

**BYLAWS  
OF  
BREASTFEEDING COALITION OF SOUTH CENTRAL WISCONSIN, INC.  
(Adopted March 1, 2012)**

**I. Name.**

The Breastfeeding Coalition of South Central Wisconsin, Inc., (the “Coalition”), shall be operated as a Wisconsin nonstock corporation. For tax purposes, the Coalition will operate as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code.

**II. Purpose**

The purpose of the Coalition shall be to improve the health of residents in South Central Wisconsin by bringing together community members to protect, promote, and support breastfeeding. We work collaboratively through action and education.

**III. Members.**

- A. **Members.** Pursuant to Section 181.0603 of the Wisconsin Statutes, the Coalition shall have no members. Any action for which there is no specific provision in Chapter 181 of the Wisconsin Statutes applicable to a corporation which has no members and which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board.
- B. **Dues.** Participants in the Coalition will be qualified as Paid Associates if they have paid dues according to the current dues structure.
- C. **Qualifications.** As the purpose of the Coalition is to promote and support breastfeeding, the Board of Directors shall have the right to set qualifications for participation in Coalition activities, and exclude from Paid Associate status those individuals or organizations whose interests are deemed incompatible with the mission, vision, values and objectives of the Coalition.
- D. **Voting Privileges.** Paid Associates shall have the right to vote either in person or by written ballot for Directors.
- E. **Removal.** The Board of Directors shall have the right and responsibility to remove from Paid Associate status and from participation in the Coalition's activities, those persons or organizations whose words or actions are illegal or are deemed incompatible with the mission, vision, values and objectives of the Coalition.

**IV. Directors.**

- A. **Number.** The management of the Coalition shall be vested in a Board of Directors (the “Board”) consisting of no more than eleven (11) persons and no less than five (5) persons.

- B. **Power of the Directors.** Directors shall be granted the authority to manage the Coalition to the extent provided by Wisconsin law. The Directors' authority includes:
1. Performing any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by the Coalition or by these Bylaws;
  2. Appointing and removing officers, agents and employees of the Coalition;
  3. Supervising all officers, agents and employees of the Coalition to assure that their duties are performed properly;
  4. Meeting at such times and places as required by these Bylaws; and
  5. Registering their physical address or email address with the Secretary so that notices of meeting may be mailed or emailed to them at such addresses.
- C. **Qualifications and Nominations.** Any Paid Associate shall be eligible to be a Director. Director candidates may be nominated by a Director, any other Paid Associate, or self-nominated.
- a. Nominations shall be delivered to the Secretary fourteen (14) days before the date of any General Coalition Meeting at which Directors will be elected.
  - b. The current Secretary will verify candidates are eligible to run and prepare an appropriate ballot.
  - c. The Secretary shall provide a ballot to all Paid Associates seven (7) days before the date of any General Coalition Meeting at which Directors will be elected.
- D. **Elections.** A general election for Directors of the Coalition shall be held annually in October starting in 2012. All Paid Associates of the Coalition are eligible to vote by ballot via email or in person. Each Paid Associate shall cast one vote per open Director position. Cumulative voting is prohibited. Candidates receiving the highest number of shall be elected as Directors, up to the number of vacancies on the Board of Directors.
- E. **Terms.** Each Director shall hold office for a two (2) year term with approximately one-half (1/2) of the Directors elected each year in staggered terms.
- F. **Initial Directors.** Pursuant to Section 181.0804 of the Wisconsin Statutes, initial Directors shall be Alison Dodge, Anne Eglash, Alice Meyer, Sara Downie, Cathy Szudy, and Andrea Ildiko Martonffy.
- G. **Vacancies.** Vacancies on the Board of Directors shall exist: (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by final order of any court.
- H. **Filling of Vacancies.** Vacancies on the Board of Directors may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum: (1) by the unanimous written consent of the Directors then in office, (2) by affirmative vote of the majority of the Directors then in office at a meeting held pursuant to these bylaws or (3) by a sole remaining Director. A person elected to fill a vacancy as provided by this Section, shall hold the office for the remainder of the term to be served by the vacated Director or until his or her death, resignation or removal from office.
- H. **Resignation.** Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Coalition would then be left without a duly elected Director in charge of its affairs.

