

Bylaws of

PW Pride Inc.

A Wisconsin nonprofit corporation

Article I — Name and Purpose

Section 1

The name of the organization is Port Washington Pride, Inc. located at 518 W. Foster Street, Port Washington, Wisconsin 53074.

Section 2

This corporation is organized exclusively for charitable, literary, and educational purposes, including for such purposes as follows:

To educate others about the Queer Community
To advocate for future generations
To form a collective that is safe and inclusive
To be visible for those who have yet to show their colors

Port Washington Pride accepts philanthropic support that aligns with its purpose and is in accord with the donor's intent.

Article II — Members

Section 1

Port Washington Pride, Inc. shall have no membership based on the payment of dues.

Article III — Board of Directors

Section 1

The board is responsible for setting policy and governing the organization and holds the power to conduct the nonprofit's business and to delegate that power as needed to an agent of the board.

The Board of Directors shall consist of such number of persons not less than three (3) nor more than twelve (12) as determined by the Board of Directors at its annual meeting. Officers on the board include the Chair, Vice Chair, Secretary, and Treasurer.

Section 2

Directors shall serve for three-year terms commencing on the date of the Annual Meeting of the year of their election or until a successor has been elected. No person shall serve more than two successive three-year terms as a member of the Board of Directors provided, however, the re-election of any such person to the Board of Directors may occur after a one-year absence from the Board. Persons elected to fill unexpired terms due to resignations or removals of Directors shall, in addition to the unexpired term, be eligible to serve two successive three-year terms according to the conditions stated above. A Director shall be eligible to serve additional term(s) if required to fulfill the duties of Chair, Vice-Chair or Immediate Past Chair.

Board term limits shall be staggered to allow for continuity and stability while encouraging new perspectives as members rotate off the board. The Officers and Directors of the board will be elected in a 1-1-1-year election cycle. Starting in 2025, the Chair and Secretary will be elected to a three-year term. The Vice-Chair and Treasurer will be elected to a three-year term in 2026. And the Directors of Marketing, Events & Volunteers will be elected in 2027. The election cycle will continue in this manner going forward. The Officers and Directors not up for election in 2025 will have their current term extended until that position is up for re-election, based on the 1-1-1-year election cycle stated above.

Diversity, equity, and inclusion are valued by Port Washington Pride, Inc. and it is committed to ensuring that the members of the Board of Directors reflect the community it serves.

Section 3

In the event that vacancies occur on the Board of Directors, the remaining Directors, though less than a majority of the Board, may, by the vote of the majority of their number, fill such vacancies for the unexpired term.

To recruit eligible Directors, the officers shall appoint a nominating committee to put forward eligible candidates to fill vacancies.

Section 4

A quorum is one-third (1/3) of the directors for all purposes, except as otherwise provided by law, or by the Articles of Incorporation, at any meeting of the directors.

In cases where there is less than a quorum present at any meeting of the directors, a majority of those present or represented may adjourn the meeting to a fixed hour and place by oral proclamation and the meeting may be held pursuant to such adjournment without further notice.

Section 5

The board will meet quarterly

- (i) An annual meeting of the Board of Directors, for the election of officers, directors, and any other business which may come before the meeting, shall be held at a location in Port Washington, Wisconsin at the call of the Chair of Port Washington Pride, Inc. during the second quarter of each year. Notice of the annual meeting of the Board of Directors shall be mailed or emailed to each director at the preferred mailing address or email address appearing on the records of Port Washington Pride, at least ten days prior to the meeting.
- (ii) The Board of Directors shall provide for not less than 4 regular meetings of the Board to be held at a fixed time and place, and such meetings shall be held with at least ten days' prior notice and may consider and act upon any business of the Board, including the election of officers.
- (iii) Special meetings of the Board of Directors may be called by the Chair or by one-third (1/3) of the directors then in office at any time on five days' previous notice, or when all the members of the Board of Directors are present at such meeting. Any action taken at any meeting, notice of which is waived either before or after such meeting by every director, or at which every director is present even though held without notice, shall be valid

Section 6

Any one or more directors may participate in, and shall be deemed present at, any meeting conducted by means of communication whereby either

- (i) All participating directors may simultaneously hear each other during the meeting; or

- (ii) All communication during this meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors

Directors are required to attend all meetings in person or virtually. A director who misses three consecutive board meetings will be removed.

