



FOND DU LAC PRIDE ALLIANCE

101 E 9th St., Fond du Lac, WI 54395 | 922.322.5648

www.fdlpride.org | info@fdlpride.org

BYLAWS

OF

FOND DU LAC PRIDE ALLIANCE

ARTICLE I.

NAME AND ADDRESS

Section 1. **Name.** The name of this Organization shall be Fond du Lac Pride Alliance.

Section 2. **Location.** The office location and mailing address for Fond du Lac Pride Alliance will be determined by the Board of Directors.

ARTICLE II.

CORPORATE PURPOSE

Section 1. **Nonprofit Purpose.** Fond du Lac Pride Alliance is a nonprofit public benefit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its purposes, as set forth in the Articles of Incorporation and these Bylaws.

Section 2. **Funding and Financial Benefit.** No part of Fond du Lac Pride Alliance funds shall inure to the benefit of or be distributable to its directors, 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 established purposes of this organization.

Section 3. **Organizational Activity.** Fond du Lac Pride Alliance will engage only in activities conducive to furthering the purposes and goals of Fond du Lac Pride Alliance, providing that such activities may be lawfully carried on by an organization exempt from federal income tax under sections 501(c)(3). No part of the activities of the corporation shall consist of participating in, or intervening in, any political campaign on behalf or in opposition to any candidate for public office.

Section 4. **Property.** Any property owned by Fond du Lac Pride Alliance is irrevocably dedicated to charitable purposes and upon dedication, dissolution or abandonment of Fond du Lac Pride Alliance, after providing for the debts and obligations thereof, the remaining assets will not be used to the benefit of any office holder, director or member, but will be distributed to a



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nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and is established as tax-exempt status under section 501(c)(3).

Section 5. **Personal Liability.** No officer or director of this corporation shall be personally liable for the debts or obligations of Fond du lac Pride Alliance of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of any of the debts or obligations of this corporation.

ARTICLE III. ORGANIZATIONAL PURPOSE

Fond du Lac Pride Alliance is dedicated to providing support through resources, services, education, and advocacy to local LGBTQ+ individuals and their allies. Our programs, activities, and materials celebrate intersectional diversity, encourage inclusivity and promote positive visibility within our community.

ARTICLE IV. NON-DISCRIMINATION STATEMENT

Fond du Lac Pride Alliance will not practice or permit discrimination on the basis of age, color, disability, gender identity or expression, national origin or ancestry, race, religion or creed, sex, sexual orientation, veteran status, or any other basis prohibited by law.

ARTICLE V. MEMBERSHIP

Membership shall consist of the Board of Directors.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. **Board of Directors.** The affairs of Fond du Lac Pride Alliance shall be under the control of a Board of Directors, all of whom shall be active, eligible voting members.

Section 2. **Number.** The number of Directors constituting the entire Board shall be fixed by the Board. Such number shall be at least three but not more than seven members.

Section 3. **Initial Term of Office.** The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation. The initial terms of office for each of these Directors shall be staggered into one- and two-year terms in the following manner, based on the size of the Board:



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<u>Number of Board Members</u>	<u>Number of Initial One-Year Terms</u>	<u>Number of Initial Two-Year Terms</u>
3	1	2
4	2	2
5	2	3
6	3	3
7	3	4

Section 4. **Election and Subsequent Terms of Office**. After the initial term of office, eligible voting members shall elect future Directors by majority vote for two-year staggered terms. Such terms shall begin January 1st and end December 31st of the following year. Each Director shall hold office until such Director's successor has been elected and qualified, or until their death, resignation or removal. Members joining the Board after the commencement date of a current term shall serve the remainder of the unexpired period and shall be eligible for reappointment to a full term at the start of the next commencement period.

Section 5. **Term Limits**. Terms of office shall not be limited. A Director may serve indefinitely on the Board if duly re-elected by the eligible voting members at the end of each expiring term.

Section 6. **Powers and Duties**. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 7. **Attendance**. Board members are expected to attend regularly scheduled meetings. If a Board member is unable to attend a meeting, they shall inform the President. Three consecutive unexcused absences will result in dismissal from the Board.

Section 8. **Resignation**. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 9. **Removal**. Any Director may be removed for cause by majority vote of the Board.

Section 10. **Vacancies**. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by majority vote of the remaining Directors then in office at any meeting. If the number of total Board members is less than a quorum due to vacancies, then the remaining Board members are authorized to call a special



meeting for the purpose of filling said vacant seat(s). A Director elected to fill a vacancy shall hold office for the unexpired term of their predecessor.

ARTICLE VII OFFICERS

Section 1. **Officers and Terms.** The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Each Officer shall hold office for term of two years and until such Officer's successor has been elected or appointed, unless such Officer shall have resigned or shall have been removed. The President and Secretary shall be elected in even-numbered years, and the Vice-President and Treasurer shall be elected in odd-numbered years.