I. **Removal from Office.** Directors may be removed without cause by a two-thirds (2/3) majority of the Directors then in office. Directors of the Coalition shall be expected to attend at least 50% of all Regular Meetings of the Board of Directors held annually. In the event that a Director is unable to fulfill this expectation, they shall be reviewed for possible removal from office.

J. **Restriction Regarding Interested Directors.** Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons as defined in Article XI of these bylaws.

K. **Committees.**

1. **Executive Committee.** The Officers of the Coalition shall constitute the Executive Committee. The Board may delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Coalition except:

- a. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Directors;
- b. The filling of vacancies on the Board or on any committee which has authority of the Board;
- c. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- e. Creation of committees of the Board or the members thereof; and
- f. The approval of any transaction to which the Coalition is a party and in which one or more of the Directors is an Interested Party.

By the majority vote of the Directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board.

2. **Other Committees.** The Coalition shall have such other committees as may from time to time be designated by resolution of the Board. Such committees may consist of persons who are not Directors. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory committees”.

L. **Advisory Board.** There may be an Advisory Board comprised of no more than five (5) Advisory Directors. These individuals shall have no duties. Their names shall serve as symbolic support of the Coalition. While there is no requirement that these individuals provide monetary or in-kind support toward the work of the coalition, there will likewise be no prohibition in their doing so. The members of the Advisory Board will be determined by the Board, their term of office is perpetual until such time as the Board removes them. The so named individuals must give their written approval of being so designated.

V. **Meetings.**

- A. **Annual Meeting.** The Annual Meeting of the Board shall be held in October during each calendar year starting in 2012 on the same day as a General Coalition Meeting. The Board of Directors shall give at least thirty (30) days written notice of the annual meeting to all Paid Associates of the Coalition.
- B. **Regular Meetings: Board of Directors.** At its annual meeting, the Board of Directors shall set a schedule of Regular Meetings for the period until the next Annual Meeting. The board shall meet at least four (4) times between Annual Meetings. A single written notice of Regular Meetings will be given to all Directors within ten (10) days following the Annual Meeting.
- C. **Special Meetings.** Special Meetings of the Board may be called by the President or any Director and such meetings shall be held in a place designated by the person or persons calling the meeting, or in the absence of any such designation, at the principal office of the Coalition. Special Meetings must be preceded by at least three (3) days notice, and the notice shall describe generally the business to be transacted at the meeting.
- D. **General Coalition Meetings.** Regular meetings of the Board of Directors, Paid Associates and guests shall be held two (2) times per calendar year, time and place as established by the Board. The Board shall give at least thirty (30) days written notice to all Paid Associates of the Coalition.
- E. **Place of Meetings.** All meetings shall be held within the state of Wisconsin. Meetings shall be held at the principal office of the Coalition or at such place designated by the Board.
- F. **Meetings by Telephone.** Any meeting, regular or special may be held by conference telephone or similar equipment, so long as all Directors participating in such a meeting can hear one another.
- G. **Quorum for Meetings.** A simple majority of the Board of Directors will constitute a quorum.
- H. **Majority Action as Board Action.** The act of a majority of the Board members present at which a quorum is present will be an act of the Board of Directors.
- I. **Alternate Voting Procedures.** An action required or permitted to be taken by the Board may be taken without a meeting by the unanimous written consent of all of the directors. Written consent may be accomplished through an electronic communication containing an electronic signature.
- J. **Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the President, or in his or her absence, the Vice President, or in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- K. **Procedure.** Meetings shall be conducted using either an informal application of Robert's Rules of Order or a consensus-oriented approach.
- L. **Meetings and Action of Committees.** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws

concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also fix the time for special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

M. **Minutes of Meetings.**

1. **Board Meetings.** Minutes shall be kept of all meetings of Regular or Special Meetings of the Board of Directors. All minutes shall be approved at the next Regular Meeting of the Board. Following approval minutes of Regular and Special Meetings of the Board shall be filed with the Secretary.
2. **Committee Meetings.** Minutes shall be kept of all Committee meetings. Minutes of Committee Meetings do not need to be approved by the Board, but shall be filed with the Secretary. In lieu of minutes, each Committee shall prepare a brief summary to be presented to the Board at their next Regular Meeting.

