

BYLAWS  
of  
Disability Pride Madison Inc.  
A Wisconsin Nonstock Corporation

**ARTICLE I**  
Purpose

A. Purpose. The Corporation is organized exclusively as a nonstock, nonprofit corporation and shall be operated exclusively for benevolent, educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the foregoing general purposes, the specific purposes of this Corporation shall be to: create and support a lively community of people with various abilities, identities, and beliefs, who share a passion for promoting disability pride.

B. Mission. The mission of this Corporation is to create and support a cross-disability community, celebrate pride in who we are as part of a diverse world that includes people with and without disabilities, and promote positive engagement of people with disabilities in our broader community.

C. Non-discrimination. The Corporation shall not directly or indirectly discriminate against any person or organization for reason of race, gender, age, religion, disability, national origin, ancestry, marital status or sexual orientation. The Corporation will strive for a diverse constituency, especially from marginalized groups.

D. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called “gifts”) to support its mission. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used to support the Corporation’s mission, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

**ARTICLE II**  
Members

The Corporation shall have no members but shall be managed by its Board of Directors as set forth in Article III of these Bylaws.

**ARTICLE III**  
Board of Directors

A. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

B. Duties. Without limiting the broader duties of the Board, specific duties of the Board include the following: ensure that the goals and objectives of the Corporation are implemented; evaluate and monitor all programs; develop programs and activities that promote

the purpose of the Corporation; establish governance, program, personnel, financial, and development policies; approve an annual budget; monitor finances; ensure that adequate resources are available to the Corporation; authorize all legal documents; and present an annual report at the annual meeting.

C. Number. The number of Directors shall be at least three (3) but not more than fifteen (15). The Directors shall be elected or re-elected, as the case may be, each year by the Board of Directors at the annual meeting or at such other meeting as shall be called for that purpose. Except as hereinafter provided, each Director shall serve a term of two (2) years following election or until the Director becomes disqualified to hold office. Each Director shall hold office for two years or until such Director's death, resignation or removal.

D. Classes of Directors. The Board of Directors shall consist of two classes of directors: A and B and the number in each shall not be less than one nor more than eight, with the intent to stagger election times to preserve continuity. The Directors in Class A are to serve through January of even numbered years; the Directors in class B are to serve through January of odd numbered years.

E. Election and Term.

1. Method of Election. Directors shall be elected at the annual meeting by the affirmative vote of a majority of the Directors then in office.

2. Term of Office. Directors shall hold office for a term of two (2) years. Each Director shall be eligible to serve three (3) consecutive two-year terms. Following six (6) years on the Board, an individual may continue to serve by a three-fourths vote of the Board. After an absence from the Board for at least one (1) year, a former Director may rejoin the Board as though newly elected upon the affirmative vote of a majority of the Directors then in office.

F. Voting. Each Director is entitled to one (1) vote. The vote is considered valid if either provided in person at a meeting or by electronic or telephonic communications provided to the Secretary within one (1) week of the vote.

G. Resignation. Any Director may resign from the Board of Directors 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 of the Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

H. Removal. Any Director may be removed from office with or without cause by a two-thirds majority vote of the Directors then in office. If a Director is proposed to be removed, all Directors shall receive, in writing, notice of the proposed removal at least five (5) days prior to the meeting at which the removal will be voted on. The Director proposed to be removed shall be informed in writing at least seven (7) days prior to the meeting at which the removal will be voted on. The Director proposed to be removed shall have the right to appear before and be heard at such meeting.

I. Vacancies. Vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a vote of a majority of the Directors then in office. Each Director elected to fill a vacancy shall hold office for the unexpired portion of the term such Director was elected to fill or until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

J. Annual Meeting. An annual meeting of the Board of Directors shall be held at such time and place as the Board determines.

K. Regular Meetings. Regular meetings of the Board of Directors shall be held at least six (6) times a year at such date and time as the Board determines.

L. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President of the Corporation, or if the President is absent or is unable or refuses to act, by the Vice President, or upon the written request of a majority of the Directors then in office. Notice of the special meeting shall be provided to all members at least two (2) days prior to the meeting.

M. Quorum; Action of Directors. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may attend any meeting of the Board of Directors through use of a telephone conference or other communications equipment so long as each Director can participate in the meeting. No action may be taken at a regular or special meeting of the Board unless a quorum is present, except that the Directors present may adjourn the meeting.

N. Proxies. There shall be no proxies. At any meeting of the Board of Directors, a Director shall vote in person by voice, hand, or paper and/or electronic written ballot.