Section 2. **Nomination and Election.** The Officers shall be elected by the Board during its Annual Meetings, except when Officer elections are needed at other times due to resignation, removal, or vacancy. Officers shall be selected by open nomination of the Board members in the successive order listed in Section 1 of this Article. Nominations require the nominee's oral or written consent to take office if elected. Nominations do not require a second. Votes on each Officer nominee shall be made by written ballot. Election to each office shall be decided by majority vote of the participating Board members.

Section 3. **Term Limits.** All Officers shall serve a maximum of two consecutive two-year terms before being required to vacate their offices for at least one two-year period. A former Officer shall become re-eligible for nomination to that office after a period of at least two years from the end of their last full term. Partial Officer terms of service which occur when a member is appointed to serve out an unexpired term shall not count toward these term limits.

Section 4. **Powers and Duties of the President.** The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 5. **Powers and Duties of the Vice-President.** The Vice-President shall serve as presiding officer at meetings of the Board in the absence of the President. The Vice President shall have such other powers and perform such other duties as may from time to time be assigned by the Board.

Section 6. **Power and Duties of the Secretary.** The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of and shall make or cause to be made the proper entries in, the minute book of the Corporation and such other books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the



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Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 7. **Powers and Duties of the Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Treasurer shall deposit all such monies in the name of the Corporation in the depositories selected by the Board of Directors and shall disburse funds as may be ordered by the Board. The Treasurer shall keep full and accurate records of the Corporation's receipts and disbursements. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation and shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned by the Board.

Section 8. **Delegation.** In the absence, vacancy, or abstention of any Officer of the Corporation, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 9. **Removal.** Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board. Removal of a member from Office shall not also serve as removal the member from the Board of Directors.

Section 10. **Resignation.** Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation. Resignation from office shall not also signify the member's resignation from the Board of Directors.

ARTICLE VIII MEETINGS

Section 1. **Annual Meeting.** A meeting of the Board shall be held annually at such place, on such date, and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, reviewing the Bylaws and other long-range planning documents, and for the transaction of such other business as may be brought before the meeting.

Section 2. **Regular and Special Meetings.** Regular meetings of the Board may be held at such times as the Board may determine. Special meetings of the Board may also be called by the President or by a majority of the Directors then in office. Only those matters set forth in the meeting notice may be conducted at a Special meeting.



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Section 3. **Notice of Meetings.** Notice of any and all meetings of the Board shall be served personally, by U.S. mail or by electronic notification. Meeting notices shall specify the date, time, location and shall include a description of the matter(s) for which the meeting is called. Annual and Regular meeting notices shall be served to each Director at least five business days prior to the designated meeting date. Special meeting notices shall be served at least 48 hours prior to the designated meeting date. Saturdays, Sundays, and legal holidays shall not be included when determining required meeting notice periods. If an Annual, Regular, or Special Meeting is adjourned to different date, time or place stated prior to adjournment, further notice of the new date, time and place need not be given.

Section 4. **Waiver of Notice.** A Director may waive any notice required by this Article before or after the date and time stated in the notice. The waiver must be in writing, be signed by the Director entitled to the notice, and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting waives objection to a lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 5. **Quorum.** At any meeting of the Board, a majority of the Directors then in office shall be necessary to hold a meeting and shall constitute a quorum for the transaction of business and adoption of any official action by the Board of Directors. Should a quorum not be present, a majority of the Directors present may adjourn the meeting to another time and place, without notice other than announcement at such meeting, until a quorum shall be present. Any business may be transacted at such an adjourned meeting which might have been transacted at the meeting as originally notified.

Section 6. **Voting.** At all meetings of the Board, each Director shall have one vote on any item of business. All formal actions of the Board require an affirmative vote of a majority of the eligible voting members.

Section 7. **Electronic Meeting Participation.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IX COMMITTEES

The Board of Directors may, by majority vote, establish special or standing committees at it deems desired and appropriate. The scope, acts, composition, membership, governing rules,



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duration, and reporting requirements of any such committees shall be subject to prior approval of the Board of Directors.



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ARTICLE X. FINANCES

Section 1. **Fiscal Year.** Fond du Lac Pride Alliance's fiscal year shall begin in July 1 and end on June 30 of each year.

Section 2. **Accounts.** The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation.

Section 3. **Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Section 4. **Signing Officers.** The Signing Officers of the Organization, as pertains to checking and banking, shall be the President, the Treasurer, and one other Board Member. Signing Officers shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 5. **Contracts.** The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or 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 instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

ARTICLE XI DISSOLUTION

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Articles of Incorporation and with Chapter 181, subchapter XIV of Wisconsin General Statutes.

ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.



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CERTIFICATE OF ADOPTION OF BYLAWS

ADOPTION OF DIRECTORS

We, the initial Board of Directors of Fond du Lac Pride Alliance, hereby consent to and adopt the foregoing as the Bylaws of this Corporation on this 10th day of August, 2018.

Amended: January 8, 2020
 March 4, 2020