VI. **Officers.**

- A. **Numbers and Titles of Officers.** The Officers of the Coalition shall consist of a President, Vice President, Secretary, and Treasurer. No offices may be held by the same person.
- B. **Qualification, Election and Term of Office.** The Officers shall be elected by the Board of Directors. Any Director is qualified to serve as an Officer of the Coalition. Each officer shall serve a term of two (2) years. An officer may be removed by a two-thirds (2/3) vote of the Directors then in office.
- C. **Duties of the Officers.**
  1. **President.** The President shall be the chief executive officer of the Coalition and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Coalition and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the Coalition, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
  2. **Vice President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of

Incorporation, by these bylaws or as may be prescribed by the Board of Directors. If the President should die, resign, or be removed from office, the Vice President shall succeed to the office of President.

3. **Secretary.** The Secretary shall:
  - a. Certify and keep at the principal office of the Coalition, the original or a copy of these Bylaws as amended or otherwise altered to date;
  - b. Keep at the principal office of the Coalition or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors and, if applicable, meetings of Committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof;
  - c. Provide Notice in accordance with the provisions of these Bylaws or as required by law;
  - d. Be custodian of the records;
  - e. Keep at the principal office of the Coalition a record containing the name and address of each and any Paid Associates and, in the case where any participation in the Coalition has been terminated he or she shall record such fact in the book together with the date on which such Paid Associate status ceased;
  - f. Exhibit at all reasonable times to any Directors of the Coalition, or to his or her agent or attorney, on request therefore, the Bylaws and minutes of the proceedings of the Directors of the Coalition; and
  - g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation of this Coalition or these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
  
4. **Treasurer.** Subject to the provisions of these Bylaws relating to the execution of Instruments, deposits and funds, the Treasurer shall:
  - a. Have charge and custody of and be responsible for all funds and securities of the Coalition, and deposit all such funds in the name of the Coalition in such banks, trust companies or other depositories as shall be selected by the Board of Directors;
  - b. Receive and give receipt for monies due and payable to the Coalition from any source whatsoever;
  - c. Disburse or cause to be disbursed the funds of the Coalition as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
  - d. Keep and maintain adequate and correct accounts of the Coalition's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
  - e. Exhibit at all reasonable times the books of account and financial records to any Director of the Coalition, or to his or her agent or attorney, on request therefore;
  - f. Render to the Directors, whenever requested, an account of any and all of his or her transactions as Treasurer and of the financial condition of the Coalition;
  - g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

- h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation of the Coalition or these bylaws, or which may be assigned to him or her from time to time by the Board of Director.
- D. **Immediate Past President.** The immediate Past President shall be an ex-officio, voting member of the currently sitting Board of Directors for one (1) year. If absent from any meeting of the Board, the immediate Past President shall not count as a member of the Board when determining whether quorum has been met.
- E. **Subordinate Officers.** The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. Any Subordinate Officer may be removed by a vote of a simple majority of the Directors then in office.
- F. **Removal and Resignation.** Any Officer may be removed at any time, either with or without cause, by a two-thirds (2/3) vote of the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors, to the President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein if approved by the Board, the acceptance of such resignation shall not be necessary to make it effective. This section is superseded by any conflicting terms of a contract that has been approved by the Board of Directors relating to the employment of any officer of the Coalition.
- G. **Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Subordinate Officer vacancies may or may not be filled at the discretion of the Board.

