



**BYLAWS: PFLAG Mount Horeb Area Chapter, Inc.  
Restated and Amended February 28, 2017**

**1. PURPOSE**

PFLAG Mount Horeb Area Chapter, Inc. (the "Chapter") has been created under the laws of the State of Wisconsin and pursuant to a charter authorized by the Board of Directors of PFLAG. The Chapter shall be subject to the bylaws of PFLAG, a copy of which is attached and incorporated by reference.

The Chapter shall be operated exclusively to Support PFLAG – The purpose of this Chapter shall be to support the mission of the PFLAG organization. By meeting people where they are and collaborating with others, PFLAG realizes its vision through: support for families, allies and people who are LGBTQ, education for ourselves and others about the unique issues and challenges facing people who are LGBTQ, and advocacy in our communities to change attitudes and create policies and laws that achieve full equality for people who are LGBTQ. Under no circumstances shall this chapter fund, endorse or contribute in any way to the election campaign of a candidate for public office, or act in any way as to jeopardize the status of PFLAG as a tax- exempt corporation under Internal Revenue Code section 501(c)3.

The Chapter shall take no legal action without approval of the Board of Directors of PFLAG.

The PFLAG logo may be used on chapter publications, advertisements, and in materials to be sold for fundraising purposes, letterhead, publicity, and whatever other uses are consistent with national objectives and authorized by the chapter as set forth in PFLAG's Trademark and Trade Name Licensing Agreement

The Chapter shall maintain open communication with the PFLAG organization submitting such information as requested by the organization in a timely manner.

**2. MEMBERSHIP AND VOTING**

2.1 Membership. Membership in the Chapter is open to any person who is an incoming high school freshman or older who has paid his/her annual Individual Membership Dues or who is an identified member of a household which has paid annual Household Membership Dues. Dues shall be determined by the Board of Directors.

2.2. Annual Meeting of Members. An annual meeting of the Members shall be held on the second Tuesday in July, or at a time and place designated by the Board of Directors, with written notice of the annual meeting provided by email no less than 21 days prior to such meeting.

2.3. Voting by Members. At the annual meeting, each individual Member and each identified Household Member may cast one vote.

2.4. Quorum. – A quorum shall consist of 30% of the chapter membership. However, if 10 days' written notice of the agenda is given to membership, then agenda items may be acted upon at a meeting with ten percent of the membership in attendance. No other business shall be acted upon unless 30% of the membership is present.

2.5. Special Meeting of Members. A Special meeting of the Membership may be called by the President of the Board of Directors or at the request of 30% of the membership upon written notice provided by email no less than 21 days prior to such meeting.

2.6. Revoking Membership. The Board may by a two-thirds vote, revoke the Membership of an individual who engages in conduct unbecoming to the Chapter as described in the Code of Conduct adopted by the Board of Directors and in effect at the time of the alleged conduct, or who acts in any way as to jeopardize the status of PLAG as a tax-exempt corporation under Internal Revenue Code section 501(c)3.

### 3. BOARD OF DIRECTORS

3.1. The management, control and operation of the affairs and properties of this Chapter are vested in the Board of Directors of the Chapter (the "Board").

3.2. Composition of the Board. The Board shall consist of no fewer than three (3) and no more than ten (10) persons (the "Directors"). The exact number of Directors shall be set from time to time by resolution of the Board. When vacancies among the Directors occur by reason of death, resignation, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.

3.3. Election of the Directors: The Directors shall be elected by the Membership at its annual meeting. Qualifications for Directors and criteria for the selection process may be established from time to time by the Board. Each year, the Members shall elect the number of Directors necessary to maintain staggered terms pursuant to Section 3.4, and such additional persons as may be necessary to fill unexpired terms.

3.4. Term. A Director's term shall be for three (3) years and until such Director's successor is appointed. The Initial Directors shall be elected to a one (1), two (2) or three (3) year term to ensure staggered terms such that no more than two-thirds (2/3) of the Director's terms shall expire in the same year.