Any elected director may be removed from office by the affirmative vote of two-thirds (2/3) of all of the directors then in office. Directors may be removed due to failure to disclose a conflict of interest, or failure to exercise the duties of a director described in the director's position description.

At such times as the Chair deems it appropriate to discuss confidential, legal, personnel or other sensitive issues at any of the meetings of the Board of Directors or Executive Committee, an executive session may be called by the Chair and approved by the majority vote of the Board of Directors or Executive Committee, as applicable. Upon approval, the Board, or as applicable the Executive Committee, shall go into executive session from which everyone is excluded except currently serving elected Directors. The Board may invite relevant individuals, as required, for consultation. No vote may be taken in executive session except to recess, adjourn, or come out of executive session.

Section 7

For the approval of minutes, acceptance of financial reports, amendments, or policies, including the election of new members a voice vote will suffice unless at the Chair's discretion a ballot vote would seem more appropriate.

Meetings will be governed by the latest edition of Robert's Rules of Order.

Section 8

Directors shall not be compensated for their service except for reimbursement of reasonable expenses.

Article IV – Officers of the Board

Board officers include the Chair, Vice-Chair, Secretary, and Treasurer who shall be elected by the Board of Directors from among its members for terms of three years each. The Board of Directors may delegate such other duties and responsibilities as they shall deem proper.

Section 1 - Chair

The Chair presides at all meetings of the board, chair the Executive Committee, and perform generally all duties set forth in these Bylaws or as may from time to time required by the Directors. No person shall be eligible for election as Chair for more than two three-year terms.

Section 2 – Vice Chair

The Vice Chair shall perform all the duties of the Chair in case of the latter's absence or disability. In case both Chair and Vice Chair are absent or unable to perform their duties, the members of the Board of Directors, as the case may be, may appoint a chair pro tempore.

Section 3 - Treasurer

The Treasurer oversees the management and accounting of the cash and other assets and chairs the Finance Committee. The Treasurer shall oversee the purchase and disposal of investments, keep the ledgers in order, prepare checks, and ensure that monies are deposited promptly in the appropriate accounts. The Treasurer prepares the organizational budget and the annual financial report for the Board. The Treasurer shall arrange for the annual audit by independent certified public accountants approved by the Board of Directors once the organization's funds reach and/or exceed \$25,000. Until such time, the organization shall conduct an internal audit.

Section 4 - Secretary

The Secretary shall oversee the preparation of the agenda and notification of officers and members of the Board of Directors of the time and place of the annual and regular meetings, the recording of the minutes and the distribution to the officers and members of the Board of Directors with copies, the transmission of copies of the annual financial report to officers and members of the Board of Directors. The Secretary ensures that necessary reports and filings to state and federal authorities are made in a timely manner including reports to donors.

Article V – Board Committees

Standing committees include Marketing, Events, and Volunteers. Each committee has a director – Director of Marketing, Director of Events, and the Director of Volunteers. The Committees report to the board at its meetings and submit motions for approval.

Section 1

The Marketing Committee maintains and updates the organization's Facebook, Instagram, and Canva accounts and posts messages, announcements, and events on-line.

Section 2

The Events Committee plans monthly meetups and the Coffee Connection. Also, the Committee develops programs to educate the organization and the Port Washington community, and hosts community-wide events including fundraising events.

Section 3

The Volunteer Committee recruits individuals, groups, and the business community to assist with marketing, events, and advocacy. Welcomes new participants, obtains their contact information, and conducts a follow-up.

Article VI – Amendments to the Bylaws

Section 1

These bylaws may be amended subject to approval of a vote of two-thirds of the sitting directors.

When bylaws are amended, a revised copy is prepared that contains the revisions. The copy must be dated and signed by the board Chair and the Secretary.

Certificate of of Secretary

The undersigned duly authorized and elected Secretary of the Program hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors at a meeting duly noticed and called for that purpose.

In Witness Whereof, I have signed this certificate this 19 day of April, 2025.
[Signature] Secretary

Attest: [Signature: Kevin G. Mussatti] Chair