

AMENDED

BYLAWS

OF

MARATHON COUNTY AOD

PARTNERSHIP COUNCIL, INC.

TABLE OF CONTENTS

	Page
BYLAW I. IDENTIFICATION.....	1
Section 1.01. Name.....	1
Section 1.02. Principal Office.....	1
Section 1.03. Registered Agent And Office.....	1
BYLAW II. STATEMENT OF PURPOSE.....	1
BYLAW III. BOARD OF DIRECTORS.....	2
Section 3.01. General Powers And Number	2
Section 3.02. Titles And Responsibilities	2
Section 3.03. Terms Of Service	3
Section 3.04. Nomination Of Directors.	4
Section 3.05. Qualification For Office.....	4
Section 3.06. Removal From Office.	4
Section 3.07. Resignation Of Office.	4
Section 3.08. Annual Meeting.	4
Section 3.09. Regular Meetings.....	4
Section 3.10. Special Meetings.....	5
Section 3.11. Notice of Meeting.	5
Section 3.12. Waiver Of Notice Of Meeting.	5
Section 3.13. Quorum.	5
Section 3.14. Manner Of Acting.	5
Section 3.15. Conduct Of Meetings.....	5
Section 3.16. Voting.	6
Section 3.17. Vacancies.....	6
Section 3.18. Compensation.	6
Section 3.19. Presumption Of Assent.	6
Section 3.20. Action Without Meeting.	6
Section 3.21. Committees.	6
Section 3.22. Indemnity of Directors.....	7
BYLAW IV. CONFLICTS OF INTEREST	7
Section 4.01. Conflict Defined.....	7
Section 4.02. Disclosure Required.....	8
Section 4.03. Abstinance From Vote.....	8
Section 4.04. Absence From Discussion.....	8
Section 4.05. Minutes.	8
Section 4.06. Annual Review.....	8

BYLAW V. CONTRACTS AND FINANCES	8
Section 5.01. Contracts.	8
Section 5.02. Loans	8
Section 5.03. Checks, Drafts, Etc.	9
Section 5.04. Deposits.....	9
Section 5.05. Contributions, Gifts, Bequests, or Devises.	9
BYLAW VI. TAX EXEMPTION AND DISSOLUTION	9
Section 6.01. Tax Exemption Considerations.....	9
Section 6.02. Corporation Dissolution.....	9
BYLAW VII. FISCAL YEAR.....	9
BYLAW VIII. SEAL.....	10
BYLAW IX. NONDISCRIMINATION.....	10
BYLAW X. AMENDMENTS.....	10
Section 10.01. By Directors.....	10
Section 10.02. Implied Amendments.....	10

AMENDED
BYLAWS
OF
MARATHON COUNTY AOD
PARTNERSHIP COUNCIL, INC.

BYLAW I. IDENTIFICATION

Section 1.01. Name. The name of this corporation is Marathon County AOD Partnership Council, Inc. (the "corporation").

Section 1.02. Principal Office. The principal office of the corporation shall be located in the City of Wausau, County of Marathon, State of Wisconsin. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 1.03. Registered Agent And Office. The registered office of the corporation required by the Wisconsin Nonstock 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 corporation, by the Board of Directors, or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office.

BYLAW II. STATEMENT OF PURPOSE

This corporation is organized and shall be operated for any and all lawful purposes authorized by Chapter 181 of the Wisconsin Statutes. The corporation is organized exclusively for charitable, educational, religious, scientific or literary purposes or for testing for public safety, fostering national or international sports competition, or the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. Charitable purposes shall include the making of distributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. In particular, the purpose for which the corporation is organized is to act as a community alliance that leads education, awareness and prevention efforts to reduce substance abuse. In fulfillment of such purpose, the corporation may exercise any and all powers not incompatible with such purpose granted to a corporation under the Wisconsin Nonstock Corporation Law. The organization shall be organized and operated as a tax-exempt entity under federal and Wisconsin income, gift and estate tax laws.

BYLAW III. BOARD OF DIRECTORS

Section 3.01. General Powers And Number. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have the power and authority to make any rule or regulation not inconsistent with the Articles of Incorporation, these Bylaws, or the statutes of the State of Wisconsin. The number of directors of the corporation shall be not more than fifteen (15) nor less than nine (9).

