

**BYLAWS OF
CENTER FOR INDEPENDENT LIVING FOR
WESTERN WISCONSIN, INC.**

ARTICLE I

Name and Purpose

Section 1 - Name: The name of the Corporation is Center for Independent Living for Western Wisconsin, Inc.

Section 2 - Purpose: The purpose of the Corporation shall be to promote independent living by providing quality, consumer-driven services to persons with disabilities in Western Wisconsin. This embodies the philosophy that independent living, through advocacy with and on behalf of persons with disabilities, enhances self-determination and seeks to guarantee full participation in society.

ARTICLE II

Board of Directors

Section 1 - Board of Directors: The governing body for the Center for Independent Living for Western Wisconsin, Inc. (hereafter called Center) shall be known as the Board of Directors of the Center for Independent Living for Western Wisconsin, Inc. (hereafter known as Directors). There shall be not less than nine Directors or more than thirteen in accordance with its established procedures and bylaws. These Directors shall reside within the Center's ten county (Barron, Chippewa, Clark, Dunn, Eau Claire, Pepin, Pierce, Polk, Rusk, and St. Croix) service area. A minimum of 51% of the Directors shall have a significant disability. Former employees may apply for board membership with a lapse of 6 months since date of separation of employment with CILWW.

Section 2 - Election and Term: The Directors shall be elected at the annual meeting of the members by a plurality of the votes cast from a slate of candidates presented by the Nomination Committee. The term of office for each Director shall be three years from the date of appointment except that members appointed to the initial Board of Directors shall, as near as practical, be appointed one-third to a one year term, one-third to a two year term, and one-third to a three year term. No Director shall serve longer than two successive terms.

Section 3 - Powers: Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws, and the Laws of the State of Wisconsin, the Board of Directors shall manage the business of the Corporation.

Section 4 - Meetings and Notice:

- a. Regular meetings for the Directors, including an annual meeting to be held in January, shall be established and publicly announced by the Executive Director. This meeting upon waiver of notice or upon due notice, may be held at a late date, and any election

held or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting during the months herein provided.

b. Special meetings may be called by the President of the Board at any time, or at the written request of a majority of the members of the Directors. Written notice to all Directors must be given not less than five (5) days prior to a special meeting stating the time, place and purpose of the meeting.

c. Nonattendance at Board meetings may be just cause for removal in accordance with Section 7.

d. Except as otherwise specified within these Bylaws, all meetings of the Directors and its committees shall be conducted in accordance with Robert's Rules of Order, 1990 edition.

Section 5 - Quorum: A majority of the current membership shall be necessary for a quorum. Action may be taken by a majority of the Board through written or verbal communications.

Section 6 - Vacancies: Whenever a vacancy occurs on the Board of Directors, for whatever reason, the Board by a majority vote shall appoint a new Director from candidates(s) presented by the Personnel Committee. Recruitment of Board of Directors may encompass, but not limited to: consumers, profession business individuals, other individuals with disabilities, and from the general community.

Section 7 - Removal: Any individual Director may be removed from office for cause or for any reason provided these Bylaws by a three-fourths vote of the remaining members of the Board of Directors taken at a special meeting of the Board of Directors called for that purpose. Any such action may be taken only after notice of at least five (5) days, in writing, by first class mail, to the person being considered for removal, of the meeting at which such action is to be voted upon. Said individual shall be entitled to appear before and be heard at such meeting. Any vacancies of the Board occurring between annual meetings, for any reason whatsoever, shall be filled for the remainder of the term by a majority voted of the remaining Directors.

Section 8 - Compensation of Directors and Committee Members: No Directors or any member of any committee appointed by the Directors shall receive any compensation for services rendered in their capacity as a committee member of Director. Board members or committee members are entitled to receive, from the Center, reimbursement for actual expenses incurred for serving the Center as a Director or committee member or from receiving CILWW services of which they are normally entitled. Expense reimbursement rates will follow the employee handbook policy. Expenses to be reimbursed will include business related expenses such as: mileage, lodging, meals, and conference registration fees. Refer to the Expense Reimbursement form for further instructions and guidelines. The Executive Committee must approve actual expenses.

Section 9 - Conflict of Interest: No Director, officer, employee or any person appointed by the Directors in any capacity may act as an agent for any person or organization where such an act would create a conflict of interest with the terms of the person's service to the Center or

Directors. Sections 19.45, 19.46, and 19.56, Wisconsin Statutes (1991-92) shall apply to the Directors and to persons appointed to committees by the Directors. No Board member, officers, employee or any person appointed by the Director shall through any of their actions receive personal, financial or other gain through their contacts as a representative of the Board.

Section 10 - Liabilities of Board of Directors and Officers: No person who is now, or later becomes a director or officer of the Corporation shall be personally liable to its creditors for indebtedness or liability, and any and all creditors shall look only to the assets of the Corporation.

