

**BY-LAWS OF  
OURS THROUGH ADOPTION  
OF NORTHEASTERN WISCONSIN, INC.**

**ARTICLE I**

**Name**

The name of the corporation shall be Ours Through Adoption of Northeastern Wisconsin, Inc.

**ARTICLE II**

**Purpose**

The purpose of this organization is to support and to educate families before, during and after adoptive placement and other purposes approved by the Board of Directors or members and authorized by Chapter 181 of the Wisconsin Statutes.

**ARTICLE III**

**Board of Directors**

Section 3.1. General Powers. The affairs of the corporation shall be generally managed by its Board of Directors, except the Board of Directors shall not have any authority reserved to the Members as set forth in Article V, below.

Section 3.2 Number and Tenure. The number of directors shall be 6 and shall serve for the term provided below. Subject to the provisions in the Articles of Incorporation that the number of directors shall never be less than three (3), the number of directors may be increased or decreased from time to time by the affirmative vote of a majority of the number of directors of this corporation then in office.

Tenure. Each director shall hold the office for a term of one (1) year, but is eligible for re-election for up to six consecutive terms or until a qualified successor is elected upon expiration of the term of that director, or until that director's death, or until that director shall resign or shall have been removed in the manner hereinafter provided.

Section 3.3. Qualifications of Directors. Directors shall be residents of the State of Wisconsin and members of the corporation.

Section 3.4 Directors. The Directors of the Corporation shall be, but not limited to:

**Membership-** The Membership Director shall maintain membership records, and renewals, welcome new members, update membership directory, submit news to the newsletter and shall perform such other duties as occasionally may be assigned by the board of directors.

**Adoption Information-** The adoption information director shall manage the Corporation phone line, returning calls and corresponding with individuals seeking adoption information and shall perform such other duties as occasionally may be assigned by the board of directors.

**Adoption Conference-** The Adoption Conference Director shall plan and run the annual Ours Through Adoption Conference and shall perform such other duties as occasionally may be assigned by the board of directors.

**Entertainment-** The Entertainment Director shall plan family and group events for the calendar year and shall perform such other duties as occasionally may be assigned by the board of directors.

**Newsletter-** The Newsletter Director shall gather and arrange information for the quarterly newsletter. Assemble and mail newsletter throughout the year and shall perform such other duties as occasionally may be assigned by the board of directors.

**Publicity** - The Publicity Director shall publicize Corporation events through a variety of mediums and shall perform such other duties as occasionally may be assigned by the board of directors.

Section 3.5. Election A Nominating Committee selected by the Board of Directors shall recommend a slate of candidates for election to the Board. The Board may choose to serve as the Nominating Committee. All members shall be notified by April 1 via mail or electronic means of the ballot, including the names of the nominees. All Members shall be eligible to vote for the nominees or for any other eligible persons. Each family member, corporation or agency shall have one vote. Ballots shall be returned to the Secretary of the Corporation who shall tally the votes in time for the printing of the May newsletter. The nominees with the greatest number of votes shall assume the Board of Directors' seats for the terms described at Section 3.2 above commencing with the May Board meeting. In the event of a tie vote, a random drawing shall be conducted to determine the nominee to assume the Director seat. At least two Officers and one Director will be present at the drawing.

Section 3.6. Resignation. A Director may resign at any time by filing a written resignation with the Secretary of the Corporation.

Section 3.7. Removal. The Members may remove any Director of this corporation, by a vote of two-thirds of all members, at any time, after due notice at a special meeting of members called for that purpose. Any Board Member who has three (3) unexcused absences for Board meetings may be asked by the Board to resign. An absence is excused, if in advance of the board meeting, the Board Member notifies the Officer presiding over the meeting that they will be unable to attend.

Section 3.8. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, interim directors shall be appointed by the Directors of this Corporation until successors are elected under the provisions of Section 3.5 above.

