

**FOURTH AMENDED AND RESTATED BY-LAWS  
OF  
RONALD MCDONALD HOUSE CHARITIES OF MADISON, INC.**

*Updated as of July 27, 2022*

**ARTICLE I**

General

Section 1. Purposes of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. These By-Laws specify various matters affecting the operations and governance of the Corporation.

**ARTICLE II**

Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation, these By-Laws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number; Election; Term

(a) Number and Term. The number of directors of the Corporation shall be range of 12 – 18 total. Each Director shall hold office for a term of three (3) years or until such Director's successor shall have been duly elected or until such Director's prior death, resignation, or removal. No Director may serve more than two (2) consecutive three (3) year terms, unless a one-year term extension is approved by the Board. Directors need not be residents of the State of Wisconsin. Directors shall serve rotating 3-year terms with the general objective that the terms of approximately one third (1/3) of the Board of Directors are to expire each year. At least annually, the Governance or Executive Committee may make a request to extend a Board Member's term limit by one-year as needed to fill RMHC-Madison membership and leadership gaps. Board Member(s) with an approved one (1) year term extension will have full voting rights.

(b) Election. The Board of Directors shall be comprised of those persons named as initial directors in the original Articles of Incorporation and/or elected by, and at each annual meeting of the Corporation. Nominees for the Board of Directors shall be proposed by Board Governance Committee appointed pursuant to Section 14, and such committee shall use reasonable efforts in the nomination process to ensure that the Board of Directors includes, but is not limited to, representatives from the following groups: (i) persons in the medical or healthcare field, (ii) parents of children who are or who have been patients at any hospital in the State of Wisconsin and bordering states, and (iii) the Board-Volunteer Representative of the Corporation or other volunteer of the Corporation. In addition, the Board of Directors shall include at least one and preferably two representatives or designees of McDonald's Corporation or owners and operators of McDonald's restaurants.

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then

upon receipt of the resignation by the Secretary, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any individual Director may be removed from office, with cause or for any reason provided in the Articles of Incorporation or By-Laws, by the affirmative vote of a majority of the regular members of the Corporation.

Section 5. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including without limitation an increase in the authorized number of Directors, may be filled by the affirmative vote of a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office until such Director's successor is elected and qualified, or until such Director's death, resignation or removal. Notwithstanding Section (2)(a) of this Article II, each Director so elected whereby such election is effective other than as of the date of the annual meeting of the Board of Directors may complete that portion of the remaining term of the Director replaced until the next annual meeting and thereafter may begin the first full year of the first three-year term such that the elected Director's first term may be more than three years.

Section 6. Meetings

(a) Annual Meeting. A regular annual meeting of the Board of Directors shall be held the second Wednesday of December of each year, at such time and place as may be designated by the President of the corporation, or by any Vice-President if the President is unable to act, for the election of officers and the transaction of such other business as may properly come before the meeting. Notwithstanding anything herein to the contrary, the annual meeting of Directors, upon waiver of notice or upon due notice given by the President, Secretary or any two (2) Directors, may be held on a different date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting on the date herein provided.

(b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation, or if the President is absent or is unable or refuses to act, by any Vice-President, or by a majority of the Directors.

(d) Telephonic Meetings. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors or a committee of the Board of Directors at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participants.

Section 7. Notice of Meeting. Notice may be communicated in person, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Notice shall state the place, day and hour of the meeting and, in case of a special meeting, shall describe each purpose for which the meeting is called. Notice shall be communicated or sent not less than 5 days (unless a longer period is required by the Wisconsin Business Corporation Law) nor more than 60 days before the date of the meeting, by or at the direction of the President, the Secretary, or other officer or persons calling the meeting. Notice shall be given to each shareholder of record entitled to vote at such meeting. Notice shall be effective as provided in § 180.0141 of the Wisconsin Statutes, as amended from time to time.

Section 8. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting

Section 9. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 10. Quorum. A majority of the number of Directors fixed pursuant to the Articles of Incorporation or these By-Laws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the laws of the State of Wisconsin, the Articles of Incorporation or these By-Laws require the act of a greater proportion.

Section 11. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 12. Organization. The Chairperson of the Board of the Corporation, if there is one, or if there is not a Chairperson of the Board, the President of the Corporation, or in the absence of the President, a chairperson chosen by a majority of the Directors present, shall act as chairperson at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chairperson of the meeting, shall act as secretary of the meeting.

Section 13. Reimbursement. Upon resolution of the Board of Directors, any one or more Directors may receive reimbursement of expenses in fulfilling their duties as Directors hereunder or in serving the Corporation in any other capacity.

Section 14. Committees.

(a) Executive or Other Committees of the Board with Limited Board Authority.

The Board of Directors may by appropriate resolution designate one or more committees, each of which shall consist of three (3) or more Directors elected by the Board of Directors and whose Chair shall be a Director, which to the extent provided in such resolutions or in these By-Laws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of officers and the formation of and the filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law. Committees created by the Board shall be confirmed annually within the Board's Annual Meeting.

(b) Non-Board Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors or the President may authorize, and appoint or remove members (whether or not members of the Board of Directors) of, standing and/or temporary committees, to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors.

Section 15. Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contractor transaction or because his or their votes are counted for such purpose, if (i) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratified the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; (ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (iii) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction. The Board of Directors may adopt a conflicts of interest policy to supplement Section 15

of Article II hereof, as it deems necessary and in the best interest of the Corporation from time to time.