Section 3.02. Titles And Responsibilities. The members of the Board of Directors of the corporation shall include a Chair, a Vice Chair, a Past Chair, a Secretary, a Treasurer, and not more than ten (10) Members at Large.

1. Chair. The Chair shall be the principal director of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The Chair shall, when present, preside at all meetings of the directors. The Chair shall have authority to sign, execute, and acknowledge, on behalf of the corporation, contracts or other 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 Board of Directors; and, except as otherwise provided by law or the Board of Directors, the Chair may authorize the Vice Chair, the Past Chair, or any other director or agent of the corporation to sign, execute, and acknowledge such documents or instruments in the Chair's place and stead. The Chair shall, in general, perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

2. Vice Chair. In the absence of the Chair or in the event of the Chair's death, resignation, removal, disqualification, inability or refusal to act, or in the event for any reason it shall be impracticable for the Chair to act personally, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties and have such authority as from time to time may be delegated or assigned to the Vice Chair by the Chair or by the Board of Directors. The execution of any instrument of the corporation by any Vice Chair shall be conclusive evidence, as to third parties, of the Vice Chair's authority to act in the stead of the Chair.

3. Past Chair. In the absence of the Chair and the Vice Chair or in the event of the Chair's and the Vice Chair's death, resignation, removal, disqualification, inability or refusal to act, or in the event for any reason it shall be impracticable for the Chair and the Vice Chair to act personally, the Past Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. In addition, the Past Chair shall act as the chair of the Nominating Committee. The Past Chair shall perform such other duties and have such authority as from time to time may be delegated or assigned to the Past Chair by the Chair or by the Board of Directors. The execution of any instrument of the corporation by any Past Chair shall be conclusive evidence, as to third parties, of the Past Chair's authority to act in the stead of the Chair.

4. Secretary. The Secretary shall: (a) keep the meeting minutes of the Board of Directors in one or more books or electronic media 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; (d) keep or arrange for the keeping of a register of the post office address of each member of the Board of Directors which shall be furnished to the Secretary by such board member; (e) sign, as Secretary, documents and instruments authorized by the Board of Directors; and (f) 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 the Secretary by the Chair or by the Board of Directors.

5. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) 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, financial institutions, trust companies or other depositories as shall be selected in accordance with the provisions of Bylaw V; (c) make and file in the principal office of the corporation a statement and abstract of the assets and liabilities of the corporation, its financial transactions for the previous year, and its disbursements for each class of objects and purposes, along with the Treasurer's affidavit, on an annual basis within sixty (60) days after the close of the fiscal year; (d) timely file all required Internal Revenue Service Forms; and (e) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to the Treasurer by the Chair or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

6. Members at Large. Each Member at Large shall perform such duties and have such authority as from time to time may be delegated or assigned to the member by the Chair or by the Board of Directors.

Section 3.03. Terms Of Service. The terms of service of the members of the Board of Directors shall be staggered to ensure the continuity of operations of the corporation. A member of the Board of Directors shall be elected for the following terms of service, based upon the position for which a member is elected:

1. Chair. The Chair shall be elected for a three-year term, the first year of which the member has the title and responsibilities of Vice Chair, the second year of which the member has the title and responsibilities of Chair, and the third year of which the member has the title and responsibilities of Past Chair.

2. Secretary. The Secretary shall be elected for a two-year term, which term shall be staggered with the term of the Treasurer.

3. Treasurer. The Treasurer shall be elected for a two-year term, which term shall be staggered with the term of the Secretary.

4. Member at Large. Each Member at Large shall be elected for a two-year term.

Members of the Board of Directors may be re-elected to serve an unlimited number of consecutive terms of service.

Section 3.04. Nomination Of Directors. At the annual meeting of the Board of Directors, the then-members of the Board of Directors of the Corporation shall meet for the purpose of electing successors to directors whose terms are then to expire, and for the purpose of electing new directors. Nominations for directors shall be made by the Nominating Committee. Nominations may also be made by any member of the Board of Directors who is present, in person.

Section 3.05. Qualification For Office. Each director shall be an individual who represents a business organization, governmental unit, or other organization, or an individual, who has a personal interest in the purposes of the corporation. Directors need not be residents of Marathon County, Wisconsin.

Section 3.06. Removal From Office. A director may be removed from office by affirmative vote of a majority of the Board of Directors entitled to vote for the election of such director, such vote to be taken at a special meeting of the Board of Directors called for that purpose.

