



## **PLANET ACADEMIC EXCELLENCE FOUNDATION BYLAWS**

### **MISSION**

To promote and advance the green industry by funding educational excellence.

### **VISION**

To be recognized as the leading educational foundation in the green industry.

## ARTICLE I

### PURPOSES, OPERATION

The corporation is organized to carry out the purposes of the Professional Landcare Network ("PLANET"), and the corporation shall be operated exclusively for the benefit of PLANET. The corporation's activities shall be limited to educational, charitable, and other purposes permitted for tax-exempt status under Section 501 © (3) of the Internal Revenue Code of 1986, as amended. All funds received by the corporation shall be dedicated and invested solely for such purposes. The Board of Directors may establish guidelines for the acceptance of gifts and the disbursement of funds by the corporation, including, without limitation, the granting of scholarships, in such manner as may, in the judgment of the Board of Directors, be consistent with the purposes of the corporation.

## ARTICLE II

### OFFICES

2.01 Principal Office. The principal office of the corporation shall be located in the Milwaukee, Wisconsin metro area. The corporation shall also have an office in the Washington, D.C. metro area. The corporation may have such other offices as the Board of Directors may designate from time to time.

2.02 Registered Office. The registered office of the corporation required by the Wisconsin Non-Stock Corporation Law to be maintained in the State of Wisconsin shall be located in the City of Milwaukee. The address of the registered office may be changed from time to time by the Board of Directors, so long as such registered office remains in the State of Wisconsin.

## ARTICLE III

### BOARD OF DIRECTORS

3.01 General Powers. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall utilize and distribute the net earnings and principal funds of the corporation solely in accordance with the purposes for which the corporation was organized.

3.02 Number, Tenure, Manner of Election and Qualifications. The PLANET AEF Board will consist of not to exceed 15 members with a three-year term for each director (the first year would be a staggered term) and an option of extending for additional terms based on the action of the PLANET Board of Directors to confirm. Directors shall consist of PLANET's CEO and not to exceed 15 directors nominated by the PLANET AEF Board of Directors and approved by the Board of Directors of PLANET and their membership in PLANET should be in good standing. The PLANET CEO shall be a permanent director position on the PLANET AEF board, but shall not serve as an officer on the board. Each director appointed by the PLANET board shall hold office for a three year term notwithstanding an officer role which may be extended for an additional three year term. The AEF board and officers nominations will be approved by the PLANET board at the annual PLANET winter board meeting (in February) , with the change in leadership taking place

May 1<sup>st</sup>, at the start of the new fiscal year. The basic criteria for board membership include financial support of PLANET AEF, PLANET membership, and a commitment to attend all PLANET AEF board meetings. Absence from two meetings per year may be cause for removal. Directors need not be residents of Wisconsin.

3.03 Regular Meetings. The Board of Directors may provide by resolution, the time and place, either within or without the State of Wisconsin, for the holding of regular meetings without other notice than such resolution.

3.04 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or the President or any two directors. The person or persons calling such meetings may fix any time or place for holding any special meeting of the Board of Directors called by them.

3.05 Notice. Notice of any special meeting shall be given at least forty-eight (48) hours previously thereto by oral, written, or electronic notice delivered personally or mailed to each director at his last known address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid. Whenever any notice whatever is required to be given to any director of the corporation under the provisions of these Bylaws or under the provisions of the articles of incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, 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 when a director attending a meeting objects 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 regular or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting.

3.06 Quorum. Board meetings will be conducted according to Robert's Rules of Order, which requires a quorum to conduct business. A quorum is defined as a 2/3 of the voting directors.

3.07 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws or bylaw.

3.08 Removal of Director. Any director may be removed from office, either with or without cause, by the affirmative vote of a majority of directors then in office taken at a special meeting of directors called for that purpose. Cause includes without limitation the absence of a director from two or more board of directors meetings in any calendar year.

3.09 Vacancies. Any vacancy occurring in the Board of Directors may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office.

3.10 Compensation. Subject to the provisions of Section 6.01, the Board of Directors, by affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members may establish reasonable compensation of all directors for services rendered

to the corporation as directors, officers or otherwise, or may delegate such authority to an appropriate committee.

3.11 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his 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/Treasurer 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.

3.12 Informal action. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors or members of such committee.

## ARTICLE IV

### OFFICERS

4.01 Principal Officers. The principal officers of the corporation shall be a President, Vice-President, Immediate Past President, Secretary/Treasurer, each of whom shall be nominated by the PLANET AEF and approved by the PLANET Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Officers are directors and can serve as an officer during their term as a director.

4.02 Election and Terms of Office. The officers should serve for a term of one year. Subject to the provisions of Section 4.01, the Vice President will succeed the President, and the Secretary/Treasurer will succeed the Vice President. The Secretary/Treasurer of the corporation shall be elected by the Board of Directors every year at the Board's annual meeting.

