

**AMENDED AND RESTATED BYLAWS OF THE WOMAN'S CLUB OF WISCONSIN,
Approved by the Membership November 3, 2023.**

ARTICLE I

Name

Section 1. Name.

The name of the Corporation shall be the Woman's Club of Wisconsin, hereafter known as "the Club."

ARTICLE II

Purpose

Section 1. Purpose.

The purpose for which the Club is organized is to cultivate educational, cultural, philanthropic, and social exchange to inspire engagement in the community. The Club shall be dedicated to the support of, and involvement in, community service and the preservation of its Registered Landmark Building.

ARTICLE III

Membership.

Section 1. Member Expectations and Privileges.

- a. Members are expected to support the Mission of the Club, abide by the Club Bylaws, and policies, established from time to time by the Board of Directors as set forth in the Membership Policy Manual.
- b. Members make an annual Membership commitment to fulfill financial responsibilities as set forth in Article III, Section 2 for the fiscal year from May 1 to April 30 and are expected to remain in good financial standing to retain Club privileges.
 - i. Members shall pay all Club balances, dues, fees, assessments, event and dining charges, inclusive of the annual dining room minimums, and any applicable special assessments as determined annually by the Board of Directors.
- c. Members are encouraged to participate in the Club's community service offerings, in support of the Club's 501c4 status and the Club's purpose as stated in Art. II.
- d. Members in good standing shall be afforded the following privileges:
 - i. Shall be able to propose and/or endorse candidates for Club Membership.
 - ii. Shall be able to utilize Club services and facilities, and participate in Club events and activities open to all Members.
 - iii. All Members **except** Legacy, Honorary, and Three-Month Members shall be eligible to vote.
 - iv. All Members, **except** Legacy, Honorary, Annual Non-Resident, Six-Month Non-Resident, and Three-Month Members, after two years total Membership at the Club, are eligible for election to serve on the Club Board of Directors.

Section 2. Member Financial Responsibilities and Delinquencies.

a. Members in Good Standing:

- i. Shall pay all Club account balances, dues, fees, assessments, event and dining charges, inclusive of the annual dining room and beverage minimums, and other financial obligations as determined annually by the Board of Directors for their Membership category. Assessments as referenced are inclusive of capital improvement, contingency, special or such other assessments as deemed necessary by the Board of Directors.
- ii. Shall remain current on all outstanding Club balances.
- iii. Shall pay dues, fees and assessments annually, semi-annually, quarterly, monthly, or as determined by the Board of Directors.
- iv. Who do not provide timely notice of resignation in accordance with Article III, Section 5(c)(i), automatically make an annual Membership commitment to fulfill financial responsibilities for the fiscal year from May 1 to April 30.

b. Member Delinquencies

- i. When the Club outstanding balances, dues, fees, assessments, event and dining charges, inclusive of the annual dining room and beverage minimums, and/or other financial obligations of any Member remain unpaid for a period of 120 days, after proper notice has been sent, the Board of Directors may declare the Membership forfeited in accordance with financial policies as approved by the Board of Directors and as stated in the Board of Directors Policy Manual.

Section 3. Classification of Members.

a. Resident Members

- i. **Active Members** are those Members who upon recommendation and approval of the Board of Directors, have been accepted for this classification. Active Members in good standing, shall be entitled to vote, propose and/or endorse candidates for Membership, and are eligible to serve on committees. After two years of Club Membership, Active Members are eligible for election to the Board of Directors. Active Members in good standing shall pay all Club account balances, dues, fees, assessments, event and dining charges, inclusive of the annual dining room and beverage minimums, and other financial obligations as determined annually by the Board of Directors.
- ii. **Associate Members** are those Members who have been Active Members for thirty (30) years **or** have attained age seventy-five (75) and have been Active Members for fifteen (15) years, and requested transfer by March 1, 2017. Associate Members in good standing, shall be entitled to vote, propose and/or endorse candidates for Membership, and are eligible to serve on committees. Associate Members are eligible for election to the Board of Directors. Associate Members in good standing shall pay all Club account balances, dues, fees, assessments, event and dining charges, inclusive of the annual dining room and beverage minimums, and other financial obligations as determined annually by the Board of Directors. **No Associate Members have been or shall be added after May 1, 2017.**
- iii. **Merited Members** are those Members who have been Members for at least forty (40) years and request transfer to the Merited Member classification. Merited Members in good standing shall be entitled to vote, propose and/or endorse candidates for Membership, and are eligible to serve on committees. Merited Members shall be eligible for election to the Board of Directors. Merited Members in good standing shall pay all Club account balances, dues, fees, event and dining charges, and other financial obligations as determined annually by the Board of Directors. Merited Members **shall be exempt** from capital improvement assessments and dining room minimums.
- iv. **Life Members** are those Members who have been Members for at least fifty (50) years, and request transfer to the Life Member classification. Life Members in good standing, shall be entitled to vote, propose and/or endorse candidates for Membership, and are eligible to serve on committees. Life Members shall be eligible for election to the Board of Directors. Life Members **shall be exempt** from payment of dues, all assessments, and dining room and beverage minimums but shall pay all Club balances and other financial obligations as determined annually by the Board of Directors.
- v. **Legacy Members** are those Members of at least twenty-one (21) years of age up to forty (40) years of age and are a child or grandchild, inclusive of those relationships that arise by marriage, of a current Member in good standing and who, upon recommendation and approval of the Board of Directors, have been accepted for this classification. Legacy Memberships are valid for up to five years. Legacy Members **shall be exempt** from the initiation fee, dues, and assessments. Legacy Members shall be responsible for Club balances, event and dining room charges, inclusive of the food and beverage charges minimums and other financial obligations as determined annually by the Board of Directors. Legacy Members in good standing shall be entitled to propose and/or endorse candidates for Membership and serve on committees but are not entitled to serve on the

Nominating Committee, shall **not** be entitled to vote and shall **not** be eligible for election to the Board of Directors.

