

100+ Women Who Care – Madison
BYLAWS
Effective August 14, 2017

Article I. Name

The official name of this organization is 100+ Women Who Care Madison (referred to herein as 100+ Women Madison).

Article 2. Purpose

100+ Women Madison was launched in Madison, Wisconsin in 2014. It is based on the simple concept of bringing women together to make a large financial impact on their community. Members, or teams of members, commit to a quarterly contribution of \$100 to a selected 501(c)(3) charity serving Dane County. 100+ members/teams x \$100 per member/team = impact award of \$10,000+.

100+ Women Madison is not organized for the benefit of any one person or business. It is organized for charitable purposes. While faith based organizations may be eligible charities, there is no implied affiliation between any such faith based organization and 100+ Women Madison.

Article 3. Political Activity

None of the activities of 100+ Women Madison shall be associated with any political party, propaganda, or otherwise attempting to influence legislation. 100+ Women Madison shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for political office.

Article 4. Membership

Members, or teams of members, of 100+ Women Madison commit to making an annual donation of \$400 – given directly to local charities and non-profits serving Dane County, Wisconsin. Members shall fulfill their donation commitment even if they do not: (a) attend the quarterly meeting, or (b) vote for the charity selected by the majority vote to receive the quarterly impact award.

Membership is continuous as long as the member remains current with quarterly contributions. A member may cancel her membership at any time by giving notice to the Board of Directors. Membership may be automatically terminated for a member who misses two quarterly donations within a one year period.

Members' contact information may be included in a 100+ Women Madison Membership Directory.

Article 5. Quarterly Membership Meetings

Membership meetings are held four times per year. During each meeting, three eligible charities make a presentation to the membership and one charity is selected by majority vote of the membership to receive the organization's quarterly impact award.

Each meeting is one hour in length and may be preceded by a social hour.

Notice of the dates, times, and locations of quarterly meetings will be announced via e-mail and published on the 100+ Women Madison website and social media.

Article 6. Impact Awards

- (a) **Eligible Charities.** To be eligible for consideration, a charity must be nominated by a member who is current with quarterly contributions. For members who are part of a team, the entire team must be current with quarterly contributions. The charity must serve Dane County and have 501(c)(3) status, unless proof of funding allocations at the community level can be provided and validate, or be a worthy cause sponsored by a 501(c)(3) organization.

To be eligible for consideration, a nominated charity must agree to:

1. make a five (5) minute presentation to the membership and respond to questions at any quarterly meeting where they are selected for consideration,
2. sign a non-disclosure form confirming they will NOT use the names of members for future solicitations nor give the information out to the public, and
3. if selected for an impact award, provide letters to members acknowledging their gift for tax purposes and return to the next quarterly meeting to inform members about the impact their gift has made toward helping that charity serve the community.

The Board of Directors will confirm eligibility of nominated charities. A list of eligible charities will be included on a quarterly presentation ballot. Each eligible charity will remain on the quarterly presentation ballot until the earliest of: (a) two (2) years from the date eligibility is confirmed; (b) the date the charity receives a quarterly impact award; (c) the date the nominating member requests the charity be removed; or (d) the date the Board of Directors determines that the charity no longer meets the eligibility criteria. A charity that is removed after being on the ballot for two (2) years may be re-nominated.

- (b) **Voting.** A presentation ballot is distributed to team captains at least two (2) weeks prior to the upcoming quarterly membership meeting. Team captains are members who: (a) have committed to the \$100 quarterly contribution as an individual; or (b) are designated by their multiple member team to represent the team. Team captains vote confidentially for three charities. The top three charities, determined by majority vote, are invited to present at the next quarterly meeting. In the event of a tie, the Board of Directors will vote between the tied charities to determine which will be invited to present.

Following the three presentations at the quarterly meeting, team captains vote confidentially for one of the three presenting charities to receive our quarterly impact award. The charity with the majority vote will be the recipient of that quarter's impact award. In the event of a tie, individual members of the Board of Directors will revote confidentially between the tying charities to determine, by majority vote, the recipient of our quarterly impact award.

- (c) **Previous Recipients.** Two years after receiving an impact award, a member may nominate that charity for reconsideration.

Article 7. Board of Directors

- (a) **General Powers and Specific Responsibilities.** The activities and affairs of 100+ Women Madison shall be managed by or under the direction of the Board of Directors. The Board of Directors will have the power to nominate, appoint and remove all Directors of the Board and to establish the overall policy framework for the organization in relation to performance and responsibilities consistent with the organization's mission and with these bylaws.