### ARTICLE III

#### Officers

Section 1. Officers. The Corporation shall have a President, one or more Vice- Presidents, a Secretary, a Treasurer and such other officers or assistant officers as the Directors may from time to time elect. Any two or more of said offices may be held by the same person, except that the offices of President and Secretary and the offices of President and Vice-President may not be held by the same person. Officers must be current Directors but need not be residents of the State of Wisconsin.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected or until such officer's prior death, resignation or removal. Election or appointment as an officer shall not of itself create contract rights.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office by the action of the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

Section 6. President. The President shall be the Chairperson of the Board of Directors of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these By-Laws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation; provided, that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to Article IV of these By-Laws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties of

employees of the Corporation, in a manner not inconsistent with the provisions of these By-Laws and the directions of the Board of Directors.

**Section 7. Past President.** The Past President is the outgoing President and ensures continuity during the leadership transition to the incoming President. The term of the Past President is one year, beginning on the calendar year immediately following his/her term as President.

The Past President provides support and historical context for issues to the incoming Board President and Executive Committee. If willing and able, the Past President shall be a member of the Executive Committee and and/or Chair of the Governance Committee given the historical knowledge on the organization's Bylaws, policies, and overall governance structure.

**Section 8. Vice-President.** In the absence or disability of the President, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. If at any such time the Corporation has more than one Vice-President, the duties and powers of the President shall pass to the Vice-Presidents in order of their rank as fixed by the Board of Directors, or if they are not so ranked, to the Vice-President designated by the Board of Directors. The Vice-Presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these By-Laws.

**Section 9. Secretary.** The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and By-Laws, as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the members of the Corporation, the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

(c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

(d) Be custodian of the records and of the seal of the Corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws.

(e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

(f) Exhibit for inspection upon request the relevant books and records of the Corporation to any person for any proper purpose at any reasonable time.

(g) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

**Section 10. Treasurer.** The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

(a) Oversee all funds and securities of the Corporation, and ensure timely deposit all such funds in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected by the Board of Directors.

(b) Keep and maintain adequate and correct financial reports of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Exhibit for inspection upon request the relevant books and records of the Corporation to any person for any proper purpose at any reasonable time.

(d) Ensure the rendering of accurate interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and a full financial report at the annual meeting of the Board of Directors and at the annual meeting of members.

(e) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Section 11. Reimbursement. Upon resolution of the Board of Directors, any officer of the Corporation may receive reimbursement of expenses in fulfilling his or her duties as such or in serving the Corporation in any other capacity.

#### ARTICLE IV

##### Instruments; Bank Accounts; Checks and Drafts; Loans; Securities

Section 1. Execution of Instruments. Except as otherwise provided in these By-Laws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as otherwise expressly provided in these By-Laws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the Board or by any officer or officers, agent or agents, of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these By-Laws, as the Board may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries may be made without counter-signature, by the President or any Vice-President, or the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to

whom the Board of Directors, by resolution, shall have delegated such power, or byhand-stamped impression in the name of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.

Section 5. Sale of Securities. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest on stocks, bonds or securities, owned or held by the Corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of the Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by the Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, the Corporation shall not offer or sell any of its securities in violation of any state or federal securities law registration or other requirement.

## ARTICLE V

### Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31.

Section 2. Dissolution. The Corporation may be dissolved, subject to a 2/3 vote of the Board of Directors of the Corporation. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispense of all the remaining assets of the Corporation as set forth in the Articles of Incorporation.

## ARTICLE VI

### Indemnification

Section 1. Indemnification. The Corporation shall, to the fullest extent permitted by the Wisconsin Nonstock Corporation Law as it may be in effect from time to time, indemnify and hold harmless any person who is or was a party, or is threatened to be made a party, to any threatened, pending or completed action, claim, litigation, suit or proceeding, whether civil, criminal, administrative or investigative, whether predicated on foreign, federal, state or local law, and whether formal or informal (collectively, "action(s)"), by reason of his or her status as, or the fact that he or she is or was or has agreed to become, a Director and/or an officer



(collectively, "executive(s)") of the Corporation, and/or is or was serving or has agreed to serve as an executive of another corporation, partnership, joint venture, employee benefit plan, trust or other similar enterprise affiliated with the Corporation (an "affiliate"), and as to acts performed in the course of such executive's duty to the Corporation and/or to an affiliate, against any expenses, fees, costs, charges (including attorneys' fees) judgments, fines, penalties and damages reasonably incurred by or on behalf of such executive in connection with the investigation, defense, settlement and appeal of any action.

Section 2. Insurance. Upon resolution of its Board of Directors, the Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of an affiliate against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under these By-Laws or otherwise.

## ARTICLE VII

### Amendment

These By-Laws may be amended in the following manner:

Section 1. By Directors. Except as otherwise set forth herein, these By-Laws may also be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors by affirmative vote of a majority of the Directors then in office, but no By-law adopted by the members shall be amended or repealed by the Board of Directors if the By-laws so adopted so provides.

Section 2. Implied Amendments. Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the By-Laws then in effect but is taken or authorized by affirmative vote of not less than the number of members or the number of Directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Fourth Amended and Restated Bylaws, Ronald McDonald House Charities of Madison

Passed unanimously by the Board of Directors, December 9, 2015

Fifth Amended and Restated Bylaws, Ronald McDonald House Charities of Madison

Passed unanimously by the Board of Directors, July 28, 2021

Sixth Amended and Restated Bylaws, Ronald McDonald House Charities of Madison

Passed unanimously by the Board of Directors, July 27, 2022

  
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Kelly Ruppel, Executive Director

7/27/22

Date

  
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Nick Shutwell, Board President

7/27/22

Date