- vi. **Junior Members** are those Members of at least twenty-one (21) years of age up to forty (40) years of age and who, upon recommendation and approval of the Board of Directors, have been accepted for this classification. Junior Members in good standing, shall be entitled to vote, propose and/or endorse candidates for Membership, and shall be eligible to serve on committees. After two years of Club Membership, Junior Members shall be eligible for election to the Board of Directors. Junior Members in good standing shall pay all Club account balances, dues, fees, assessments, event and dining charges, inclusive of the annual dining room and beverage minimums, and other financial obligations as determined annually by the Board of Directors.
 - vii. **Honorary Members** are those who, upon recommendation and approval of the Board of Directors, have been selected for this classification. Honorary Members in good standing shall pay all Club account balances, dues, fees, event and dining charges, inclusive of the annual dining room and beverage minimums and other financial obligations as determined annually at the discretion of the Board of Directors. Honorary Members shall be entitled to propose and/or endorse candidates for Membership and serve on committees but shall **not** be eligible to serve on the Nominating Committee, shall **not** be entitled to vote, and shall **not** be eligible for election to the Board of Directors.
 - viii. **Business Members** are those who, upon recommendation and approval of the Board of Directors, have been accepted for this classification. A Business Member is an employee who is designated as a Business Member for the business entity. A business may have more than one individual Business Membership, but each individual Business Member incurs new and additional Membership obligations. Business Members in good standing, shall be entitled to vote, propose and/or endorse candidates for Membership, and shall be eligible to serve on committees. After two years of Club Membership, Business Members shall be eligible for election to the Board of Directors. Should the business select a new designated Business Member, any prior Business Member election to the Board of Directors would not transfer to the newly designated Member. Business Members in good standing shall pay all Club account balances, dues, fees, assessments, event and dining charges, inclusive of the annual dining room and beverage minimums, and other financial obligations as determined annually by the Board of Directors. A Business Member may request a change of Membership Classification to Active, Junior, Merited, Life, Annual Non-Resident or Six-Month Non-Resident at any time or when he or she leaves the business.
 - ix. **Three-Month Members** are those who upon Membership Committee recommendation and approval of the Board of Directors, select this classification. Three-Month Members are those who wish to trial three **consecutive** months of Club Membership before committing to annual Membership. Prior to utilizing the Club, the Three-Month Member shall make arrangements to pay a one-time fee set in accordance with policies approved by the Board of Directors and contained in the Membership Policy Manual. Three-Month Members **shall be exempt** from payment of dues, assessments, and dining room and beverage minimums but shall pay all Club balances and other financial obligations as determined annually by the Board of Directors. Three-Month Members are entitled to propose and/or endorse candidates for Membership and serve on committees, but are **not** eligible to serve on the Nominating Committee, are **not** entitled to vote, and are **not** eligible for election to the Board of Directors. At any point in the three-month term, but no later than the end of the term, the Three-Month Member may request a change to Active, Junior, Annual Non-Resident or Six-Month Non-Resident.
- b. **Non-Resident Members**
- i. **Annual Non-Resident Members** are those Members who legally reside outside of Milwaukee, Ozaukee, Waukesha, Washington, or Racine Counties, and who have made

application in writing to and/or have been approved by the Board of Directors to transfer to Non-Resident Membership. Annual Non-Resident Members in good standing shall pay all Club account balances, dues, fees, event and dining charges, inclusive of the annual dining room and beverage minimums, and other financial obligations as determined annually by the Board of Directors. Annual Non-Resident Members in good standing, shall be entitled to vote, propose and/or endorse candidates for Membership, and shall be eligible to serve on committees but shall **not** be eligible to serve on the Nominating Committee, and shall **not** be eligible for election to the Board of Directors.

- ii. **Six-Month Non-Resident Members** are those who reside outside Milwaukee, Ozaukee, Waukesha, Washington, or Racine Counties at least six (6) months of the year, whether or not residency has been established outside these counties, and who made application in writing to and/or have been approved by the Board of Directors to transfer to Six-Month Non-Resident Membership. Six-Month Non-Resident Members shall choose the **six (6) consecutive** months that their Membership will be active for each fiscal year. Six-Month Non-Resident Members shall pay all Club account balances, dues, fees, assessments, event and dining charges, inclusive of the annual dining room and beverage minimums and other financial obligations as determined annually by the Board of Directors. Six (6) Month Non-Resident Members shall be entitled to vote, propose and/or endorse candidates for Membership, and shall be eligible to serve on committees but shall **not** be eligible to serve on the Nominating Committee, and shall **not** be eligible for election to the Board of Directors.

Section 4. Admission of New Members.

- a. **Qualifications & Admission of New Members.** Member candidates acknowledge and agree, upon acceptance of Membership, to abide by the Member Expectations and Privileges and Financial policies as set forth in Art. III, Section 1 and 2 and other Bylaws and policies approved by the Board of Directors and as set forth in the Membership Policy Manual.
- b. **Proposal and Endorsement of New Members.** Candidates shall be proposed and endorsed by either:
 - i. A qualified Member proposer and a qualified Member endorser, or
 - ii. At the discretion of the Membership Committee, under the signature of the Membership Director.
- c. **Approval and Election.** Applications approved by the Membership Committee shall be submitted to the Board of Directors. All candidates for Membership may be elected by an in person or electronic ballot by a majority vote of the entire Membership of the Board of Directors in favor of the application.
- d. **Financial Expectations of New Members**
 - i. Upon notification of election to Membership the accepted Members shall make arrangements for payment of initiation fees and obligations as determined by the Board of Directors.
 - ii. Dues, fees, assessments, and dining room and beverage minimums will be prorated monthly, effective the month following acceptance of Membership.
 - iii. An accepted candidate for Membership who fails to arrange payment of financial obligations within thirty (30) days after acceptance of Membership shall, after proper notification, forfeit the right to Membership.

Section 5. Transfer, Resignation, Removal, and Reinstatement.

Changes in Membership classification shall be initiated upon Member action in accordance with the Bylaws and policies approved by the Board of Directors and contained in the Membership Policy Manual.