4.03 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

4.04 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled in accordance with Section 4.02 for the unexpired portion of the term, except that the Board of Directors shall fill in any vacancy in the Secretary/Treasurer's position for the unexpired term and any vacancies for which Section 4.02 does not apply.

4.05 President. The President shall be the principal executive officer of the corporation, 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 shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary/Treasurer or any other proper officer of the corporation thereunto 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, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.06 Vice President. In the absence of the President or in the event of the President's death or inability to act, the Vice President or if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors, 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. The Vice President or Vice Presidents, as the case may be, shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

4.06a. Immediate Past-President. The Immediate Past President shall support the current President in transition to leadership and be available to current President to field questions or handle concerns and situations that may arise. The Immediate Past President consults with the President and Vice President to provide continuity for the Foundation. The Immediate Past President should lead the nominations process and recruitment of future board members, as well as work to develop the newest members of the board of directors. In addition, Immediate Past-President should volunteer to accept responsibility for special projects through year.

4.07 Secretary/Treasurer. If required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful discharge of the Secretary/Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary/Treasurer shall: (a) keep any minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given by law; (c) be custodian of the corporate books and records of the corporation; (d) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all monies 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; and (e) in general, perform all of the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.08 Salaries. Officers and directors shall ordinarily serve without compensation, but in unusual circumstances the Board of Directors may approve the salaries for the officers or compensation for directors, which shall not be unreasonable for the services rendered by them to the corporation. No officer shall be prevented from receiving any salary by reason of the fact that the officer is also a director of the corporation.

4.09. Board Organization. The AEF Board will consist of up to 15 members with a three-year term for each director (the first year will be staggered term) and an option of extending for additional terms based on the action of the PLANET Board to confirm. PLANET's CEO is a permanent director position on the PLANET AEF board, but shall not serve as an officer on the board.

AEF officers will be president, vice-president, immediate past president, and secretary/treasurer to be elected by the Directors. The officers should serve for one year. The vice president will succeed the president and the secretary-treasurer will succeed the vice-president. Officers are directors and can serve as an officer during their term as a director.

4.10 Board Responsibility. The basic criteria for board membership include financial support of PLANET AEF, PLANET membership, and a commitment to attend all AEF board meetings. Absence from two meetings per year may be cause for removal.

4.11. Board Nominations Cycle. PLANET AEF board and officers nominations will take place at AEF meeting held during the annual Green Industry Conference in October. The PLANET Board of Directors will approve of the nominations slate at the annual meeting (known as Executive Forum) in February. The change in leadership will take place May 1<sup>st</sup>, at the start of the new fiscal year.

## ARTICLE V

5.01 Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by the Wisconsin Non-Stock Corporation Law, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its directors, officers and employees against any and all liabilities, and advance any and all reasonable expenses incurred thereby in any proceeding to which any director, officer or employee is a party because such director, officer or employee is a director, officer or employee of the corporation. The corporation may indemnify its authorized agents, acting within the scope of their duties as such, to the same extent as directors, officers or employees hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses that such person may be entitled under any written agreement, board resolution, the Wisconsin Non-Stock Corporation Law or otherwise.

5.02 Permissive Supplementary Benefits. The corporation may, but shall not be required to, supplement the foregoing right to indemnification against liability and advancement of expenses under Section 5.01 by either or both of the following: (a) purchasing insurance on behalf of anyone or more of such directors or officers, whether or not the corporation would be obligated to indemnify or advance expenses to such director or officer under Section 5.01, and (b) entering into individual or group indemnification agreements with anyone or more of such directors or officers.

## ARTICLE VI

### MISCELLANEOUS

6.01 Internal Revenue Code. 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 this corporation which would not be permitted to be taken by an organization described

in Section 501 © (3) of the Internal Revenue Code of 1986, as amended, or which would result in the imposition of federal tax under Sections 4941 through 4945, inclusive, of the Internal Revenue Code of 1986, as amended.

6.02 Amendment. These Bylaws may be amended or repealed by the affirmative vote of a majority of the members of the Board of Directors then in office.

## **ARTICLE VII.**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

7.01 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the PLANT AEF in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the PLANT AEF], and such authority may be general or confined to specific instances.

7.02 Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the PLANT AEF, shall be signed by such Officer or Officers and/or agent or agents of the PLANT AEF and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.03 Deposits. All funds of the PLANT AEF shall be deposited from time to time to the credit of the PLANT AEF in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII.**

### **BOOKS AND RECORDS, FISCAL YEAR AND AMEDEMEMENTS**

8.01. Books and Records. The PLANT AEF shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

8.02. Fiscal Year. The fiscal year of PLANT AEF shall begin on the first day of May and end on the last day of April.

8.03. Amendements. The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.