In addition to these general powers, the Board of Directors shall be responsible for:

1. Planning and coordinating quarterly membership meetings, including procurement of venue and food donations;
 2. Vetting charities;
 3. Maintaining and distributing quarterly presentation ballots;
 4. Participating in quarterly membership meetings by assisting with set-up and tear down, arranging for signage, welcoming and registering members and guests, emceeding, distributing, collecting and counting ballots;
 5. Procuring member volunteers and chairing committees;
 6. Researching, recommending, setting up, and maintaining electronic tools and capabilities that allow the organization to grow and carry out its mission;
 7. Distributing membership and community messages, including maintaining the organization's website, social media, and e-mail content;
 8. Maintaining records for contracting with vendors, regulatory agencies, and other organizations;
 9. Strategic planning for the organization; and
 10. Onboarding new Directors.
- (b) **Number of Directors.** The number of Directors of the organization shall be not less than five (5) nor more than eleven (11) until changed by amendment to these bylaws by a two-thirds vote of all existing Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.
- (c) **Terms of Office.** Except for Directors Emeritus, the term for each Board position shall be two (2) years. When a Director's term of office expires, she may apply for any open

position on the Board. There is no limit to the number of terms a Director may serve on the Board.

- (d) **Executive Committee.** The Board of 100+ Women Madison will include an Executive Committee made up of the following Board positions.

Director Emeritus. The Director Emeritus position is reserved for founding Directors, Angela Keelan-Martinez and Christy LaMasney. The term is indefinite until (a) resignation or (b) removal by majority vote of the Board after missing two (2) consecutive Board meetings.

President. The President has primary responsibility for providing leadership to the Board of Directors, guiding Board activities with respect to organizational priorities, and responding to inquiries from members and other individuals and organizations.

Vice President. The Vice President has primary responsibility for assisting the President with providing leadership and guidance to the Board and responding to inquiries from members and other individuals and organizations.

Secretary. The Secretary has primary responsibility for maintaining bylaws, minutes, and procedures.

Treasurer. The Treasurer has primary responsibility for maintaining accurate membership, registration, and giving records, delivering impact awards and other contributions to charities, and in conjunction with the President following up with charities for giving statements and non-solicitation reminders.

- (e) **Directors At Large.** All other Directors of the Board will be considered Directors At Large. In addition to the General Powers and Specific Responsibilities listed in subsection (a), Directors At Large shall assist the Executive Committee, as needed.
- (f) **Election of Directors.** Directors will be chosen by a majority vote of the existing Board of Directors. By October 1 each year, members will be informed of all Board positions being voted on for the following year. Members current with quarterly contributions may apply for a position on the Board. The existing Board of Directors will select the top five (5) applicants to interview. The Board of Directors will interview the top five candidates. The Board will meet to discuss the strengths and attributes of the top candidates and after such time hold a vote to fill the open position(s).
- (g) **Board Meetings.** The Board shall hold at least four (4) meetings every calendar year. Board meetings may be held in person or electronically. Special meetings of the Board, for any purpose, may be called at any time by the President or any two Directors.
- (h) **Quorum.** Two-thirds of the number of all Directors then serving shall constitute a quorum for the transaction of business. The Board of Directors shall in all cases seek to deliberate and rule on the basis of consensus, and where complete consensus is not possible, no binding decision of the Board may be made by less than a majority of all Directors then serving.

- (i) **Action without a meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if two-thirds of all members of the Board consent in writing to that action. Any action by written consent will have the same force and effect as any other validly approved action of the Board.
- (j) **Volunteers and Committees of the Board.** Volunteers may be utilized to help carry out the responsibilities of the Board. The Board may create one or more Committees of the Board, each consisting of one or more members, to serve as committee coordinators at the pleasure of the Board.

Committees may not vote to fill vacancies of the Board or any committee coordinator position, amend or repeal bylaws, adopt new bylaws, appoint any other Committees of the Board, or terminate the appointment of Board of Directors or committee coordinators.

Meetings and actions of the Committees of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws

Article 8. Dissolution

100+ Women Madison may be dissolved only with authorization by its Board of Directors. Upon dissolution or other termination of 100+ Women Madison, all remaining assets of 100+ Women Madison, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provisions therefore, will be distributed to one or more of the 501(c)(3) organizations on the active Nominated Charities list as chosen by a majority of the then existing Board of Directors.