

WI Balance of State Bylaws

Article I Offices

Section 1. Name

The name of this Corporation shall be the Wisconsin Balance of State Continuum of Care (WIBOSCO). Whenever the term "Corporation" is used in the Bylaws, it shall be the Wisconsin Balance of State Continuum of Care.

Section 2. Principal Office The principal office of the Corporation is located in Sauk County, State of Wisconsin. The principal office of the Corporation shall be in Sauk County, at P.O. Box 545, Lake Delton, WI 53940, and authority to change the principal office is hereby granted to the Board of Directors provided that the office shall remain in the Corporation's geographic area. Any change of principal office will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

Section 3. Other Offices

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Section 4. Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31.

Section 5. Service Area

The Corporation represents the entire State of Wisconsin with the exclusion of Milwaukee County, Dane County, and Racine County.

Article II Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The purposes, for which this Corporation is organized, are to

- a. Provide leadership to local Continua of Care in the Corporation's geographic area;
- b. Ensure the efficient and effective delivery of housing and supportive services to individuals and families experiencing homelessness or at risk of homelessness;
- c. Promote community-wide commitment to the goal of ending homelessness;
- d. Provide funding for efforts by nonprofit providers, States, and local governments to re-house individuals and families experiencing homelessness rapidly while minimizing the trauma and dislocation caused to individuals and families experiencing homelessness as well as communities as a consequence of homelessness;
- e. Promote access to and effective use of mainstream programs by individuals and families experiencing homelessness;
- f. Optimize self-sufficiency among individuals and families experiencing homelessness;
- g. Meet the educational needs of Corporation's members and the public;
- h. Advocate for those it serves;
- i. Collect dues from its members, as authorized herein.

Section 3. The responsibilities of the Corporation include, but are not limited to:

- a. Those responsibilities outlined and defined by relevant federal law;
- b. Coordinate, or be involved in the coordination of, all housing and services for persons experiencing homelessness within the Corporation's geographic area;
- c. Establish and operate the HMIS within the Corporation's geographic area;
- d. Establish and operate, or designate, the centralized and coordinated assessment to be used within the Corporation's geographic area.

Article III Membership

Section 1: Members

Membership of the Corporation shall be comprised of local Continua of Care (CoC). A local CoC is defined as a group of individuals and/or organizations including nonprofit homeless providers, victim services providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement, and organizations that serve homeless and formerly homeless veterans, and individuals experiencing homelessness or are formerly homeless who meet regularly for the purpose of discussing how to best provide services to individuals and/or families experiencing homelessness or are at risk of homelessness.

In order to qualify for membership, a local or regional COC must:

- a. Represent a defined (non-overlapping) geographic area.
- b. Include representation from private and non-profit sectors of the community, including individuals experiencing homelessness or were formerly homeless.
- c. Meet at least quarterly.
- d. Send a representative from a local COC agency to two quarterly meetings of the Corporation prior to becoming a voting member.

To become a member:

- a. A local or regional COC must submit a Membership Application demonstrating the above- referenced membership qualifications (a-d).
- b. The local or regional COC must be approved by the membership of the Corporation at a regularly constituted meeting. No single person may represent more than one COC.

In order to maintain membership, a local or regional COC must:

- a. Be current in payment of membership dues.
- b. Complete required critical reports and meet information deadlines as required by relevant federal law.

Section 2: Membership Dues

The membership of the Corporation shall determine applicable membership dues based on the recommendation of the Board of Directors. Membership dues must be approved annually by a majority of voting members. Membership dues will be approved in November and payable before the business meeting portion of the first quarterly business meeting of the following year. Any member with a balance outstanding as of the business meeting portion of the first quarterly business meeting of any year will have their voting rights suspended. Voting rights will be reinstated upon payment in full of outstanding dues and an assessed late fee.

Section 3: Member Rights & Responsibilities

Each member COC has the ability to vote in matters of concern to the Corporation. Each member shall have one voting representative. There shall be one vote per member (one vote per COC). No single person shall represent more than one COC.

A simple majority of members must be present at any meeting in order for a vote to occur. All issues regarding overall policy of the Corporation shall be brought to the full membership for a vote.

Local or regional COC's from each of the four regions shall be responsible for electing two regional representatives to the Board of Directors. No one agency shall be responsible for representing an entire region, nor shall one agency be represented on the Board of Directors for more than one region of the State. Selection of the Board of Directors members will take place at the annual meeting of the Corporation. The term length for all representatives shall be two years.

COC members shall be responsible to identify two different points of contact for COC information including, but not limited to, data collection, application submission, and point-in-time reports.

