

BYLAWS OF
NETWORK FOR CHARITABLE GIVING

OF
SOUTH CENTRAL WISCONSIN

ARTICLE I. NAME

Section 1. Name. The name of the organization is the Network for Charitable Giving of South Central Wisconsin (NCGSCW).

ARTICLE II. PURPOSES AND OBJECTIVES

Section 1. Purpose. The purposes of the organization are:

- A) To provide an educational forum that will promote and support charitable giving with the intent of benefit for donors, nonprofit organizations and financial advisors.
- B) To carry on all lawful activities that support and advance the foregoing purposes within the meaning of the Internal Revenue Code Section 501(c)(3).

ARTICLE III. MEMBERSHIP

Section 1. Qualifications. Any person who is interested in charitable giving is eligible for membership.

Section 2. Membership Fees. The Board of Directors may determine from time to time the amount of annual membership fees that shall be payable to the organization and the date or dates upon which such fees shall be due and payable.

Section 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Resignation. Any member may withdraw from membership in the organization by giving written notice of such intention.

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Section 5. Termination of Membership. If any member fails to pay dues within six months from the date they become due, his/her membership shall automatically terminate.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the members shall be held during the month of February of each year, on a date and at a place to be designated by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Regular Meetings. Regular meetings of the NCGSCW will be held at least four times yearly at a location and time agreed upon by the Board of Directors. The meetings shall be devoted to subjects of interest to charitable giving professionals. The Board may also organize other meetings as it deems necessary.

Section 3. Special Meetings. Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by ten percent (10%) of the members having voting rights.

Section 4. Notice. Written notice stating the place, day and hour of any meeting of members shall be delivered by ordinary mail, email, or facsimile (fax) to each member entitled to vote not less than five (5) nor more than forty (40) days before the date of such meeting; and in the case of a special meeting the notice shall state the purpose for which it is being called.

Section 5. Quorum. A quorum shall consist of those members having voting rights present at any meeting. A vote of a majority of the quorum shall be necessary for the purpose of any matter voted on by the members.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Authority. There shall be a Board of Directors, which shall manage, supervise and control the business, property and affairs of the organization. It shall be vested with powers possessed by the organization itself including the powers to:

- a. determine the policies of the organization;
- b. identify its purposes;
- c. select, engage and remove the President of the organization;
- d. collect and disburse the funds of the organization;
- e. adopt such rules and regulations for the conduct of its business;
- f. hire professionals as needed.

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Section 2. Board of Directors. The Board shall be comprised of not less than five (5) Directors nor more than fifteen (15) Directors. There shall be four officers of the NCGSCW: President, Vice President, Secretary and Treasurer. The Board will strive to represent all geographical areas in its service area.

Section 3. Term of Office for Officers, Chairs of Committees and Directors. The members of the Board shall hold office for a three-year term and are eligible for one additional consecutive term. They will be elected by the members of the organization at the Annual Meeting. The Nominating Committee will recommend for approval, by the entire membership, the slate of Directors and Officers for the coming term.

Any Director shall be eligible to serve a maximum of two consecutive full terms as a Director except when such Director continues to serve as an Officer of the organization. After serving for two consecutive terms, a Director may not be re-nominated or re-elected to serve on the Board of Directors until one year has passed.

Section 4. Resignation. In the event of resignation of a Director before his/her term of office has been completed, nominations for his/her replacement for the unexpired term of office shall be received by the Board of Directors from the Nominating Committee. Upon receiving a majority of votes of those present and voting at a meeting of the Board of Directors, the interim appointment shall be made.

Section 5. Board Meetings. The Board of Directors shall meet at least four (4) times a year on dates and at places designated by the Board. It may meet upon the call of the President or any five (5) members of the Board. A special meeting of the Board of Directors shall be defined as any meeting called by the President or any five (5) members of the Board for which notice of intent to meet has been mailed, emailed or faxed to all members of the Board at least ten (10) days in advance of the meeting date.