## VII. Execution of Instruments, Deposits and Funds.

- A. **Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may, by resolution, authorize any Officer or agent of the Coalition to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition, and such authority may be general or confined to specific instances. Unless so authorized, no Director, Officer, agent, or employee shall have any power or authority to bind the Coalition by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- B. **Checks and Notes.** Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Coalition shall be signed by the Treasurer. Checks more than \$500 shall be approved by the Treasurer and President.
- C. **Deposits.** All funds of the Coalition shall be deposited from time to time to the credit of the Coalition in such banks, trust companies, or other depositories as the Board of Directors may select by resolution.

- D. **Gifts.** The Board of Directors may accept on behalf of the Coalition any gift, bequest, or devise for charitable or public purposes of the Coalition.

### VIII. Corporate Records, Reports and Seal.

- A. **Maintenance of Corporate Records.** The Coalition shall keep at its principal office in the State of Wisconsin:

1. Minutes of all meetings of Directors, Committees and of all meetings of Paid Associates, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements gains and losses;
3. A record of its Paid Associates, if any, indicating their names and addresses and, if applicable, the class of associate status held by each Paid Associate and the termination date of any associate status;
4. A copy of the Coalition's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Paid Associates, if any, of the Coalition at all reasonable times during office hours.

- B. **Inspection Rights.**

1. **Directors.** The Board of Directors shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Coalition.
2. **Paid Associates.** Each and every Paid Associate shall have the following inspection rights, for a purpose reasonably related to the person's interest as a Paid Associate:
  - a. To inspect and copy the record of all Paid Associate's names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Coalition, which demand shall state the purpose for which the inspection rights are requested.
  - b. To obtain from the Secretary, upon written demand and payment of a reasonable charge, an alphabetized list of names, addresses and voting rights of those Paid Associates entitled to vote for election of directors as of the most recent record date for which the list has been compiled for as of the date specified by the Paid Associate subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The list shall be made available on or before the latest of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
  - c. To inspect at any reasonable time the books, records, or minutes of proceedings of the Paid Associates or of the board or committees of the board, upon written demand of the Coalition by a Paid Associate, for a purpose reasonably related to such person's interests as a Paid Associate.



3. **Right to Copy and Make Extracts.** Any inspection under the provisions of the Article may be made in person or by an agent or attorney and the right to inspection includes the right to copy and make extracts.

## **IX. Fiscal Oversight.**

- A. **Fiscal Year.** The fiscal year shall be the calendar year.
- B. **Annual Report.** When needed, the Board shall cause an Annual Report to be furnished not later than one hundred and twenty (120) days after the close of the Coalition's fiscal year to all Directors of the Coalition and to any Paid Associate who requests it in writing. The Annual Report shall contain the following information in appropriate detail:
  1. The assets and liabilities, including the trust funds, of the Coalition as of the fiscal year;
  2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
  3. The revenue or receipts of the Coalition, both unrestricted and restricted to particular purposes, for the fiscal year; and
  4. The expenses or disbursements of the Coalition, for both general and restricted purposes, during the fiscal year.

The Annual Report shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized Officer of the Coalition that such statements were prepared without audit from the books and records of the Coalition.

## **X. Prohibition Against Sharing Corporate Profits and Assets.**

No Director, Officer, Paid Associate, employee, or other person connected with the Coalition, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from operations of the Coalition, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Coalition in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of the corporate assets on dissolution of the Coalition. All members, if any, of the Coalition shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Coalition, whether voluntarily or involuntarily, the assets of the Coalition, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation or this Coalition and not otherwise.

## **XI. Conflict of Interest.**

- A. **Purpose.** The purpose of the conflict of interest policy is to protect the Coalition'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 Coalition or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
- B. **Definitions.**

1. **Interested Person.** Any Director, Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the Coalition has a transaction or arrangement,
  - b. A compensation arrangement with the Coalition or with any entity or individual with which the Coalition has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Coalition is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**C. Procedures.**

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
  - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board or committee shall determine whether the Coalition can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Coalition's best interest, for its own benefit, and whether it is fair and

reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy.**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. **Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
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 with the proceedings.