3.5. Resignation and Removal. A resignation by a Director must be in writing and is effective when received by the Secretary. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of the other Directors.

3.6. Annual Meeting. The Annual Meeting of the Board shall be held on or before September 30 of each year on such day and at such place and time as determined by the President of the Chapter. The purpose of the annual meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

3.7. Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the President may designate, at the office of the Chapter or such other place as the President may designate. Special meetings of the Board may be called by the President, or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with the notice requirements of Section 3.13.

3.8. Quorum. A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board, provided that for those actions of the Board requiring more than a majority vote as provided in these Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

3.9. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present is the duly authorized act of the Board, except where otherwise provided by law or these Bylaws.

3.10. Informal Action. In accordance with Section 181.0821, Wis. Stats., any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to § 181.0821(1r) of the Wisconsin Statutes, "in writing" includes a communication that is transmitted or received by electronic means and "signed" includes an electronic signature, as defined in §181.0103 (10p) of the Wisconsin Statutes, as amended from time to time.

3.11. Compensation. Directors will not be paid compensation for their services as Directors provided that nothing in these Bylaws contained will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Chapter in another capacity or reimbursement of expenses related to undertaking the Chapter's business.

3.12. Meetings by Electronic Means of Communication. Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

3.13. Notice.

(a) Notice of meetings may be given by electronic mail (“e-mail”); provided, however, that Directors who cannot receive notices electronically shall receive notice via mail or personal delivery. Special meetings must be preceded by at least forty-eight (48) hours’ notice to each Director if notice is given by e-mail, or seventy-two (72) hours’ notice if notice is given by mail or private carrier. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier.

(b) Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation, the Bylaws, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened.

3.14. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

## 4. OFFICERS

4.1. Officers.

a. The officers of the Chapter are a President, a Vice President, a Secretary, and a Treasurer. The Board may elect such other officers as it deems desirable. No individual may fill more than one position. Each Officer may serve not more than four consecutive terms in one position.

b. Unless otherwise determined by the Board, the officers of the Chapter shall receive no salary or compensation for their services as an officer of the Chapter.

4.2. Election, Term of Office and Removal.

a. As soon as practicable after the Annual Meeting, the Board shall elect the officers of the Chapter for a term of one (1) year or until the Board again elects new officers, whichever occurs first.

b. Any officer of the Chapter may be removed from office at any time for any reason by a two-thirds (2/3) vote of all of the Directors, provided that if the officer to be removed is then a Director, he or she shall not vote on his or her removal from office.

c. A vacancy in any office because of death, resignation, removal or otherwise shall be filled by the Board for the unexpired portion of the term.

#### 4.3 President.

a. The President shall have general and active management of the affairs and property of the Chapter and shall see that all orders and resolutions of the Board are carried into effect. He/she shall preside at meetings of the Board. The President shall appoint a Director to preside over any meeting that he/she cannot attend.

b. The President may sign, with the other proper officer or agent of the Chapter authorized by the Board, any deeds, bonds, contracts or other instruments that the Board has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

4.4. Vice-President. The Vice President shall have such duties as determined from time to time by the Board. The Vice-President shall discharge the duties of the President in the event of his or her absence or inability to act.

4.5. Secretary. The Secretary shall sign documents of the Chapter from time to time as required and shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the corporate records. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board.

4.6. Treasurer. The Treasurer shall be responsible for the custody of the assets of the Chapter, and shall advise the Board respecting the Chapter's financial condition and the handling of the Chapter's monies and investments and perform such additional duties as may be assigned to the Treasurer by the Board.

### 5. STAFF

The Chapter is authorized to employ such persons as it deems necessary. The Employees shall be hired by the Board and the duties, responsibilities, and compensation of the Employees shall be at the direction of the Board.