- a. **Transfer.** A Member shall transfer Membership Classifications by making an application to the Board of Directors. All classification change transfers requests must be received, in writing, to the business office by **March 1** for approval by the Board of Directors **except** with regard to the

Three-Month, Legacy, Junior, Honorary and Business Memberships. Initiating Membership Classification changes due to a change in life circumstances shall be the responsibility of the Member except in the case of Junior Members.

- i. All Membership classification transfer requests will be effective at the beginning of the next fiscal year, **except** that a transfer from Three-Month, Legacy, Junior, Honorary and Business Memberships to any other Member category or arising from Hardship or other circumstances, shall be effective immediately upon approval of the Board of Directors. Members seeking to transfer to a new classification must be a Member in good standing and must be qualified under the terms of requested Member classification as set forth in Article III, Section 3.
- b. **Eligible Transfers** shall include the following Membership Classification changes:
 - i. **From Active to:** Merited, Life, Business, Annual Non-Resident, Six-Month Non-Resident.
 - ii. **From Associate to:** Merited, Life, Business, Annual Non-Resident, Six-Month Non-Resident.
 - iii. **From Merited to:** Life, Business, Annual Non-Resident and Six-Month Non-Resident.
 - iv. **From Life to:** Business, Annual Non-Resident Six-Month Non-Resident
 - v. **From Legacy to:** Active, Business, Annual Non-Resident, Six Month Non-Resident, Junior. Any classification transfer must be initiated on or before the earlier of the Legacy Member's fifth anniversary as a Legacy Member or the Legacy Member's fortieth birthday. If such transfer is not timely made then the Legacy Member will cease to be a Member.
 - vi. **From Junior to:** Active, Business, Annual Non-Resident, Six-Month Non-Resident. A Junior Member upon reaching the age of forty (40) will be notified by the Club of the need to transfer classification.
 - vii. **From Honorary to:** Active, Junior, Annual Non-Resident, Six-Month Non-Resident, Business. At any point in the term, the Honorary Member may request a change to Active, Junior, Business, Annual Non-Resident or Six-Month Non-Resident.
 - viii. **From Business to:** Active, Junior, Merited, Life, Annual Non-Resident, Six-Month Non-Resident. A Business Member may request a change of Membership Classification to Active, Junior, Merited, Life, Annual Non-Resident or Six-Month Non-Resident at any time or when he or she leaves the business.
 - ix. **From Three-Month to:** Active, Business, Junior, Annual Non-Resident, Six-Month Non-Resident. A Three-Month Member may request a change of Membership Classification at any point in the three-month term, but no later than the end of the term.
 - x. **From Annual Non-Resident to:** Active, Business, Merited, Life, Six-Month Non-Resident.
 - xi. **From Six-Month Non-Resident to:** Active, Business, Merited, Life, Annual Non-Resident.
- c. **Resignation.**
 - i. Members seeking to resign shall deliver a written resignation or electronic request with a postal date or electronic date no later than March 1 to the Membership Director or the President of the Board of Directors.
 - ii. The Board of Directors may also act to allow resignations due to Hardship on resolution of the Board of Directors and terms of the Hardship Policy as approved by the Board of Directors and as stated in the Board of Directors Policy Manual.
 - iii. Resignations will be effective on the last day of the current fiscal year. Requests received with an electronic or postal date after March 1 will be considered for the **following fiscal year**.
 - iv. Resignation requests are submitted to the Board of Directors for timely action and are not final until approved in accordance with the Club Bylaws and policies approved by the Board of Directors.

- v. Members resigning are held responsible for all financial obligations incurred through the end of the fiscal year. There will be no refund of prepaid dues, the initiation fee, or assessments.
- d. **Removal.** Any Member may be removed by an affirmative vote of two-thirds ($\frac{2}{3}$) of the Board of Directors entitled to vote at a duly authorized meeting of the Board of Directors, whenever in its judgment it is in the best interests of the Club.
- e. **Reinstatement.**
 - i. Any individual who has been a Member and has resigned in good standing may make an application to the Board of Directors to be reinstated. Reinstatement will be at the recommendation of the Membership Committee and on approval of the Board of Directors.
 - ii. The Board of Directors, upon written request and payment of outstanding indebtedness, may vote reinstatement following Board of Directors action declaring forfeiture of Membership. Financial responsibility accrued prior to a Member forfeiting Membership shall be resolved by action of the Board of Directors, taking all circumstances into consideration.
 - iii. A Reinstatement Fee may be set by the Board of Directors. Other Membership fees appropriate to the category for the Member reinstatement also apply. Arrangement for the payment of all fees and satisfaction of outstanding indebtedness must be made before Membership privileges commence.

ARTICLE IV

Meetings of Members and Quorum

Section 1. Annual Meeting.

The Annual Meeting shall be held on the fourth Friday of April of each year, or at such other time and date within fifteen (15) days thereof and prior to the end of the fiscal year, as may be authorized by the Board of Directors. Member meetings shall be held at the Woman's Club of Wisconsin. The Annual Meeting is open to Club Members only. The Annual Meeting shall be designated as President's Day to honor past Presidents.

- a. **Notice of Meeting.** The Secretary is required to give the Membership written notice of the Annual Meeting at least fifteen (15) days prior to said meeting. Notice shall be provided in a first class mailing or may be provided using means of electronic transmission as determined by the Board of Directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Member at the Member's address as it appears on the records of the Club. The notice shall include a description of any matter or matters that must be approved by the Members. The meeting notice shall contain a general statement that matters other than those specifically described in the notice may be considered at the meeting.
- b. **Purpose.** At the Annual Meeting the Members shall elect the Club Officers and Directors of Standing Committees, shall consider the annual reports of Officers and Directors, proposed Bylaws changes, business as recommended by the Board of Directors and such other business as may come before the meeting. It shall additionally afford Members opportunity to provide comments and make recommendations for consideration by the Board of Directors.
- c. **Issues raised by Members.** Members seeking to bring a matter of business to the Annual Meeting shall submit a written request to the President of the Board of Directors no later than seven (7) days prior to the March meeting of the Board of Directors.