O. Manner of Acting. The act of a 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 law or these bylaws.

P. Notice. Notice of any meeting of the Board of Directors shall specify the place, date and hour of the meeting. Notice shall be given to each Director by written notice delivered in person, by email, facsimile or other form of wire or wireless communication, by mail or private carrier, not more than thirty (30) days prior to the date of the meeting, but at least forty-eight (48) hours before the time set for such meeting. If notice is provided by mail, notice shall be provided at least five (5) days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Q. Waiver of Notice. A Director may waive any required notice before or after the date stated in a notice. The waiver must be in writing, signed by the Director, delivered to the Corporation, and included in the minutes. A Director's attendance at a meeting waives objection to lack of notice or defective notice, unless the Director at the beginning of the meeting objects. A Director's attendance at a meeting waives objection to consideration of a particular matter at

the meeting unless the Director objects to considering the matter when it is presented. All such waivers shall be filed with and made a part of the minutes of the meeting.

R. Compensation. No Director shall receive any remuneration for services as a Director. When authorized by the Board of Directors, however, reimbursement may be made for travel or other out-of-pocket expenses incurred in discharging official duties as prescribed by the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation from such service.

S. Conflict of Interest.

1. Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's 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. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest applicable to charitable, educational, scientific, or religious organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2. Definitions. For purposes of these bylaws, the terms set out below shall have the following meanings:

(a) Interested Person. Any director, principal officer, or member of a committee exercising powers of the Board of Directors, who has a direct or indirect Financial Interest or Duality 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:

1. an ownership or investment interest in any entity with which the corporation has a transaction or arrangement, or
2. a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. 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 substantial in nature. A Financial Interest is not necessarily a conflict of interest. Under subsection (c)(2) of this Section, a person who has a Financial Interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

(3) Duality Interest. A person has a Duality Interest if the person serves as an officer, director, senior employee, or corporation member of an organization or entity, for-profit or non-profit, with which the corporation has or is considering a transaction or arrangement, including a grant or funding arrangement.

A duality interest is not necessarily a conflict of interest. Under subsection (3)(b) of this Section, a person who has a Duality Interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

3. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence and nature of his or her Financial Interest and/or Duality Interest and must be given the opportunity to disclose all material facts to the Board of Directors and members of committees exercising powers of the Board considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and/or Duality Interest and all material facts, and after discussion with the Interested Person, the Interested Person shall leave the Board or committee meeting while the determination whether a conflict of interest exists is discussed and voted upon. A majority of the remaining Board or committee members present shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest:

1. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

2. An Interested Person may make a presentation at the Board or committee meeting addressing the proposed transaction or arrangement, but shall leave the meeting during the discussion of and the vote on the transaction or arrangement that results in the conflict of interest.

3. After exercising due diligence, the Board or committee shall determine whether the corporation can, with reasonable efforts, obtain a more advantageous transaction or arrangement that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably attainable without giving rise to a conflict of interest, the Board or committee shall determine by a majority vote of the

disinterested directors present whether the transaction or arrangement is in the corporation's best interest and for its own benefit, and whether the transaction is fair and reasonable to the corporation. The Board or committee shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

A. If the Board or committee has reasonable cause to believe that a director has failed to disclose actual or possible conflicts of interest, it shall inform the director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose.

B. If, after hearing the response of the director and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the director has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings. The minutes of the meetings of the Board and all committees exercising powers of the Board of Directors shall contain:

(1) the names of the persons who disclosed or otherwise were found to have a Financial Interest and/or Duality Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest and/or Duality Interest, any action taken to determine whether a conflict of interest existed, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and

(2) 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 therewith.

5. Statements. Each Director or principal Officer of the Corporation, or member of a committee exercising powers of the Board of Directors, shall sign a statement at the start of each term which affirms that such person:

(1) has received a copy of these bylaws,

(2) has read and understands the Corporation's conflicts of interest policy,

(3) has agreed to comply with the policy, and

(4) understands that the Corporation is a charitable organization which must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

6. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. In conducting such periodic reviews, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

T. Committees. The Board may adopt a resolution designating one or more committees.

#### **ARTICLE IV** Officers

A. Officers. The officers of the Corporation shall include a President, Vice President Secretary and Treasurer, and such others offices as shall be created by the Board of Directors. Any two offices may be held by the same person except the same person cannot be both the President and Vice President.

B. Elections and Term of Office. Officers shall be elected by the Board of Directors at the annual meeting of the Directors or at such other meeting of the Directors as shall be called for that purpose. Vacancies may be filled and new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor has been duly elected and qualified, or until such Officer's death, resignation or removal. Officers shall serve for a term of two years.