Section 3.9 Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held in the month of May each year, as such time and place as the Board of Directors may determine, for the purpose of transacting such business as may

come before the meetings, including but not limited to the induction of officers for the ensuing year, to review any proposed changes and to approve the bylaws.

Section 3.10 Regular Meeting. The board of directors shall hold at least 7 regular meetings per calendar year. Meetings shall be at such dates, times, and places as the board shall determine.

Section 3.11 Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, on call of the President or secretary, and shall be called by the Secretary on the written request of any three (3) directors.

Section 3.12 Notice and Waiver of Notice.

(a) Notice. Notice of any special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice e-mailed or mailed at least seventy- two (72) hours prior thereto or faxed at least forty-eight (48) hours prior thereto to each director at his or her business or home address. The purpose of the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting, except as otherwise required by statute or by the Bylaws.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or By-laws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

Section 3.13. Quorum. A quorum shall consist of a majority of the board attending in person, through teleconferencing or other technological media for the transaction of business at any meeting of the Board of Directors. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.14 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or bylaws of the corporation.

Section 3.15 Action without a Meeting. Any action required by the Articles of Incorporation or bylaws of the corporation, or any provision of law to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if all the members of the board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the board or of the committee as the case may be.

Section 3.16. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting

before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.17. Reimbursement. Directors of the corporation shall serve without compensation. However, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters that have been authorized by the Board of Directors. Reimbursement will be made upon submission of itemized receipts to the Treasurer.

## **ARTICLE IV**

### **Officers**

Section 4.1 Officers. The principal officers of the Corporation shall be President, Vice President, Secretary, and Treasurer, each of who shall be elected by the general membership. The Board of Directors may elect such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same persons, except the offices of President and Secretary, or President and Vice President. Officers shall be members of the Board of Directors.

**President-** The president shall be a director of the corporation and will preside at all meetings of the board of directors. The president shall perform all duties to that office, subject to the control of the board of directors, and shall perform such other duties as on occasion shall be assigned by the board of directors.

**Vice President-** The vice president shall be a director of the corporation and will preside at meetings of the board of directors in the absence of or request of the president. The vice president shall perform other duties as requested and assigned by the president, subject to the control of the board of directors. The vice president shall also maintain the corporation book and audiovisual collection.

**Secretary-** The secretary shall be a director of the corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The secretary shall perform other duties as occasionally may be assigned by the board of directors.

**Treasurer-** The treasurer shall report to the board of directors at each regular meeting on the status of the corporation's finances. The treasurer shall perform other duties as occasionally may be assigned by the board of directors.

Section 4.2. Election and Term of Office. A Nominating Committee selected by the Board of Directors shall recommend a slate of candidates for election to the Board. The Board may choose to serve as the Nominating Committee. All members shall be notified by April 1 via mail or electronic means of the ballot, including the names of the nominees. All Members shall be eligible to vote for the nominees or for any other eligible persons. Each family member, corporation or agency shall have one vote. Ballots shall be returned to the Secretary of the Corporation who shall tally the votes in time for the printing of the May newsletter. The nominees with the greatest number of votes shall assume the Officers' seats for the terms described below commencing with the May Board meeting. In the event of a tie vote, a random drawing shall be conducted to determine the nominee to assume the Officer seat. At least two Officers and one Director will be present at the drawing.

Term. Each officer shall hold office from the close of the annual meeting for a term of two (2) years, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided. Terms of office may be established by the board of directors, but shall not exceed 6 consecutive years. Officers shall be eligible for re-election.

Section 4.3. Removal. The Members may remove any Officer of this corporation, by a vote of two-thirds of all members, at any time, after due notice at a special meeting of members called for that purpose. Any Officer whom has three (3) unexcused absences for Board meetings may be asked by the Board to resign. An absence is excused, if in advance of the board meeting, the Board Member notifies the Officer presiding over the meeting that they will be unable to attend.

Section 4.4. Resignation. Resignations are effective upon the secretary's receipt of written notification. The resignation of the office of the secretary shall be effective upon the president's receipt of written notification.