Section 3.07. Resignation Of Office. A director may resign at any time by delivering his or her written resignation to the Chair or Secretary, or such other presiding officer of the Board of Directors.

Section 3.08. Annual Meeting. The annual meeting of the Board of Directors shall be held in the last quarter of each calendar year, at such time and place as may be designated by the Chair of the Board of Director, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day herein designated for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting to be scheduled as soon thereafter as may be convenient.

Section 3.09. Regular Meetings. Regular meetings of the Board of Directors shall be called by the Chair at least five (5) times per year. The Chair may fix any place, either within or without the State of Wisconsin, as the place for holding any regular meeting of the Board of Directors, and, if no other place is fixed, the place of meeting shall be the principal business office of the corporation as stated in Section 1.2.

Section 3.10. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, Secretary, or a majority of the members of the Board of Directors. The Chair or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and, if no other place is fixed, the place of meeting shall be the principal business office of the corporation as stated in Section 1.2.

Section 3.11. Notice of Meeting. Written notice stating the place, day, and hour of the meeting shall be delivered not less than two (2) days (unless a longer period is required by law) nor more than twenty (20) days before the date of the meeting, either personally or mailed, or given by telephone or email to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the director at his or her address as it appears in the records of the corporation, with postage thereon prepaid. If notice is given by telegram or telephone or email, such notice shall be deemed to be delivered when the telephone call or email is received.

Section 3.12. Waiver Of Notice Of Meeting. Whenever any notice whatever is required to be given to any director of the corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing signed at any time, whether before or after the time of meeting, by the director entitled to such notice and filed with the minutes or the corporate records, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects at such meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. A director may waive notice of a meeting in an email correspondence including the director's electronic signature.

Section 3.13. Quorum. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors set forth in Section 3.1, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.14. Manner Of Acting. If a quorum is present, the affirmative vote of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Section 3.15. Conduct Of Meetings. The Chair, and in his or her absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as Chairman of the meeting. The Secretary of the corporation shall act as Secretary of all

meetings of the Board of Directors, but in the absence of the Secretary, the Chair may appoint any director or other person present to act as Secretary of the meeting.

Section 3.16. Voting. Each director shall be entitled to one (1) vote upon each matter submitted to a vote of the Board of Directors. A member of the Board of Directors may provide their vote on any matter submitted for a vote of the Board of Directors to another director and such vote shall be recognized as the vote of the director (a “proxy vote”). Any such proxy vote shall be provided in writing.

Section 3.17. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors; provided that, in case of a vacancy created by the removal of a director by a vote of the members, the members shall have the right to fill such vacancy at the same meeting or any adjournment thereof by an affirmative vote of the majority of the members of the Board of Directors represented at the meeting and entitled to vote.

Section 3.18. Compensation. The Board of Directors shall serve without compensation.

Section 3.19. Presumption Of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which he/she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.20. Action Without Meeting. Any action required or permitted by the Articles of Incorporation or these Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution 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 then in office. A director may consent in an email correspondence including the electronic signature of the director.

Section 3.21. Committees. The Board of Directors of the corporation shall create an Executive Committee, an Audit Committee, a Nominating Committee, and such other committees as the Board of Directors deems necessary.

1. Executive Committee. The Chair of the Board of Directors shall be the Chair of the Executive Committee, and such committee shall consist of the Chair, the Vice Chair, the Past Chair, the Secretary, and the Treasurer of the corporation. The Executive Committee shall be responsible for administering the policies of the corporation during periods of time during which it is not convenient to call a meeting of the Board of Directors. The Executive Committee shall have the power and authority to

act in all matters on behalf of the Board of Directors consistent with the policies adopted by the Board of Directors and with the provisions of the Articles of Incorporation and these Bylaws. Any actions by the Executive Committee must be reported to and ratified by the Board of Directors at the next meeting of the Board of Directors. The Secretary shall provide minutes of the meetings of the Executive Committee to the Board of Directors at the next meeting of the Board of Directors, and the Board of Directors shall receive and approve such minutes and enter such minutes into the permanent record of the Board of Directors immediately following the next meeting of the Board of Directors.