Section 2. Special Meetings of the Membership.

Special Meetings of the Membership may be called by the President, a majority of the Board of Directors, or Twenty-five (25) voting Members.

- a. **Notice:** The request for a Special Meeting of the Membership shall be signed, dated and delivered to the Secretary of the Board of Directors, thirty (30) days prior to said meeting. The requests shall state the time, date, purpose and matters of business to be transacted. The Secretary is required to give the Membership written notice and purpose of meeting at least fifteen (15) days prior to said

meeting. Notice shall be provided in a first class mailing or may be provided using means of electronic transmission as determined by the Board of Directors. If mailed such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Member at the Member's address as it appears on the Club records.

Section 3. Business.

Business of the Club shall be transacted only at the Annual Meeting unless notification procedures for Special Meetings of the Membership, as enumerated in Article IV, Section 2, have been followed. The minutes of Club meetings shall be approved by the Board of Directors at its next regular Board of Directors meeting.

Section 4. Quorum and Voting.

Quorum. The Club Members present in person shall constitute a quorum at all meetings of the general Membership of the Club.

a. Voting.

- i.** Each Member in good standing is entitled to one vote on each matter voted on by the Members, unless otherwise limited by the Membership classification as set forth in Article III, Section 3.
- ii.** A vote by voice shall be taken to confirm approval on each matter voted, inclusive of absentee votes where applicable. If a voice vote is not decisive, the Members shall vote by paper ballot in accordance with the process identified in the Membership Policy Manual.
- iii.** A majority of the votes entitled to be cast by the Members present in person or represented by an absentee ballot shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by this chapter, the Articles of Incorporation or the Bylaws.

Section 5. Absentee Ballots.

- a.** Members eligible to vote may request ballots from the Club office. Ballots will be available 15 days prior to the Annual Meeting and two days before a Special Meeting of the Membership. Absentee ballots must be delivered, with delivery to include electronic means, to the Club office by 4 PM on the day prior to the Member Meeting by the date specified in order to be counted. Ballots received by electronic means shall be printed.
- b.** In the event that Members present at a meeting vote to amend any matter of business stated on the absentee ballot, absentee votes would be invalid with respect to the matter amended.

ARTICLE V

Board of Directors

Section 1. Membership.

The Board of Directors shall consist of Club Officers and the Directors of all Standing Committees. Special Committee Chairs deemed necessary by the President or the Board of Directors, may be included but shall not be eligible to vote.

Section 2. Qualifications and Expectations.

Standing Committee Directors and Officers shall be Club Members in good standing in accordance with Article III, Sections 1 and 2 and shall be qualified in accordance with Membership Classifications Article III, Section 3. Standing Committee Directors and Officers shall be expected to attend the majority of meetings of the Board of Directors, to present a report on any activities pertaining to their responsibilities and shall meet other requirements and expectations as determined by the Board of Directors and as set forth in the Board of Directors Policy Manual.

Section 3. Tenure.

The Officers, with the exception of the President Elect, and Directors of Standing Committees, shall be

elected for two-year terms and shall be eligible to serve in one position for a maximum of two (2) consecutive terms.

- a. If a Standing Committee of the Club is eliminated by amendment of these Bylaws, the Director of that Committee shall continue to be a Member of the Board of Directors serving as a Director at large until the expiration of the Director's term.
- b. The terms of the Officers and Directors shall be staggered so as to provide continuity of the Board of Directors

Section 4. Duties.

The Board of Directors shall have general charge of the affairs and funds of the Club and shall see that the Articles of Incorporation and the Bylaws are enforced. The Board of Directors may delegate any or all of its power to any Members named by it, but the duties and powers conferred upon committees shall not relieve the Board of Directors from full responsibility and supervisory power in relation thereto.

- a. The Board of Directors shall designate the bank or other depository for all monies and securities. It shall approve the selection of the auditors, attorneys, and investment counsel.
- b. The Board of Directors shall review and approve the minutes of the Annual Meeting, Special Meetings of the Membership and all meetings of the Board of Directors
- c. The Board of Directors shall recommend, consider and adopt policies as deemed necessary for inclusion in the Board of Directors Policy Manual or Membership Policy Manual.
- d. The Board of Directors may not sell Club owned real estate without the consent of the Membership given at a Meeting of the Membership with the voting procedure as set forth in Article IV.
- e. If it is in the best interests of the Club, the Board of Directors may consider and recommend a Resolution to Amend the Bylaws and direct the question to a vote of Members in accordance with the terms as stated in Bylaws, Article XII.
- f. If it is in the best interests of the Club, the Board of Directors may consider and recommend a Resolution to Dissolve and direct the question to a vote of Members in accordance with the terms as stated in Articles of Incorporation, Article X and Article XI and as referenced in Bylaws, Article XIII.
- g. The Board of Directors shall also ensure oversight and performance of the Financial Responsibilities enumerated in Bylaws, Article VIII.

Section 5. Elections of Directors and Officers.

- a. **Candidate Slate.** After presentation to and acceptance by the Board of Directors, the Nominating Committee shall present Membership with a slate of candidates. All Member candidates for consideration must be in good standing, qualified under their Member Classification, and have been a Member of the Club for at least two years. Candidates shall be presented for election as follows:
 - i. In even-numbered years the President Elect, Secretary, Director of Historic Building, Director of Marketing, Director of Membership, and Director of Personnel shall be elected.
 - ii. In odd-numbered years the Treasurer, Director of Community Outreach, Director of Foundation, and Director of Programs and Activities shall be elected.
- b. **Election Process.** The Standing Committee Directors and Officers shall be elected by ballot at the Annual Meeting from a slate proposed by the Nominating Committee and accepted by the Board of Directors, and inclusive of the names of consenting write-in candidates. The slate shall be posted at the Club on the bulletin board and by electronic means no later than thirty days (30) days prior to the meeting.
 - i. The names of consenting write-in candidates shall be filed with the Secretary at least fifteen (15) days prior to the meeting. Their names shall be added to the posted slate and shall be placed on a printed ballot.
 - ii. There shall be no nominations from the floor.

