

**BY-LAWS**

**OF**

**WOMEN'S CHARITIES, INC.**

**(A Wisconsin Non-stock Corporation)**

## **MISSION STATEMENT**

Women's Charities, Inc. is established as a not-for-profit organization as described in Section 501(c)3 of the Internal Revenue Code of 1986 as amended. The mission of the Corporation is to promote and advocate the health and well-being of all women by raising awareness of and support for women's health issues, and fostering education on women's health and wellness issues.

## **ARTICLE I. OFFICES**

1.01. PRINCIPAL OFFICE. The principal office of the Corporation shall be in Milwaukee County, Wisconsin, or at such other place as the Board of Directors may from time to time designate or the purposes of the Corporation may from time to time require.

1.02. REGISTERED AGENT. The registered agent of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin shall be any of the following: (a) a natural person who resides in the State of Wisconsin; (b) a domestic corporation or a nonstock corporation incorporated in the State of Wisconsin; or (c) a foreign corporation authorized to transact business in the State of Wisconsin. The registered agent may be changed from time to time by the Board of Directors.

1.03. REGISTERED OFFICE. The registered office of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may, but need not, be the same as its principal office, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent.

## **ARTICLE II. DIRECTORS**

2.01. GENERAL POWERS. The affairs and property of the corporation shall be managed and controlled by a Board of Directors, who shall be elected annually.

### **2.02. NUMBER AND TENURE; METHOD OF ELECTION.**

A. NUMBER. The number of Directors of the corporation shall not be less than three (3), and shall be the number fixed by resolution of the Board of Directors from time to time as it sees fit. When the number of Directors is decreased by resolution adopted by the Board of Directors, each Director in office shall serve until his or her term expires, or until his or her resignation or removal as herein provided.

B. METHOD OF ELECTION. Directors of this Corporation shall be elected by majority vote of the Directors at the annual meeting of the full Board of Directors. Directors entitled to vote shall be the Directors whose terms have not expired.

C. TERM OF OFFICE. Directors shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, each class to consist of as nearly as possible, one-third (1/3) of the Directors. The Directors of the first class shall hold office for an initial term of one (1) year, the Directors of the second class for an initial term of two (2) years and the Directors of the third class for an initial term of three (3) years. At the close of each annual meeting of this Corporation, the successors to the class of Directors whose terms expire that year shall commence to hold office for a term of three (3) years, or until their successors have been elected and qualified. In the event of an increase in the number of Directors, the remaining Directors shall assign the newly created

directorship(s) to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of Directors.

2.03. RESIGNATION. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

2.04. VACANCIES. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the Directors of the corporation or until the election and qualification of his or her successor.

2.05. REGULAR MEETINGS. Immediately after each annual election, the newly elected Directors may meet forthwith at the principal office of the corporation for the purpose of organization, the election of officers and the transaction of any other business, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the Directors. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

2.06. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or Vice-President and must be called by either of them on the written request of any three (3) Directors, and shall be held at the principal office of the corporation or at such other place as the Directors may determine.

2.07. NOTICE. Except as otherwise provided herein, notice of all meetings of the Board of Directors shall be given by mailing the same at least three days, or by telecopying the same at least one day, before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

2.08. QUORUM. At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by these By-Laws. If at any meeting there is less than a quorum present, a majority of those Directors present may adjourn the meeting from time to time without further notice to any Director, and may take such other and further action as is provided in these By-Laws.

2.09. CONDUCT OF MEETING. Any business may be transacted at any meeting of the Board of Directors. At all meetings of the Board of Directors, the President or Vice-President, or in their absence, a chairman chosen by those Directors who are present, shall preside.

2.10. COMPENSATION. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or

both, may be allowed for attendance at any regular or special meeting of the Board. The Board of Directors shall have power, in its discretion, to contract for and to pay to Directors rendering unusual or exceptional services to the corporation, special compensation appropriate to the value of such services.

2.11. REMOVAL. A Director may be removed from office, with or without cause, by the vote of a majority of the other Directors of the corporation then in office, either at a regular meeting or at any special meeting called for that purpose.

2.12. INTEREST IN TRANSACTIONS. The Directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions or otherwise act for or on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of a trust, or as agents for other persons or corporations, or may be interested in the same matters as the stockholders, directors or otherwise; provided, however, that any contract, transaction or act on behalf of the corporation in a matter in which the Directors or officers are personally interested as stockholders, directors or otherwise shall be at arms' length and not violative of the proscriptions in the Articles of Incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction or other action.

2.13. POWERS OF DIRECTORS. All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of Wisconsin, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees made up of less than all of the Directors, or to officers of the corporation, such powers as they may see fit.

### **ARTICLE III. OFFICERS**

3.01. OFFICERS. The officers of the corporation shall be President and Vice President. In addition, the Board of Directors may elect or appoint additional Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, assistant Secretaries, assistant Treasurers and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors. Any two or more offices, except those of President and Vice President, may be held by the same person.

3.02. ELECTION AND TERM OF OFFICE. The President shall be elected annually by the Board of Directors from among their number, and the other officers shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit, at the first meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected and qualified.

3.03. REMOVAL. Any officer may be removed from office by the affirmative vote of a majority of all the Directors at any regular or special meeting called for that purpose, whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

3.04. VACANCIES. If any office of the corporation becomes vacant because of death, resignation, retirement, removal, disqualification, or otherwise, then a majority of the Board of Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve for the unexpired portion of the term.

3.05. PRESIDENT. The President shall preside at all meetings of the Board of Directors. He or she shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

3.06. VICE PRESIDENT. At the request of the President, or in the event of his or her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

3.07. POWERS AND DUTIES. If elected or appointed by the Board of Directors, the Secretary, Treasurer and other officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as the corporation.

3.08. SALARIES. Officers shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at any regular or special meetings. Nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity.

3.09. COMMITTEES. The Board of Directors by resolution may create one or more committees, each consisting of two or more directors designated by the Board of Directors, having such powers and duties as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. The Board of Directors may also designate persons who are not directors to serve as non-voting members of any such committee.

#### **IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

4.01. CONTRACTS. Except as otherwise provided herein, the Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instance or instrument; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

4.02. LOANS. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences 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.

4.03. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or

officers, or agent or agents of the corporation 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.

4.04. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation 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.

#### **ARTICLE V. FISCAL YEAR**

The fiscal year of the corporation shall commence on May 1st of each year and shall end on April 30th of each year.

#### **ARTICLE VI. VOTING UPON STOCK OF OTHER CORPORATIONS**

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

#### **ARTICLE VII. INVESTMENTS**

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE VIII. EXEMPT ACTIVITIES**

Notwithstanding any other provision of these By-Laws, no Director, officer, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation that is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE IX. AMENDMENTS**

9.01. BY DIRECTORS. The Board of Directors shall have the power to make, alter, amend and repeal the By-Laws of the corporation, and new By-Laws may be adopted, by the affirmative vote of a majority of the Board of Directors present or represented at any regular or special meeting of the Board of Directors at which a quorum is in attendance, except as otherwise provided by law.

9.02. IMPLIED AMENDMENTS. Any action taken or authorized by the Directors, which would be inconsistent with the By-Laws then in effect but is taken or authorized by affirmative vote of not less than the number of votes required to amend the By-Laws so that the By-laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

**ARTICLE X. SEAL**

The corporation shall have no seal.