Section 4.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.6. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors. New offices may be created and filled at any meeting of the board of directors by a majority vote.

Section 4.7. Compensation. Officers of the corporation shall serve without compensation. However, Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters that have been authorized by the Board of Directors. Reimbursement will be made upon submission of itemized receipts to the Treasurer.

## **ARTICLE V**

### **Membership**

Section 5.1. General. This Corporation shall have members, whose authority shall include the responsibility to elect and remove Directors and Officers under Articles III and IV, respectively. Other powers of Members shall be those defined in the Bylaws or by resolution of the Board of Directors.

Section 5.2. Qualifications of Members. Membership may be granted to any individual, agency, corporation that supports the mission and purpose of the Corporation and who pays the annual membership dues set by the Board of Directors.

Section 5.3 Dues. Dues for members shall be established by the board of directors.

Section 5.4. Term of Membership. Memberships shall be co-terminus with the member's anniversary date which is the date that the member pays the corporation dues. The Membership Director shall send out membership renewal notices to all incumbent Members on their anniversary date.

Section 5.5 Termination of Membership. Any member whose dues are not paid within six months shall be removed from the membership list.

Section 5.6 Meetings and Voting. The annual membership meeting shall be held in May each year. The members need not hold meetings on any regular schedule. At the annual meeting, the members shall induct the elected directors and officers, review proposed changes, and approve the bylaws, receive reports on the group's activities, and plan activities for the following year.

Meetings of Members may be called upon five (5) days' notice in writing or via electronic notification to all Members, mailed to the last known address of each Member as maintained by the Membership Officer. Any notice is deemed sent if it is contained in the quarterly newsletter and mailed as provided in this section. A meeting of the Members may be called (a) by a resolution of the Board of Directors, (b) by the President or the Secretary of the Corporation, or (d) by any ten (10) Members of the Corporation.

Special meetings may be called by the president or at the written request of at least 5 percent of the members. Notice of meetings shall be given to each voting member by mail, e-mail, telephone, or other delivery method, not less than two weeks before the meeting.

All issues to be voted on shall be decided by a simple majority of those present at the meeting during which the vote takes place.

Section 5.7 Quorum. One-tenth of the Members of the Corporation or the majority of the board shall constitute a quorum sufficient to transact business at any meeting of the Members.

Section 5.8 Manner of Acting. All issues to be voted on shall be decided by a simple majority of those present at the meeting during which the vote takes place.

## **ARTICLE VI**

### **Financial Administration**

Section 6.1 Fiscal Year. The fiscal year of the corporation shall be July 1-June 30 but may be changed by resolution of the board of directors.

Section 6.2 Deposits. In addition to any other powers herein or by law, the Board of Directors may authorize one or more officers of the corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the corporation. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

Section 6.3 Loans. No funded indebtedness shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

## **ARTICLE VII**

## **Books and Records**

Correct books of financial account activities and transactions of the corporation shall be kept at the office of the corporation, the Treasurer. A minute book, containing all minutes of the meetings of the Board of Directors shall be kept at the office of the Secretary. A copy of the certificate of incorporation, a copy of these bylaws, a copy of financial account activities, and a copy of the minutes of the meetings of the Board of Directors shall be kept at the office of the President.

## **ARTICLE VIII**

### **Indemnification**

Every member of the board of directors, officer, or employee of the corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, or employee in connection with any threatened, pending or completed action, suit, or proceeding to which she/he become involved by reason of her/his being or having been a member of the board, officer or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. It is provided, however, that in the event of a settlement, the indemnification herein shall apply only when the board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the board, officer, or employee is entitled.

## **ARTICLE IX**

### **Amendment of Bylaws**

These bylaws may be amended by a majority vote of the board of directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.14. An annual review of the bylaws is recommended.

These bylaws were approved (or amended) at a meeting of the board of directors on September 25, 2012.