Section 4: Conflict of Interest

A conflict of interest may exist when the interests or activities of any member, director, or officer may be seen as competing with the interest and activities of the Corporation; when the member, director or officer, derives a financial or other material gain as a result of a direct or indirect relationship. Such conflicts are presumed to exist in those circumstances in which a member or director's actions may have a preferential impact upon the agency or entity employing the member or director. Such actions are presumed to include, but are not limited to, the development of policies in which a self-serving bias may be present as well as in decisions affecting the allocations of resources.

Section 4a: Identification and Disclosure required

Any possible conflict of interest shall be disclosed to the Board of Directors in a timely manner by the person concerned. While it is expected that interested parties will self-identify, disinterested board members are considered to have an obligation to assist in the identification and clarification of possible conflicts enjoyed by other members. Members of the governing body of the Corporation shall annually complete a conflict of interest disclosure statement.

In matters in which the outcomes of Board policies or decisions may reasonably be vulnerable to charges of non-meritorious and/or non-rational preferential distributions of resources, the President shall take the additional step of inviting disclosure of the possible conflict of interest prior to facilitating disclosure and discovery of any conflicts and prior to Board action.

Section 4b: Determination of Conflict

When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a majority vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen. In such cases the burden of proof shall rest on the affirmative (that is, that such a conflict exists.) Such determinations are not intended to create a disproportionate or burdensome delay in the business of the meeting. Reasonable diligence in resolving such allegations is expected in order to maintain the credibility of the respective actions of the Board.

Section 4c: Abstinance from Discussion

Unless requested by those without an apparent conflict to remain present during the portion of the meeting specific to the conflict of interest, the person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall make available any and all information relevant to the avoidance of a conflict and/or relevant to the decision at hand.

Section 4d: Abstinance from Vote

When any conflict of interest is relevant to a matter requiring action by the Board of Directors, those self-identifying as an interested person or those individuals assessed as interested by a majority vote of disinterested Board/committee members shall not vote on the matter. However, any director disclosing or assessed as having a

possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof.

Section 4e: Minutes

The minutes of the meeting of the Board of Directors or the Board committee shall reflect that the conflict of interest was disclosed and that the interested party did or did not participate during the discussion and did not vote.

Article IV Governance

Section 1: Governing Body

The leadership of the Corporation shall reside with at minimum eleven (11) directors and at maximum fifteen (15). These eleven to fifteen individuals collectively shall be known as the Board of Directors for the Corporation. The Board of Directors will convene monthly at a date and time convenient to the majority of board members.

Section 2: Board of Directors Structure

The Board of Directors of the Corporation shall be comprised of at minimum 11 members and maximum of 15. The directors are elected as follows:

- a. Two representatives from each of the four geographic regions of the state (see Attachment A for a breakdown of regions), for a total of eight (8) directors.
- b. Two (2) directors shall be nominated by a majority vote of the current Board of Directors and approved by a majority vote of the Corporation's membership. These two (2) directors must meet and serve within one of the two following categories:
 - 1 director shall be an individual who is homeless or formerly homeless
 - 1 director shall be from the agency designated as the HMIS lead for the geographic area
- c. If the above-referenced directors does not represent the relevant subpopulations as listed below, up to an additional five (5) directors may be appointed by the current Board of Directors and approved by a majority vote of the Corporation's membership. These relevant organizations and projects serving homeless subpopulations within the geographic area include: persons with substance use disorders, persons with HIV/AIDS, veterans, the chronically homeless, families with children, unaccompanied youth, persons with serious and persistent mental illness, and victims of domestic violence.

Section 3: Election

All nominees for the eight (8) director positions must be a member of the local COC and that COC must be in good standing with the Corporation. There is no requirement that the nominee's organization/agency receives state or federal funding. Nominees can be from the public or private sector.

For the regional terms expiring, the new appointments must be made prior to October 1st. Each local or regional COC must submit meeting minutes to the Board of Directors verifying the discussion, vote, and results for regional director position by October 1st.

The two (2) Board of Director appointed positions must agree to serve in said capacity. The Corporation's membership will be notified by the Board of Directors who the group selected for each category ten (10) days prior to the Annual meeting - in which they would be approving the selection. If the Membership does not approve the selection, the Board of Directors will have thirty (30) days to re-select for that category and notify the membership of the selection. A special meeting will be called in order to approve the selection.

Section 4: Term of Office

The term of office shall be for two years, beginning at the start of the business meeting portion of the Annual Meeting, unless otherwise provided for in these Bylaws. The terms will be staggered.

Section 5: Officers

The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. Officers shall be elected from among the Board of Directors members on an annual basis by a majority of the members elected to the Board of Directors.