Section 6. Quorum. Fifty per cent (50%) of the duly elected Directors shall constitute a quorum.

Section 7. Removal. Any Director may be removed, with or without cause, by the vote of three-fourths (75%) of the members of the Board of Directors at a regular meeting or at a special meeting called expressly for that purpose. Absence from three consecutive duly-called Board of Directors' meetings shall be cause for automatic removal.

Section 8. Compensation. Directors shall not receive any compensation for their services as members of the Board, but the Board may authorize payment by the organization of the expenses of Board members for attendance at regular or special meetings of the Board.

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ARTICLE VI. OFFICERS

Section 1. President. The President shall preside at all meetings of the members and of the Board of Directors, and shall be a member ex officio, with the right to vote, on all committees. He/she shall also, at the annual meeting of the Board of Directors and at such other times as he/she deems proper, communicate to the members and to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the organization. In addition, he/she shall perform such other duties as are necessarily incident to the office of the President.

Section 2. Vice President. The Vice President shall act in the capacity of the President in the event of the President's absence, disability or death and shall perform such other specific supervisory duties as may be assigned to him/her by the President or the Board of Directors.

Section 3. Secretary. The Secretary shall record the minutes of all proceedings of the meetings of the Board of Directors and membership. The Secretary of the organization shall have all of the powers and shall perform all of the duties commonly incident to, and vested in, the Office of Secretary of a Corporation and all other such duties as the President of the organization may designate.

Section 4. Treasurer. The Treasurer of the organization shall have all of the powers and shall perform all of the duties commonly incident to, and vested in, the Office of Treasurer of a Corporation and all other such duties as the President of the organization may designate.

ARTICLE VII. COMMITTEES

Section 1. Board Committees:

The Board will have standing committees to carry out its functions. Standing Committees will have written job descriptions that are listed in the Board manuals. Each standing committee works with, and reports to, the President.

Executive Committee: The officers identified as President, Vice President, Secretary, Treasurer and Immediate Past President shall constitute a standing Executive Committee. The Committee shall manage and direct the affairs of the organization between meetings of the Board. The Executive Committee shall function as the Nominating Committee.

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ARTICLE VIII. GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the organization shall be from January 1 through December 31.

Section 2. Financial Controls. Funds of the organization shall be handled and expended in keeping with accepted budget and accounting practices under policies established by the Board of Directors and in accordance with the applicable requirements of Section 501 (c)(3) of the Internal Revenue Code.

Section 3. Bond. On the Board's approval, any officer handling money or securities for the organization may be bonded at the organization's expense and in such amount as may be determined by the Board of Directors.

Section 4. Records. The organization shall keep accurate books and records of account and shall also keep minutes of the meetings of its membership and Board of Directors and each committee having any of the authority of the Board of Directors.

Section 5. Seal. The Board of Directors may adopt a seal and may alter it at its pleasure. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or reproduced in any manner.

Section 6. Amendments to Bylaws. These Bylaws may from time to time be altered, amended, or repealed, or new Bylaws may be adopted by a majority vote of the members at any duly-held meeting of the membership, where the proposed change has been included in the notice of the meeting.

Section 7. Indemnification. Directors, officers, and agents are hereby exempted from personal liability for the liabilities of the organization.

ARTICLE IX. DISSOLUTION CLAUSE

Section 1. Dissolution. Upon the dissolution of the organization, whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provisions for the payment of all of the organization's liabilities, (a) dispose of all of the organization's assets exclusively for the purpose of the organization in such manner as the Board of Directors shall determine, or (b) to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal

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Revenue Law), as the Board of Directors shall determine) or (c) shall be distributed to the federal government or to a state or local government for a public purpose, or (d) shall be distributed by a court to another organization to be used in such a manner as in the judgment of the court will accomplish the general purposes for which the dissolved organization was organized.
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