating purposes of WHSEA be changed or frustrated by any such amendments. Proposed amendments shall be submitted to each Member or Board member in writing two weeks prior to the meeting at which the proponent calls for a vote on the amendment.

Article XI

Roberts Rules

- Section 1** Robert's Rules of Order, current edition, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws

Article XII

Dissolution, Indemnification, Prohibited Actions

Section 1 Upon dissolution of WHSEA for any reason, the Board of Directors shall, after paying or making provisions for the payment of the Corporation's liabilities, if any, distribute WHSEA's net assets, to a charity, consistent with the principles outlined in Article II Section 2 and 4, voted on by a majority of the Board of Directors subject to any order of court as provided by law, for purposes within the meaning of section 501(c)(3) of the Code. Notwithstanding any of the foregoing provisions of this Article, the distribution of any assets of the Corporation in liquidation shall be made in accordance with Chapter 181 of the Wisconsin Statutes, including, without limitation, sections 181.1302 and 181.1401.

Section 2 WHSEA shall, to the fullest extent authorized or allowed by Chapter 181 of the Wisconsin Statutes, indemnify any director, officer, employee or agent of the Corporation and their respective heirs and personal representatives, against any and all liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by any of them in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, and against all expenses (including attorneys' fees and other experts' fees and disbursements) actually and reasonably incurred by any of them in connection with the defense or settlement of any action or suit by or in the right of the Corporation or in connection with any appeal or otherwise; and no provision of the Bylaws shall be construed as limiting, denying, prohibiting, or abrogating any of the general or specific powers or rights conferred under Chapter 181 of the Wisconsin Statutes upon WHSEA to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to Chapter 181 of the Wisconsin Statutes or any other law now or hereafter in effect. Expenses so incurred by any persons in defending a civil or criminal action or proceeding shall likewise at their request be paid by the affiliate in advance of the final disposition of the action or proceeding to the full extent that advancement of expenses may be lawful under Chapter 181 of the Wisconsin Statutes. These indemnification rights shall not be deemed to exclude any other rights to which the director, officer, employee or agent may otherwise be entitled. The Corporation may, but shall not be required to, supplement such indemnification against such liability and expenses by the purchase of insurance on behalf of any such persons, whether or not WHSEA would be obligated to indemnify such person under this Article.

Section 3: Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these bylaws or by the officers or directors of the Corporation which would not be permitted to be taken by an organization described in sections 501(c)(3) of the Code or which would result in the imposition of federal tax under sections 4941 through 4945, inclusive, of the Code.

WHSEA shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Code. Furthermore, during any period in which the Corporation is a private foundation within the meaning of section 509(a), the Corporation will not:

- (a) engage in any act of self-dealing as defined in section 4941(d) of the Code;

(b) retain any excess business holdings as defined in section 4943(c) of the Code;

(c) make any investments in a manner that would subject it to tax under section 4944 of the Code; or

(d) make any taxable expenditure as defined in section 4945(d) of the Code.

Article XIII

Conflict of Interest Policy

Section 1: The purpose of the conflict of interest policy is to protect WHSEA interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: (a) **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: (a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest**

(i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) **Violations of the Conflicts of Interest Policy.**

(i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: **Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: **Annual Statements**. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6: **Periodic Reviews**. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7: **Use of Outside Experts**. When conducting the periodic reviews as provided for in Article XIII, Section 6, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XIV

Headings, Interpretation, and Severability

Section 1: The headings in these Bylaws are intended for convenience only and shall not affect the meaning or interpretation hereof.

Section 2: In interpreting these Bylaws, whenever the context so requires, (a) the singular shall include the plural and the plural shall include the singular, and (b) any gender shall include all genders.

Section 3: If any term or provision of these Bylaws shall, to any extent, be held invalid or unenforceable, the remaining terms and provisions of these Bylaws shall not be affected thereby, but each remaining provision shall be valid and enforceable.

Article XV

Adoption and Ratification

These bylaws of Wisconsin Historical Steam Engine Association Inc, Articles I through XV, are hereby adopted and are made part of the Corporation's permanent record.

Approved by unanimous vote on: May 6th 2023