E. **Compensation Approval Policies.**

1. The Board shall have exclusive authority to determine compensation of employees and other parties that perform major services for the Coalition.
2. A voting member of the governing board who receives compensation, directly or indirectly, from the Coalition for services is precluded from voting on matters pertaining to that member's compensation.
3. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Coalition for services is precluded from voting on matters pertaining to that member's compensation.
4. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Coalition, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. **Annual Statements.** Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Coalition is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**G. Periodic Reviews.** To ensure the Coalition operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable and are the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Coalition's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
3. Whether agreements to provide goods or services and agreements with other organizations, and companies further the Coalition's charitable purposes and do not result in inurement or impermissible private benefit.

**H. Use of Outside Experts.** When conducting the periodic reviews as provided for in Article XI, Section G, the Coalition may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **XII. Non-liability and Indemnification.**

- A. **Non-Liability of Directors.** The Directors shall not be personally liability for the debts, liabilities or other obligations of the Coalition.
- B. **Indemnification by the Coalition of Directors, Officers, Employees and Other Agents.** To the extent that a person who is, or was a Director, Officer, employee or other agent of the Coalition has been successful on the merits in defense of any civil criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Coalition, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the Coalition but only to the extent allowed by Law.
- C. **Insurance for Corporate Agents.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Coalition (including a Director, Officer, employee or other agent of the Coalition).

## **XIII. Miscellaneous.**

- A. **Board's Delegation of Duties.** In addition to any other powers provided herein or by law, the Board of Directors may authorize one or more Officers of the Coalition to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the Coalition, make or obtain loans, and sell, assign, or pledge securities.
- B. **Notice.** Whenever these Bylaws require written notice to Directors, Officers or Paid Associates, such notice may be delivered to by mail, fax, e-mail, personal delivery or private carrier, to the address shown in the records of the Coalition. Each Director, Officer, or Paid Associate shall be responsible for advising the Coalition of his or her current address. In all cases, notice shall be deemed to be given on the date of mailing.
- C. **Offices.**
  - 1. **Principal Office.** The principal office of the Coalition for the transaction of its business will be located within Wisconsin at such place as the Coalition may designate.
  - 2. **Change of Address.** The Board of Directors may change the principal office from one location to another within Wisconsin by noting the changed address and the effective date in the minutes of the meeting during which the change the address is approved. Such changes of address shall not be deemed an amendment to these bylaws.
  - 3. **Other Offices.** The Coalition may also have offices at such other places, within or outside of Wisconsin where it is qualified to do business, as its business may require and as the board of Directors, from time to time, designate.

#### **XIV. Amendments to the Bylaws.**

Subject to any provision of law applicable to amendment of bylaws of nonstock corporations, these bylaws, in whole or in part, may be altered, amended or repealed and new bylaws adopted by two-thirds (2/3) vote of the entire Board of Directors at a duly called regular or special meeting of the Board of Directors, provided that written notice of the text of any proposed amendment or proposed new bylaw be given to each director at least ten (10) days prior to the date of the meeting.

#### **XV. Establishment of Policies.**

- A. **Policies.** Policies may be devised, amended or repealed by a majority vote of Board members present at any regular meeting. Policies may encompass any and all matters not covered in these bylaws or covered in the bylaws for which additional detailed policy or procedure is needed.
- B. **Recording of Policies.** Policies will be recorded by the Secretary and kept at the Coalition's primary address. They will be made available to any Board Member or Paid Associate upon written request within ten (10) business days. They will be supplied as an Appendix to anyone requesting a copy of these Bylaws.

#### **XVI. Dissolution of the Corporation.**

- A. **Dissolution of the Corporation.** Except as may be otherwise required by law, the Coalition may at any time by a three-quarters (3/4) vote of the Board, take the necessary actions to dissolve this corporation.
  
- B. **Distribution of Assets.** Upon any dissolution or final liquidation of the Coalition, the Board of Directors shall, after paying or making provisions for the payment of all lawful debts and liabilities of the Coalition, distribute all of the assets of the Coalition to one or more tax-exempt organizations, as defined by the Internal Revenue Code, having aims and objectives similar to the Coalition as specified in the Coalition's Articles of Incorporation.

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