Section 6. Duties

The duties and responsibilities of the Board of Directors include, but are not limited to the following:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of all employees of the Corporation;
- c. Oversee all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- d. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- e. Convene the membership on a regular basis, at least quarterly.
- f. Recommend an annual dues structure.
- g. Operate the Continuum of Care including but not limited to monitoring program performance, evaluating outcomes, and operating a coordinated assessment system. The coordinated assessment system must incorporate written standards regarding policies and procedures for determining and evaluating eligibility for homeless programs funded by HUD.
- h. Prepare and oversee the development and submission of an annual application for CoC program funds including the collaborative application process and setting funding priorities within the Corporation's geographic area.
- i. Ensure compliance with HUD regulations
- j. Responsible for the structure and governance of the Corporation and is accountable for developing standard operating procedures, establishing protocols, and informing the Membership of legislative and administrative changes that affect the provision of services to persons experiencing homelessness.
- k. Each director is responsible for acting as a chair or co-chair on a committee. If there are more directors than committees, the remaining directors shall join a committee as a participating member. After the election of directors, the directors will agree as to who will chair which committee for the next term.

The President, as the principal officer, shall be responsible to:

- a. Schedule, attend and preside over all general membership meetings, utilizing Robert's Rules of Order.
- b. Schedule, attend and preside over all Board of Directors meetings and Executive Committee meetings.
- c. Oversee all business of the Corporation.
- d. Act as the spokesperson for the Corporation.
- e. Submit recommendations and information to the Board of Directors, as may be considered proper, concerning the business affairs and policies of the Corporation.
- f. Ex-officio member of all committees but will not normally vote at the meetings. In the event that a committee is one member short of a quorum, the President shall be considered a voting member of that committee to establish a quorum.
- g. Primary, lead and liaison with the HUD Field Office.
- h. Sign, execute, acknowledge on behalf of the Corporation, all deeds, contracts, leases, reports and all other documents or instruments necessary and proper to be executed in the course of the Corporation's regular business.
- i. Following his/her term as President and if it coincides with the end of a board term, the President shall serve one additional year as a non-voting member of the Board of Directors as Past President.

The Vice- President shall be responsible to:

- a. Perform the duties of the President in the absence or incapacity of the President.

- b. Perform other duties as assigned.
- c. Act as the secondary contact and liaison with the HUD Field Office.

The Secretary shall be is responsible to:

- a. Perform the duties of the President in the absence of the President and Vice--President.
- b. Keep minutes of all meetings of the Corporation and the Board of Directors and distribute minutes to the local continuum representatives, verify continued qualification for membership, and maintain an official list of members.

The Treasurer shall be responsible to:

- a. Perform the duties of the President in the absence of the President and Vice--President and Secretary.
- b. Collect dues.
- c. Serve as the custodian for all funds and securities of the Corporation.
- d. Secure an audit, if required.
- e. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- f. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- g. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- h. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- i. Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefore.
- j. Render to the Chair and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- k. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- l. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 7: Resignation and Termination

Resignation from the Board of Directors must be in writing and received by the Secretary. If a member COC notifies the Board of Directors that their representative who currently serves on the Board no longer represents the member organization, the person is no longer eligible to be one of the representatives on the Board of Directors.

A Board of Directors member may be terminated for excess absences from monthly meetings of the Board; excess meaning more than three unexcused absences. A Board of Directors member may be removed for other reasons by a three-fourths vote of the remaining Board of Directors members.

In the event of a mid-term vacancy, the region which the position represents, or the membership as a whole in the event the position is an at-large representative, is responsible for submitting nominations for a new representative to the Board of Directors at least two weeks in advance of a Board meeting to be voted on by the Board. The newly elected representative shall complete the original term of service.

Section 8. Compensation

Directors, other board members, or committee members shall serve without compensation except that reasonable expenses may be reimbursed to directors, members, or committee members for attending meetings outside of the

regular quarterly meetings of the membership. Reimbursement rates shall be determined in the annual budget as approved by the membership.

Section 9. Non-liability of Directors

Neither the directors, nor the organizations with which they are affiliated, shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 10. Indemnification by Corporation of Directors and Officers

The directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

Section 11. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Section 12. Parliamentary Procedure

The most recent edition of Robert's Rules of Order shall be followed for all meetings of the Corporation.

Article V Committees

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of the four officers of the Board and the Past President (if applicable) and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the Corporate records, and report the same to the Board and membership at its next regular scheduled quarterly meeting or from time to time as the Board may require.

Section 2. Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Each member of the Board of Directors is required chair or co-chair a committee. If there are more directors than committees available, the remaining directors shall join a committee as a member.

Section 3. 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 and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. 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. Minutes of each committee meeting will be made available to the membership.

Committees shall report to the Board of Directors as appropriate.

Committees will transact only routine and ordinary business. Any substantial business of the Corporation requires full Board of Directors discussion and approval.

