NONPROFIT CORPORATION BOARD MEETING MINUTES

Meeting to Approve Dissolution and Wind-Up

Organization Name: Magee Elementary PTO

Date: May 15, 2026

Time: 9:58 am. Amy called meeting to order

Location: Magee Elementary Depot

1. Call to Order

The meeting was called to order at [time] by Amy Heding/President.

2. Roll Call and approval of last meeting minutes (Joanne-motion to approve, Kristin to second)

The following board members were present:

Jamie Kernen, Joanna Kerwin, Kristin Schroedl, Dani Pradarelli Cichy, Amy Heding, Justin Neis (Principal), Anthony Scrima (non board member registered agent)

The following board members were absent:

Emily Mundschau

A quorum was present.

3. Purpose of Meeting

Amy Heding, president stated that the purpose of the meeting is to consider and vote on the dissolution of the organization and to authorize the wind-up of its affairs in accordance with Wisconsin law and the organization's bylaws.

4. Review of Financial and Operational Status

A summary of the organization's current financial position, liabilities, and remaining obligations was presented:

Assets: $5,285.02

Liabilities: $0

Outstanding obligations: See treasures report dated April 2026.

Discussion on current financial status followed. No discussion.

5. Resolution to Dissolve Jamie- motion to dissolve Magee PTO, Kristin to second motion, all in favor- Justin Neis, Joanna Kerwin, Amy Heding, Jamie Kernin, Kristin Schroedl, Dani Pradarelli Cichy, Anthony Scrima

The following resolution was introduced:

RESOLVED, that the Board of Directors of Magee Elementary PTO hereby approves the voluntary dissolution of the corporation in accordance with Chapter 181 of the Wisconsin Statutes and the organization's Articles of Incorporation and Bylaws.

FURTHER RESOLVED, that the officers of the corporation are authorized and directed to:

File Articles of Dissolution with the State of Wisconsin;

Provide any required notices to creditors and stakeholders;

Settle and discharge all liabilities and obligations;

Distribute remaining assets exclusively for exempt purposes consistent with Section 501(c)(3) of the Internal Revenue Code (if applicable), including transfer to one or more qualified nonprofit organizations;

Take all other actions necessary to wind up and liquidate the affairs of the corporation.

6. Vote

The resolution to dissolve was put to a vote:

Votes in favor: Justin Neis, Joanna Kerwin, Amy Heding, Jamie Kernin, Kristin Schroedl, Dani Pradarelli Cichy, Anthony Scrima

Votes against: 0

Abstentions: Treasure- Emily Mundschau

The motion passed

7. Plan of Distribution- see treasures report for cash

The Board discussed and approved the following plan for distribution of remaining assets:

The plan is to distribute physical assets from Magee PTO to Dousam PTO

8. Authorization of Officers

The Board authorized Anthony Scrima to execute all necessary documents and filings, including Articles of Dissolution and final tax filings. All in favor.

9. Adjournment

There being no further business, the meeting was adjourned at 10:05am. Tony-motion to adjournment, Amy to second. All in favor.

Submitted by:

Jamie Kernen, Secretary

Approved by:

Amy Heding, President

Date Approved: May 15, 2026

Signature Sheet: (First and last name, and board position)