- iii. If there are no additions to those named on the slate proposed by the Nominating Committee, election by ballot shall not be necessary and voting shall be by a voice vote, in accordance with Annual Meeting Process.

Section 6. Vacancies, Resignation, Removal.

- a. **Vacancy.** A vacancy in any Principal Office, with the exception of the President, or Director of a Standing Committee position due to death, resignation, disqualification, removal or otherwise, the unexpired term may be filled before the next Annual Meeting at the recommendation of and by the affirmative vote of the Board of Directors members at any meeting of the Board of Directors.
- b. **Resignation.** An Officer or Standing Committee Director, with the exception of the President, may resign from a position at any time by filing a written resignation letter with the President of the Board of Directors. The President may resign at any time by filing a written resignation letter with a Member of the Executive Committee of the Board of Directors.
- c. **Disqualification or Removal.** Any Officer or Standing Committee Director may be declared disqualified when no longer a Member in good standing or may otherwise be removed by an affirmative two-thirds ($\frac{2}{3}$) vote of the Board of Directors entitled to vote at a duly authorized meeting, whenever in its judgment it is in the best interests of the Club. Election or appointment shall not of itself create contract rights.
- d. **Vacancy Process.**
 - i. If an Officer, exclusive of the President, is temporarily unable to serve for an extended period or fulfill his or her term the Board of Directors shall vote to appoint a qualified Officer or Standing Committee Director to assume the duties of that office.
 - ii. In the event of the President's inability to serve or continue to fulfill his or her term in the year when the President Elect is not in office, the immediate past President, eligible to serve as member in good standing, shall assume the responsibilities of the presidency for a period of no longer than thirty (30) days during which time a meeting of the Executive Committee shall be called to select a President Pro Tempore.
 - iii. If a Director of a Standing Committee is temporarily unable to serve for an extended period, or fulfill his or her term, or if a vacancy otherwise arises outside the normal election period, the Board of Directors shall appoint a qualified Member to assume the duties of that office.
 - iv. The **Nominating Committee** may be asked to convene and to assist in recommending candidates to the Board of Directors or Executive Committee in the instance when a Board of Directors or Officer Vacancy arises mid-term.

Section 7. Meetings

- a. **Regular Meetings of the Board of Directors.** Regular Meetings shall be held monthly on the fourth (4th) Tuesday unless otherwise designated by the Board of Directors.
- b. **Special Meetings of the Board of Directors.** A Special Meeting of the Board of Directors may be called by the President or at the request of three Directors.
- c. **Notice.** Notice of all Regular and Special meetings shall be given to each Director at least seven (7) days before the time appointed for the meeting unless the Board of Directors waives this right by agreement. The Notice shall include the purpose of the meeting, date, time, place, and whether the meeting shall occur in person or by electronic means.
- d. **Quorum and Voting.** A majority of the Board of Directors Membership shall constitute a quorum for the transaction of business.
 - i. Directors may participate in a Regular or Special Meeting in person or conduct the meeting through the use of, any means of communication by which any of the following occurs: (a) all Directors participating may simultaneously hear each other during the meeting; or (b) all communication during the meeting is immediately transmitted to each participating Director, and (c) each participating Director is able to immediately send messages to all other participating Directors. A Director participating in a meeting by

- electronics means is deemed to be present in person at the meeting.
- ii. A majority voice vote of Members present shall confirm approval on each matter voted. If this is not decisive, a vote by show of hands may be called.
- iii. The President or three members of the Board of Directors may consider a matter for action by the Board of Directors through a written or email communication under the following conditions:
 - I. The Board of Directors and/or Committee has had a thorough discussion of the situation at a meeting and has requested clarification of options or further information.
 - II. The President has determined that the situation requires immediate attention and action. In that case, the President must be available for telephone consultation to ascertain any pertinent information to satisfy their questions, and may consult with other Members of the Board of Directors and/or the Executive Committee.
 - III. When a signed and endorsed application for a Membership candidate is presented, the Board of Directors may act to approve a request to accept the candidate.

ARTICLE VI

Officers

Section 1. Principal Officers.

The Principal Officers of the Corporation shall be the President, President Elect, Secretary, and Treasurer. The President, President Elect, Secretary and Treasurer shall serve as Members of the Executive Committee.

Section 2. Duties of Officers.

Officers shall be qualified and Members in good standing in accordance with Article III, Sections 1 and 2 and shall meet other requirements and expectations as determined by the Board of Directors and as set forth in the Board of Directors Policy Manual.

- a. **President.** The President shall preside at all meetings of the Club and of the Board of Directors, inclusive of the Executive Committee, Annual Meeting, Special Meeting and Foundation Board of Directors, and shall perform such other duties as usually pertain to the office of President and additional duties as approved by the Board of Directors. The President shall have authority to sign, execute and acknowledge, on behalf of the Club, documents or instruments in the course of the Club's regular business, or other items authorized by resolutions of the Board of Directors. The President shall be an ex officio Member of all committees except the Nominating Committee.
- b. **President Elect.** The President Elect shall serve for one year and shall render the President any assistance required. In the case of absence or disability shall discharge the duties of President. The President Elect shall perform such additional duties as approved by the Board of Directors. The President Elect shall assume the offices and duties of President one year after election. The President Elect shall be an ex officio Member of all committees except the Nominating Committee.
- c. **Secretary.** The Secretary shall keep minutes of the meetings of the Club, Board of Directors, Executive Committee, Annual Meeting, and Foundation Board of Directors. The Secretary shall also assist the President in supervising absentee ballots and elections, shall give and receive all notices in accordance with the provisions of these Bylaws or as required by law and shall be the custodian of the Club's records; and shall perform such other duties as usually pertain to the office of Secretary as approved by the Board of Directors. The Secretary shall be an ex officio Member of all committees except the Nominating Committee.
- d. **Treasurer.** The Treasurer shall oversee all financial aspects for the Board of Directors including publishing monthly reports to the Board of Directors regarding income and expenses to date versus budget and projections for the year. The Treasurer shall see that a true and correct accounting of the financial transactions of the Club and that the operating and capital budgets be presented to the Board of Directors. The Treasurer shall have authority to sign, execute and

acknowledge, on behalf of the Club, documents or instruments in the course of the Club's regular business, or other items authorized by resolutions of the Board of Directors. The Treasurer shall be the Director of the Finance Committee and preside at all of its meetings, shall have custody of all monies and valuable papers and property, and shall perform such other duties as usually pertain to the office of Treasurer as approved by the Board of Directors. The Treasurer shall be an ex officio Member of all committees except the Nominating Committee.