### 6. COMMITTEES OF THE BOARD

The Board may designate by resolution one or more standing committees of the Board. Each committee shall consist of three (3) or more Directors. Each committee will have and may exercise to the extent provided in said resolution, when the Board is not in session, the powers of the Board in the management of the Chapter's affairs, except action in respect to election of officers or the filling of vacancies in the committees. The Board may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority will not operate to relieve the Board, or any member thereof, of any responsibility imposed upon him or her by law. The Board by resolution may designate one or more advisory committees that do not have the powers of the Board to manage the affairs of the Chapter. Any such committee shall include at least one (1) Director and shall have the duties set forth in the resolution of the Board designating the committee.

## 7. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1. Contracts. The Board may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

7.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter and in such manner, as is from time to time to be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by two of the officers of the Chapter.

7.3. Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositories as the Board designates.

7.4. Books and Accounts. The Chapter shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Chapter shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

7.5. Annual Audit. An annual audit of the books, records and accounts of the Chapter shall be conducted by an independent auditor after the close of each calendar year and prior to the Annual Meeting of the Board of Directors. Such auditor's report(s) shall be presented to the Board of Directors at its annual meeting.

## 8. INDEMNIFICATION

8.1. Definitions. All capitalized terms used in this section shall have the meaning given to them in Section 181.0871 of the Wisconsin Statutes.

8.2. Mandatory Indemnification. This Chapter shall indemnify a Director or Officer to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding for all reasonable Expenses incurred in the Proceeding if the Director or Officer was a party because he or she is a Director or Officer of this Chapter.

8.3. Additional Indemnification.

a. Directors and Officers. In cases not included under Section 8.2, this Chapter shall indemnify a Director or Officer against Liability incurred by the Director or Officer in a Proceeding to which the Director or Officer was a party because he or she is a Director or Officer of this Chapter, unless Liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to this Chapter and the breach or failure to perform constitutes any of the following:

(i) A willful failure to deal fairly with this Chapter 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 his or her conduct was unlawful.

(iii) A transaction from which the Director or Officer derived an improper personal profit, or

(iv) Willful misconduct.

b. Employees and Agents. The Chapter shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder.

8.4. Method of Determining Indemnification. The method for determining the rights of the Directors, Officers, employees or agents to indemnification and reimbursement under Chapter 181 of the Wisconsin Statutes, or the Bylaws of this Chapter shall be as follows:

a. By a majority vote of a quorum of the Board consisting of Directors not at the time parties to the same or related Proceedings.

b. If a quorum of disinterested Directors cannot be obtained, by independent legal counsel selected by a majority vote of the full Board, including Directors who are parties to the same or related Proceedings.

8.5. Expenses. Upon written request by a Director, Officer, employee or agent who is a party to a Proceeding, this Chapter, in its discretion, may pay or reimburse his or her reasonable Expenses as incurred if the Director or Officer provides this Chapter with all of the following:

a. A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to this Chapter.

b. A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by this Chapter, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required.

8.6. Insurance. This Chapter may purchase an insurance policy to fund all or any portion of its indemnity obligations created under this Article 8.

8.7. Indemnification Provisions Constitute a Contract. The foregoing indemnification provisions of this Article constitute a contract between the Chapter and the respective Officers, Directors and other persons described above and for whose benefit indemnification is provided under this Article.

## 9. FISCAL YEAR

The fiscal year of the Chapter begins October 1 and ends September 30. The terms of the officers and Directors shall be the fiscal year.

## 10. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of all of the Directors, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

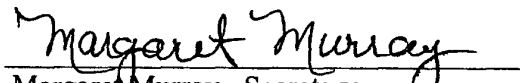
## 11. DISSOLUTION


The Chapter shall be dissolved upon the affirmative vote of two-thirds (2/3) of all the Directors. Upon dissolution, the assets shall be distributed in accordance with the Chapter's Articles of Incorporation

Adopted this 28 day of FEBRUARY, 2017.

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Alan Ferguson – President

  
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Sarah Baumgartner – Vice President

  
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Margaret Murray - Secretary

  
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Lisa Shields - Treasurer