

**Bylaws
of the
Advanced Leadership Program of Juneau County, Inc.**

**Article I.
Name and Purpose**

1. The name of this corporation shall be Advanced Leadership Program of Juneau County, Inc.
2. The principle offices of this corporation shall be located in Juneau County, Wisconsin.
3. The purpose and mission of this corporation is to develop a leadership program that creates a pool of citizenry empowered with the ability to facilitate change in a positive proactive manner for the benefit of Juneau County.
4. This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501©(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.
5. This corporation and the University of Wisconsin, United States Department of Agriculture and Wisconsin Counties Cooperating, University of Wisconsin Extension provides equal opportunities in employment and programming, including Title IX and ADA requirements.

**Article II
Members**

1. This corporation shall have no members.

**Article III
Board of Directors**

1. **General:** Responsibility for day-to-day management of the nonprofit corporation shall be vested in a Board of Directors, which shall consist of no fewer than twelve (12) and no more than seventeen (17) members, two (2) members at large that are elected from and by the alumnae, and one (1) to four (4) ex-officio member chosen by the Juneau County UW-Extension office. The ex-officio members have no voting privileges. All other members of the Board have equal voting rights and privileges. The group of 17 Board members in place as of May, 2003 will remain in office until the 2004 Annual Meeting.

2. **Qualifications:** A Director shall be committed to the purpose and rules of this corporation.
3. **Terms:** Initially directors shall be elected to serve staggered terms of office of one (1), two (2), and three (3) years. After the setting of staggered terms, a Director shall serve for a term of two years. A Director may serve for two consecutive terms. Elections shall be held at the annual meeting. Each director shall serve until his or her successor has been elected and qualified.
4. **Vacancies:** Vacancies on the Board shall be filled by a vote of the majority of the Corporation's Directors.
5. **Resignation:** Any Director may resign at any time by giving written notice to the President or to the Secretary. The resignation of any Director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
6. **Compensation:** Directors shall not be paid compensation for the performance of their duties.
7. **Removal:** The position of a Director with three unexcused absences from consecutive regular meetings shall be immediately vacant.

Article IV Officers

1. **Officers:** Officers of this corporation shall be a President, Vice-President, Secretary, and Treasurer, all of whom must be Directors.
2. **Terms:** The officers shall be elected for terms of two years by a majority vote of the Board of Directors. Officers may succeed themselves. All officers shall hold office until their successors have been duly elected and qualified.
3. **Responsibilities:**
 - a. The President (or, in his or her absence, the Vice President) shall preside at all meetings of the Board of Directors; shall present a report annually of the work of the Corporation for the preceding year at the annual meeting; shall appoint all committees with the consent of the majority of the Board of Directors; and shall be an ex officio member of all committees.
 - b. The Vice President shall assist the President in carrying out his/her activities, and shall act on behalf of the President in his/her absence.
 - c. The Secretary shall issue notice of all meetings; shall be responsible for the keeping and maintaining of corporate minutes, records, reports, and other documents pertaining to the affairs of the Corporation.

- d. The Treasurer shall be responsible for the custody of all moneys and securities of the Corporation, and shall have responsibility for the keeping of regular books of account with respect thereto.
4. **Vacancies:** Vacancies in any of the offices of the Corporation shall be filled for the unexpired term by a majority vote of the Board.
5. **Resignation.** Any officer may resign at any time by giving written notice to the President or to the Secretary. The resignation of any officer shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article V.

Meetings and Committees

1. **Annual Meetings:** The annual meeting of the Board shall be held each year, at a time and place convenient to members of the Board. The date, time, and place of each meeting shall be established by the Board of Directors. The Secretary shall give adequate notice to the members of the board of not less than (5) five and no more than (33) thirty-three day before the meeting date.
2. **Special Meetings:** Special meetings of the Board may be called at any time by the President, or by a majority of the members of the Board. The Secretary shall give adequate notice to all members of the Board, not less than three days before the special meeting. The notice calling for a special meeting of the Board shall state the purpose(s) thereof.
3. **Consent and Waiver.** The timeline provision for notice of the preceding sections need not apply if consent and waiver forms are signed by a majority of the Directors.
4. **Quorum:** Members present at a properly noticed meeting shall constitute a quorum to do business.
5. **Unanimous written consent:** A decision of the Board shall be valid and official without a meeting of the Board, if the decision in writing is signed by all members of the Board.
6. **Standing Committees:** The Board shall maintain three standing committees:
 - a. **Finance.** The Treasurer is Chairperson of the Finance Committee. The Finance Committee shall be charged with developing the annual budget and reviewing the books and accounts. The Finance Committee shall also recommend the fees for the program.
 - b. **Public Relations Committee:** The Public Relations Committee shall be charged with development of any advertising materials, recruitment, fund-raising, and any publicity efforts.

- c. **Program Committee:** The Program committee shall be charged with the general oversight of program planning and review of participants for each year's class
- 7. **Proxy Votes:** A proxy vote in writing shall be considered valid for actions requiring a majority of the Directors and will be held for a period not less than twelve (12) months.

Article VI. Finances

All financial accounts in any financial institution shall be held in the name of the Corporation with authority in either the President or an officer of the Corporation, or an Individual authorized by a majority vote of the Board to act and sign for the Corporation on financial matters.

Article VII. Amendments

1. **Amending Articles:** The articles of incorporation may be amended by a vote of a majority of the Board of Directors.
2. **Amending the Bylaws:** The bylaws of this Corporation may be amended by a vote of a majority of the Board of Directors.

The bylaws were accepted on March 20, 2003.
These by laws were revised on October 23, 2003.