2. Audit Committee. The Chair of the Board of Directors shall appoint three (3) individuals who are not members of the Board of Directors to the Audit Committee at the end of each fiscal year to serve for the ensuing year. The Audit Committee shall report its findings to the Board of Directors of the corporation within thirty (30) days of the completion of the audit. The audit shall be completed within sixty (60) days of the end of each fiscal year.

3. Nominating Committee. The Past Chair shall serve as the Chair of the Nominating Committee, and the Chair of the Board of Directors shall appoint two (2) other members of the Board of Directors to serve on the Nominating Committee. The Nominating Committee shall identify individuals as candidates to be members of the Board of Directors for the ensuing term of service. The Nominating Committee shall present such candidates to the directors for election at the annual meeting of the Board of Directors.

4. Other Committees. The Board of Directors may appoint members of the Board of Directors as members of one or more other committees as the needs of the corporation may require. The designation of a committee and the delegation of authority to it does not relieve the Board of Directors or any director of any responsibility imposed upon the Board of Directors or director by law. No action by a committee shall be binding upon the corporation until such action has been approved or ratified by the Board of Directors.

Section 3.22. Indemnity of Directors. The directors of the corporation shall be indemnified as provided by the applicable Wisconsin Statutes.

BYLAW IV. CONFLICTS OF INTEREST

Section 4.01. Conflict Defined. A conflict of interest may exist when the interests or activities of any director, officer, or employee may be seen as competing with the interests or activities of the corporation, or the director, officer, or employee derives a financial or other material gain as a result of a direct or indirect relationship.

Section 4.02. Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a director or the Chair of the corporation, or to the Chair, or to such person or persons as he or she may designate, if the person is an employee.

Section 4.03. Abstinance From Vote. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided, however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors.

Section 4.04. Absence From Discussion. Unless requested to remain present during the meeting, the person having a conflict shall retire from the room in which the Board of Directors is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Directors with any and all relevant information.

Section 4.05. Minutes. The minutes of the meeting of the Board of Directors shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

Section 4.06. Annual Review. A copy of this Bylaw IV shall be furnished to each director, officer, and senior employee who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed annually for the information and guidance of directors, officers, and employees. Any new directors, officers, or employees shall be advised of this policy upon undertaking the duties of such office.

BYLAW V. CONTRACTS AND FINANCES

Section 5.01. Contracts. The Board of Directors may authorize any director or directors, officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the Chair and by the Secretary or the Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing director or directors.

Section 5.02. Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be 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.

Section 5.03. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such director or directors, officer or officers, or agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 5.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, financial institutions, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Section 5.05. Contributions, Gifts, Bequests, or Devises. Financial support of the corporation shall be derived from gifts, contributions, grants, bequests, or devises. The Board of Directors, or its designee, may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose of the corporation as set forth in Bylaw II, or for any special purpose of the corporation determined by the Board of Directors to be compatible with the general purpose of the corporation as set forth in Bylaw II.

BYLAW VI. TAX EXEMPTION AND DISSOLUTION

Section 6.01. Tax Exemption Considerations. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private individuals, 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 Bylaw II and Article 3 of its Articles of Incorporation. No substantial part of the activities of the corporation shall consist of direct or indirect participation or intervention in political campaigns on behalf of, or in opposition to, any candidate for public office or carrying on propaganda or otherwise attempting to influence legislation. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Section 6.02. Corporation Dissolution. In the event of voluntary or involuntary dissolution or liquidation of the corporation, any remaining assets of the corporation shall be distributed to, or for the benefit of, such organization or organizations designated by the Board of Directors as are then qualified as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or to a state or local government for public purposes.

BYLAW VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

BYLAW VIII. SEAL

The corporation shall not have a corporate seal.

BYLAW IX. NONDISCRIMINATION

The corporation shall not discriminate on the basis of race, color, and national and ethnic origin in administration of its purposes as set forth in Bylaw II and Article 3 of its Articles of Incorporation.


BYLAW X. AMENDMENTS

Section 10.01. By Directors. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of two-thirds (2/3) of the Board of Directors in good standing present in person or represented by proxy at any meeting at which a quorum is in attendance.

Section 10.02. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by an affirmative vote of not less than the number of directors required to alter, amend, or repeal the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily altered, amended, repealed, or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

CERTIFICATION

These Amended Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on the 19th day of January, 2018.


By: Jason Keffeler
As: Secretary

1-19-18