Section 4. HMIS/Point in Time Committee

The HMIS/Point in Time Committee shall be the one standing committee of the Corporation. This committee will be chaired by a member of the Board of Directors, and will report to the Board regarding its activities. The committee is responsible for the following:

- a. Data collection as it relates to the Point in Time count; establishing procedures and protocols; monitoring and evaluating the process; and conducting training and providing assistance as needed.
- b. Data collection for the purposes including but not limited to the COC Competitive process and any other needed application.
- c. Ensuring that the Corporation is in compliance with relevant federal law, the WI HMIS Advisory Board, and the policies and procedures established for the continued implementation of HMIS system throughout the Corporation's geographic area.

Article VI Meetings

Section 1. Regular Meetings

Regular meetings of directors shall be held once per month either face to face or by phone or other conference method. Robert's Rules of Order shall be utilized in all meetings.

Regular meetings of the membership shall be held quarterly in locations determined by the Board of Directors. Robert's Rules of Order shall be utilized in all meetings.

Section 2. Quorum for Meetings

A quorum shall consist of a simple majority of the members of the Board of Directors at Board meetings or membership at quarterly meetings.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 3. Annual Meeting

The annual meeting of the Corporation will occur in November of each year. At this meeting, new members will be considered, election of Board of Directors members will take place, the agenda for the following year will be adopted, officers and committee members will be elected, dues will be approved, and modification to the Bylaws will be considered. The Annual Meeting will include a report from the Treasurer on the financial condition of the Corporation and a list of members in place for the following year, including any newly elected member to the Corporation.

Section 4. Minutes and Agenda

A draft set of minutes for all quarterly membership meetings shall be emailed to the COC lead membership list and anyone requesting copies within thirty days of the meeting. Copies of the previous quarterly membership meeting will be available at the next regular meeting of the Corporation.

Items to be considered for meetings of the Corporation shall be sent to either the designated Secretary to the Corporation or the President of the Corporation. The agenda for the regular meetings of the Corporation shall be sent to members and officers in a timely manner, along with written notice of the meeting as outlined herein. The agendas shall also be posted publically at least two weeks before the meeting of the Corporation. Copies of the agenda will be available at all meetings of the Corporation.

Article VII Corporate Records, Reports

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the Board, and, if this Corporation has members, of all meetings of members, 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;
- b. 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;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 3. Members' Inspection Rights

If this Corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect the record of all members' names, addresses, and voting rights, at reasonable times, upon written request to the Secretary of the Corporation, which request shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the Corporation, upon written request, and payment of any costs associated with such request, the Secretary of the Corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of request. The request shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the request is received by the Secretary of the Corporation 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 members or of the Board or committees of the Board, upon written request to the Secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

Section 5. Corporate Seal

The Corporation shall have no seal.

Proposed by Board of Directors, Wisconsin Balance of State CoC May 2013
Revised June 2013; Approved August 2013

Article VIII IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, state or local government, or nonprofit with similar purpose and mission for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article IX Amendment of Bylaws

Section 1. Amendment

These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a majority vote of the membership at the Annual Meeting or at a regularly scheduled quarterly meeting with proposed changes distributed and discussed at the previous quarterly meeting. Proposed changes to the Bylaws must be made available to all members at least twelve weeks prior to any meeting at which they would be approved.

Article X Miscellaneous

Section 1. Dissolution

Upon dissolution, all assets not requiring distribution or discharge of liabilities and obligations of the Corporation or which are held by the Corporation upon the condition requiring return whereas specifically provided by Section 181.5 (1), (2) and (3) of the Wisconsin Statutes for 1963, shall be distributed to groups working on behalf of the elimination of poverty in the areas served. The purposes are intended to be exclusively charitable within the means of 501 (C) (3), Internal Revenue Code, and primarily to administer government-sponsored projects. If the Corporation dissolves its assets, they will be distributed or used exclusively for charitable purposes.

Section 2. Indemnification

The Corporation shall, to the fullest extent authorized by Chapter 181 of Wisconsin Statutes, indemnify any director or officer of the corporation against reasonable expenses and against liability incurred by a director or officer in a proceeding in which he/she was a party because he/she was a director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled.

The Corporation shall, to the fullest extent authorized by Chapter 181, indemnify any employee who is not a director or officer of the Corporation, to the extent that employee has been successfully on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding of the employee was a party because he or she was an employee of the Corporation.

The Corporation may, to the fullest extent authorized by Chapter 181, indemnify, reimburse or advance expenses of directors or officers. If required to do so by law, the Corporation shall report the indemnification of or advance of expenses to directors or officers in writing to members with or before the notice of the next member's meeting.

Article XI Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall prevail. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the eleven preceding pages, as the Bylaws of this Corporation.

Dated: August 16, 2013