ARTICLE VII

Committees

Section 1. Executive Committee

The Executive Committee of the Board of Directors shall include the President, President Elect, Secretary, and Treasurer. Past Presidents, other Board of Directors Members, Special Committee Directors, and Leadership Team as designated, per issue, by the President may be included but shall not be eligible to vote.

- a. The Executive Committee shall meet at the call of the President and may exercise all the powers and duties of the Board of Directors between meetings of the Board of Directors. Meetings of the Executive Committee may be held without notice at such times and places as agreed upon by the Executive Committee.
- b. The Executive Committee may not propose changes in the Bylaws, nor make rules and regulations governing nominations or elections, nor initiate the taking of any referendum or poll of the Membership, unless otherwise specifically authorized by the Board of Directors.
- c. A majority of the Members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. A majority vote of the Executive Committee is required for action. When a majority is not determined, the item shall return to the Board of Directors for resolution.
- d. The Executive Committee shall keep minutes of its proceedings. All actions of the Executive Committee must be reported to the Board of Directors at its next regular Board of Directors Meeting. Decisions of fiscal impact must be submitted to the Finance Committee and approved by the Board of Directors.
- e. **Action Without a Meeting.** Any Executive Committee action may be taken without a meeting if consent of the Executive Committee is in writing, setting forth the action so taken, exists. It shall be signed by all of the voting Members of the Executive Committee.

Section 2. Standing Committees.

Standing Committee Directors are elected as Members of the Board of Directors. The Club Standing Committees shall be the Community Outreach, Finance, Foundation, Historic Building, Marketing, Membership, Personnel, and Programs and Activities Committees. Standing Committee Directors shall be Members of the Board of Directors and shall provide reporting, committee oversight and direction in accordance with the Bylaws and Policies as contained in the Board of Directors/Membership Policy Manuals A. Each committee consists of the Director, who serves as Chair, and additional Club Members who are invited or have expressed interest. The President, President Elect, Treasurer, and Secretary shall serve as ex officio Members of all standing committees. Vacancies of Standing Committee Directors shall be filled by the Board of Directors for the remainder of the unexpired term.

- a. **Standing Committee Members.**
 - i. Shall not have set terms and shall be able to join or withdraw from committee Membership.
 - ii. Shall contact the Director to confirm participation in the committee. Committee participation may in some instances be limited by the policies of the Board of Directors.
- b. **Purpose of Standing Committees.**
 - i. **The Community Outreach Committee.** The purpose of the Community Outreach Committee is to encourage and coordinate the Club Members Community engagement and outreach in support of the Club's social welfare mission. The Community Outreach

- Committee plans opportunities for Club Members to volunteer as a Club group and enlists Club Members in support of drives on behalf of Greater Milwaukee Area Charities.
- ii. **The Finance Committee.** The purpose of the Finance Committee is to provide general supervision of the financial affairs of the Club and its property. It shall supervise and require reports from the Investment subcommittee. Through the Treasurer, it shall make financial recommendations to the Board of Directors. The Finance Committee shall consist of the Treasurer as presiding officer, the President, the Director of Historic Building, the Director of the Foundation, the Chair of the Investment Committee of the Club and the Foundation, as well as additional Members approved by the Finance Director in accordance with Finance Committee policies as approved by the Board of Directors and contained in the Board of Directors Policy Manual.
 - iii. **The Foundation Committee.** The purpose of the Foundation Committee is to increase awareness of the Woman's Club of Wisconsin Foundation and grow the Foundation through donor appeals, planned giving and special events. The membership of this committee shall be limited to the Foundation Director, the Grant Allocation Chair of the Foundation, the Investment Chair of the Foundation and such other Chairs of Foundation subcommittees as appropriate, who shall support liaison functions between the Woman's Club of Wisconsin and the Woman's Club of Wisconsin Foundation.
 - iv. **The Historic Building Committee.** The purpose of the Historic Building Committee is to oversee maintenance and aesthetic improvements of the Club and its property. Its responsibilities include inspection of exterior and interior components, planning enhancements to interior spaces, art and decorative arts collection management, greenspace supervision, and the Club's docent program.
 - v. **The Marketing Committee.** The purpose of the Marketing Committee is to design and develop an overall marketing strategy promoting the Club's strengths and unique mission and causes. Committee Members work in collaboration with other constituent groups to ensure high quality marketing and direction of the brand.
 - vi. **The Membership Committee.** The purpose of the Membership Committee is to be responsible for supporting Members at all stages of Membership. Its focus is to retain current Members and to attract new ones. It organizes prospective and new Member events. All candidate requests for Membership are first submitted to and considered by the Membership Committee for recommendation and then submitted to the Board of Directors for approval. The Board of Directors may consider these at a regular meeting but can also approve via means of electronic transmission in accordance with policies approved by the Board of Directors and contained in the Board of Directors Policy Manual.
 - vii. **The Personnel Committee.** The purpose of the Personnel Committee is to oversee the implementation and execution of personnel policies, administration and practices essential to Club business operations and Member support. Policies and practices shall be in compliance with all laws, subject to the approval of the Board of Directors and consistent with the best interests of the Club.
 - viii. **The Programs and Activities Committee.** The purpose of the Programs and Activities Committee is to oversee the development and presentation of Member-driven programs and events providing cultural, educational and social activities. This Committee collaborates with other Club interest groups to deliver well-balanced programming.