C. Removal. Any officer may be removed from office by the two-thirds vote of the Directors then in office whenever, in its judgment, the best interests of the Corporation would be served thereby. Any Officer proposed to be removed shall be entitled to at least seven (7) days notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal as an Officer shall not impact the person's role as Director, unless the vote to remove the Officer specifies that the officer is also removed as a director.

D. 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.

E. Compensation. No Officer shall receive any remuneration for services as an Officer. When authorized by the Board of Directors, however, reimbursement may be made for travel or other out-of-pocket expenses incurred in discharging official duties as prescribed by the Board of Directors. Nothing herein contained shall be construed to preclude any Officer

from serving the Corporation in any other capacity, or receiving reasonable compensation from such service.

F. Vacancies. A vacancy in any office for any reason may be filled by the Board of Directors for the unexpired portion of the term.

G. President. The President shall be the principal officer of the Corporation and shall preside over all meetings of the Board of Directors. The President, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall attend to all the affairs in accordance to the purposes of the Corporation and the policies and directives approved by the Board. The President shall submit to the annual meeting of Directors a report of the work of the Corporation and shall carry out as far as possible the purposes of the Corporation as stated in the Articles of Incorporation. The President shall be responsible for determining that correct and complete financial records of the Corporation are kept. The President shall furnish the Board of Directors on an annual basis, or whenever requested, a statement of the financial condition of the Corporation, and shall perform other duties as these Bylaws of the Board of Directors may from time to time prescribe.

H. Vice President. The Vice President shall exercise the duties of the President in the absence or incapacity of the President. If the President should die, resign, or be removed from office, the Vice President shall succeed to the office of the President until such time that a new President is elected.

I. Treasurer. The Treasurer shall perform all duties customary to that office and shall have knowledge of all corporate funds and securities and shall keep full and accurate of receipts and disbursements, assets and liabilities in the books of the Corporation. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board.

J. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors and Executive Committee; see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; oversee the corporation records, keep a register of the names and addresses, phone and electronic address of each Director; and in general, perform all duties as may from time to time be assigned by the Board of Directors.

## **ARTICLE V**

### Business Administration

A. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or Officers, employee or employees, agent or agents of the Corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute any contract, execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instructions.

B. 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 depositories 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 Bylaws, as the Board may deem expedient.

C. 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 depositories may be made without counter-signature by the President or the 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 by hand-stamped impression in the name of the Corporation.

D. 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.

E. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or depositories as the Board of Directors may select.

F. Audit. Annually the Board of Directors will review and decide whether the financial accounts of the Corporation should be audited by a certified public accountant. Each year a full statement of the Corporation's statements of finances shall be submitted to each member of the Board and made available at the annual meeting.

## **ARTICLE VI** Miscellaneous

A. Books and Records. The Corporation shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of Board of Directors and committee meetings; and shall keep at the registered or principal office a record of names, phone, electronic addresses and facsimile numbers of the Directors.

B. Fiscal Year. **The fiscal year of the Corporation shall be September 1 through August 31.**

C. Corporate Seal. The seal of the Corporation, if one is adopted by the Board of Directors of the Corporation, shall contain the name of the Corporation and the word "Wisconsin."

D. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Wisconsin law, indemnify each Director and Officer against any and all liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer of the Corporation. The Corporation shall indemnify its authorized agents, acting with the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted thereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, Wisconsin law or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Section D by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section D. The term “Wisconsin law” as used in this Article, includes Sections 181.0871 through 181.0883 of the Wisconsin Statutes and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

F. Limited Liability Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Statutes or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

## **ARTICLE VII** Amendments

These Bylaws may be amended or amended and restated by the Board of Directors; provided, that at least seven (7) days written notice of any meeting at which an amendment will be considered must be given, and such notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment must be approved by a majority of the directors then in office at the time the amendment is adopted.

## **ARTICLE VIII** Permitted Distributions

The Corporation may make a distribution to another corporation if:

- (a) The distribution is made in accordance with the stated purposes of the Corporation;

- (b) After the distribution, the Corporation will be able to pay its debts as they become due in the usual course of its activities;
- (c) After the distribution, the Corporation's total assets will equal at least the sum of its total liabilities; and
- (d) The corporation to which the distribution is made may not distribute any part of its income to members, directors, or officers and is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

These bylaws were adopted at the initial meeting of the Corporation's Board of Directors on the \_\_\_\_ day of \_\_\_\_\_ 201\_.

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Officer

\_\_\_\_\_

Title