Section 3. Special Committees.

Special Committees shall be appointed as recommended by the President or the Board of Directors and approved by the Board of Directors. The Chair of the committee, purpose, intended scope and term, meeting structure, reporting expectations and Membership qualifications shall be approved when the committee is appointed and shall be confirmed annually. A Special Committee Chair may be included at a Board of Directors Meeting as deemed necessary by the President or the Board of Directors but shall not

vote. When the purpose of the Special Committee has concluded, the Committee Chair shall prepare a final report for submission to the Secretary of the Board of Directors for acceptance by the Board of Directors and for inclusion with Club records. A Special Committee is created to perform a specific purpose and is dissolved by Board of Directors action when the purpose is served with tasks completed and the final report is given.

- a. **The Nominating Committee.** The purpose of the committee shall be to prepare a slate of Officer and Standing Committee Director candidates to be presented to the Board of Directors at its January meeting. The names on the slate will be posted on the Club bulletin board no later than thirty (30) days prior to the Annual Meeting.
 - i. **Committee Membership.** The committee shall consist of a Chair and four at-large Club members who are each approved and appointed annually by the Board or Directors and shall not serve more than two consecutive years.
 - ii. **Committee Chair.** The Chair of the Nominating Committee is to be recommended by the President and approved by the Board of Directors no later than the October meeting of the Board of Directors annually. The Chair of the Nominating Committee shall have had prior Club experience as an active Member of the Board.
 - iii. **Members-at-Large.** Members-at-Large are recommended by the Board of Directors and the Chair of the Nominating Committee and approved by the Board of Directors no later than the November meeting of the Board of Directors annually. All committee members shall be in good standing. At least one of the Nominating Committee members-at-large shall have current or recent Woman's Club of Wisconsin Board of Directors experience.
 - iv. The **Nominating Committee** may be asked to convene and to assist in recommending candidates to the Board of Directors or Executive Committee in the instance when a Board of Directors or Officer Vacancy arises mid-term.
- b. **The Governance Committee.** The purpose of the Governance Committee is to ensure that Club oversight, organizational structures, processes and practices are consistent with the Club's Mission, Bylaws, and governance policies. It shall regularly review the mission statement, governing documents and Board of Directors and Membership Policy Manuals, and make recommendations as necessary to ensure ongoing improvement, and strategic objectives in the best interests of the Club. It shall preserve the historic records, library, legal compliance documents and organizational documents of the club.

ARTICLE VIII

Finance

Section 1. Fiscal Responsibility.

The Board of Directors has the fiduciary responsibility for the financial integrity of the Club.

Section 2. Fiscal Year.

The fiscal year of the Club shall be May 1 through April 30 of the following year.

Section 3. Audit.

The financial records and accounts of the Club shall be kept in accordance with generally accepted accounting principles and shall be audited annually by a certified public accountant approved by the Board of Directors. The audit report will be available to Members upon request.

Section 4. Board of Directors Financial Responsibilities.

- a. The Board of Directors shall consider and approve the annual operating and capital budgets as recommended by the Finance Committee no later than the end of March.
- b. The Board of Directors shall consider and approve dues, fees, assessments and dining room and beverage minimums for each Membership classification. Such assessments may include the Capital Improvement Fund Assessment, or such other assessments as might be deemed necessary by the

Board of Directors.

- c. The Board of Directors shall consider and approve financial policies applicable to Member delinquencies and such other financial policies applicable to new, current and resigning Members as are included in the Finance Policies or Membership Policy Manual and approved by the Board of Directors.
- d. The Board of Directors shall consider and approve the financial expectations of Members as stated in Article III Section 2 annually.

ARTICLE IX

Checks, Deposits, Contracts and Loans

Section 1. Checks and Deposits.

- a. **Deposits.** All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.
- b. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by such Officer or Officers, agent or agents of the Club and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 2. Permanent Funds.

- a. **Contingency Fund.** The purpose of this fund shall be to provide for unexpected losses and emergency repairs or expenses. At the end of the fiscal year, excess Club income over expenses may be placed in this fund along with the interest on this fund. Withdrawal from the fund shall be by Board of Directors action. Policies shall be established and approved by the Board of Directors for the management, investment and distribution of these funds.
- b. **Capital Improvement Fund.** The purpose of this fund shall be to accumulate money to finance necessary improvements of the Club's historical building and to update existing equipment. Monies for this fund shall be accumulated from the interest on this fund and from assessment of the Members. On an annual basis, the Board of Directors shall approve the Capital Improvement Fund Assessment, which has been endorsed by the Finance Committee. Withdrawal from this fund shall be by Board of Directors action. Policies shall be established and approved by the Board of Directors for the management, investment and distribution of these funds.
- c. **Living Legacy Fund.** The purpose of this fund is to provide monies dedicated to enhancing life at the Woman's Club of Wisconsin, preserving the historic building, and helping to ensure the Club endures for generations to come. Monies and interest for this fund shall be accumulated from donations to the Woman's Club of Wisconsin. Withdrawal from this fund shall be by Board action. Policies shall be established and approved by the Board of Directors for the management, investment and distribution of these funds.

Section 3. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Club, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Club shall be executed in the name of the Club by the President and by the Treasurer and, when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing Officer or Officers.

Section 4. Loans.

No loans shall be contracted on behalf of the Club, and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances as set forth by the Financial Policies of the

Club as approved by the Board of Directors.

Section 5. Investments.

The Board of Directors may adopt a formal investment policy (the “Investment Policy”) with respect to the management of the Club’s investment portfolio. At least annually, the Investment Committee and the Board of Directors shall (a) review the Club’s investments and applicable prudence, liquidity and diversification standards; and (b) examine actual investments and investment alternatives in depth by (i) comparing actual investment results to the results reported for alternative investments; (ii) comparing the characteristics of alternative investments and investment vehicles; and (iii) examining and reconsidering the Investment Policy.

- a. **Appointment of Investment Advisor.** The Board of Directors may appoint one or more investment managers to supervise and direct the investment and reinvestment of all or any portion of the Club’s investment assets. The Board of Directors shall furnish the investment manager with the written Investment Policy for investment. The Club may pay such compensation to any investment manager as the Board of Directors shall deem reasonable.
- b. **Distributions.** The Club may make distributions of unrestricted funds in furtherance of its tax-exempt purposes in the manner determined by the Board of Directors.

ARTICLE X

Indemnification

Section 1. Liability and Indemnity of Officers and Directors.

- a. **Liability of Directors and Officers.** Except as otherwise provided by law, no Director or Officer shall be liable to the Club, or any person asserting rights on behalf of the Club, its Members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or Officer, unless the person asserting liability proves that the breach or failure to perform constitutes: (i) a willful failure to deal fairly with the Club or its Members in connection with a matter in which the Director or Officer has a material conflict of interest; (ii) a violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe their conduct was unlawful; (iii) a transaction from which the Director or Officer derived an improper personal profit or benefit; or (iv) willful misconduct.
- b. **Indemnity of Directors and Officers.** The Club shall indemnify a Director or Officer, to the extent he or she has been successful on the merits or otherwise in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Club or by any other person, for all reasonable expenses, including fees, costs, charges, disbursements and attorney fees, incurred in the proceeding, provided the Director or Officer was a party because he or she is a Director or Officer of the Club, and in all other cases, the Club shall indemnify a Director or Officer against liability, including judgments, settlements, penalties, assessment, forfeitures, fines, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses, incurred by the Director or Officer in the proceeding, provided the Director or Officer was a party because he or she is a Director or Officer of the Club, unless the liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to the Club and the breach or failure to perform constitutes (a) a willful failure to deal fairly with the Club or its Members in connection with the matter in which the Director or Officer has a material conflict of interest; (b) a violation of criminal law, unless the Director or Officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful; (c) a transaction from which the Director or Officer derived an improper personal profit or benefit; or (d) willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, shall not, by itself, create a presumption that indemnification of the Director or Officer is not required under this Section. No indemnification is required under this Section to the extent the Officer or Director has previously received indemnification, reimbursement or allowance of expenses from any person, including the Club, in connection with the same proceeding. Determination of whether indemnification is required under this Section shall be made by the means provided pursuant to Section 181.0873 of the Wisconsin Statutes.

- c. Indemnification of Member, Volunteer, Employee, or Agent of the Club.** The Club, by its Board of Directors, may indemnify in a like manner, or with any limitations, any Member, volunteer, employee, or agent of the Club who is not a Directors or Officer with respect to any action taken or not taken in his or her capacity as such employee or agent. The foregoing rights of indemnification shall be in addition to all rights to which Directors, Officers, Members, volunteers, employees or agents may be entitled as a matter of law, by resolution of the Board of Directors, or by written agreement with the Club. All terms not otherwise defined herein referenced shall have the meaning set forth in Section 181.0871 of the Wisconsin Statutes.
- d. Maintenance of Insurance.** The Club may, by its Board of Directors, purchase and maintain insurance on behalf of any person who is a Director, Officer, Member, volunteer, employee or agent of the Club against liability asserted against and incurred by the person in his or her capacity as a Director, Officer, Member, volunteer, employee or agent, or arising from his or her status as a Director, Officer, Member, volunteer, employee or agent of the Club, regardless of whether the Club is required or authorized to indemnify the person against the same liability

Section 2. Transactions with the Club.

Any contract or other transaction between the Club and one or more of its Directors, or between the Club and any firm of which one or more of its Directors are Members or employees, or in which he, or she, is interested, or between the Club and any Club or association of which one or more of its Directors are shareholders, Members, Directors, Officers or employees, or in which he or she is interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Club which acts upon, or in reference to, such contract or transaction, and notwithstanding his, her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This Article shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto. The Directors and Officers of the Board of Directors shall acknowledge and sign the Conflict-of-Interest Policy as approved from time to time by the Board of Directors as contained in the Board of Directors Policy Manual.

ARTICLE XI.

General.

Section 1. Parliamentary Authority.

All meetings of the Club and the Board of Directors shall be governed by Robert's Rules of Order, as revised from time to time, except in cases which Robert's Rules are not consistent with the Bylaws and rules of this Club.

Section 2. Corporate Seal.

The Corporate Seal of the Club shall be inscribed "Woman's Club of Wisconsin, Milwaukee, WI," and shall be kept in the main office of the Club

Section 3. Writing.

The term “in writing” or written” as used within these bylaws include communications that are transmitted or received by electronic means.

Section 4. Sign.

The word “sign” as used within these bylaws includes executing an electronic signature.

ARTICLE XII**Amendments.**

The Bylaws may be amended or repealed at any Meeting of the Membership (the Annual Member Meeting or a Special Meeting called for that purpose) in accordance with Article IV by a vote of two-thirds ($\frac{2}{3}$) of the qualified Members in good standing present at the meeting or represented by absentee ballot, provided a copy of the proposed action has been sent to every Member of the Club at least fifteen (15) days prior to the meeting at which it is to be acted upon.

ARTICLE XIII**Dissolution**

If the Club proves unable to carry out the purpose for which it was created and it is determined to be in the best interests of the Club the Board of Directors may consider and recommend a Resolution to Dissolve and direct the question to a vote of Members at a Meeting of the Membership in accordance the terms and process as stated with Articles of Incorporation, Article X and Article XI. A two-thirds vote in favor of the Resolution to Dissolve received from ALL qualified Members in good standing is required for adoption and Dissolution. The votes tallied shall include those from qualified Members present at the Meeting of the Membership and from those represented by absentee ballots.

Amended April 26, 2018.

Amended April 30, 2021

Amended November 3, 2023