Section 11. Training. Once recruited, Directors will have an orientation session with the Executive Director of the agency. A board packet designed for this would include, but not limited to, a list of current board members, their contact information, schedule of board meetings, background of the organization, mission, vision and goals, financial information including current budget, background about Independent living movement, current sources of income, on-going fund raising activities and an organizational chart.

In addition to this, it is also necessary to have one or two training sessions for the board members every year to maintain board skills and effectiveness. Training could clarify roles and responsibilities, can be used for strategic planning, ethical and legal responsibilities, fund raising techniques, programs and services offered by the organization, or to address questions and concerns on board functions.

Yearly self-assessments for board members can also go a long way in identifying areas that need strengthening for members to contribute more effectively to the board and the organization.

ARTICLE III

Officers

Section 1 - Board Officers: President, Vice President, Treasurer and Secretary

Section 2 - Election of Board Officers: Officers shall be elected by and from the membership of the Board of Directors at the annual meetings.

Section 3 - Vacancies: The Board shall have power to fill any vacancy in an office occurring from any cause whatsoever by a plurality of votes.

Section 4 - Term of Office: All officers shall serve for one (1) year or until the next annual election of Directors, except that the Board of Directors may remove any officers, at pleasure, by a majority vote of the entire Board of Directors. Officers may be re-elected.

Section 5 - Duties of Officers:

- a. President: The President shall be the chief officer and spokesperson for the Corporation and shall preside at all Board Meetings and vote to break a tie. The President shall be an ex officio member of all committees except the Personnel Committee. The President may sign and execute, in the name of the Corporation, any instrument authorized by the Board of Directors, except when the signing and executing

thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The President may assign the duties of other officers of the Corporation in accordance with these Bylaws and the direction of the Board of Directors.

b. Vice President: The Vice President shall be an aide to the President and in case of the absence of the President, shall temporarily assume and perform all duties of the President. The Vice President is not prohibited from chairing any committee of the Board of Directors.

c. Secretary: The Secretary shall be responsible for the maintenance of the records and all documents of the Corporation and shall insure preservation of minutes of meetings.

d. Treasurer: The Treasurer shall be responsible for maintaining full and accurate accounts of all receipts, disbursements, deposits and collections and shall be an authorized representative to sign checks. The Treasurer shall provide an accurate financial report at the meetings of the Board of Directors. The Treasurer shall act as Chairperson of the Finance Committee.

ARTICLE IV

Committees

Section 1 - Executive Committee: The Executive Committee shall be composed of the President (Chair of Executive Committee), Vice President, Secretary, Treasurer and up to two (2) additional persons designated by the Board of Directors from among its members. The Executive Committee is empowered to:

- a. Acts for the Board on emergency or routine matters in the interim between Board meetings.
- b. Directly hires, supervises, evaluation and dismisses the Executive Director.
- c. Ensures continuance of day-to-day operation of Center in absence of Executive Director.

Section 2 - Personnel Committee is empowered to:

- a. Develop, review, and monitor Center's Personnel Policy.
- b. Recruit, identify, interview and make recommendation to the Board of Directors perspective Board members.
- c. In cooperation with the Finance Committee, recommend to the board amount and type of annual staff pay raises.
- d. Review by-laws every two years and make recommendations to the Board of Directors for approval.

Section 3 - Planning and Facility Committee is empowered to:

- a. Investigates grants, business ventures, fee for services and other revenue sources and makes recommendation for such to the Board.
- b. Monitors and reviews facility needs and growth.

Section 4 - Finance & Audit Committee is empowered to:

- a. Develop and monitor annual budget for the Corporation.
- b. Approve grant and contract budgets and modifications.
- c. Recommend to the Board staff benefits packages (i.e. insurance, retirement, plans etc.).
- d. Review monthly budget reports and recommend approval to the Board.
- e. Provide the Board with annual financial report.
- f. Develop and monitor systems in place to detect fraud
- g. Monitor internal controls

ARTICLE V

Indemnification of Directors, Officers, Employees and Agents

Section 1 - Definitions of Terms for this Article:

- a. Reference to Directors, officers, or employees respectively, shall include past, present and future Directors, officers, employees, or agents whether or not so serving at the time of incurring the expenses or liabilities referred to herein, and their personal representatives.
- b. "Director or officer" shall include any Director or officer of the Corporation, and any person who may have served at the request of the Corporation as a director or officer of another corporation.
- c. "Employee shall include any employee of the Corporation.
- d. "Action" shall (except where otherwise specifically indicated in Sec 2 of this Article) include any civil, criminal or administrative action, suit, proceeding or claim, threatened or pending, in which a director, officer, employee, or agent may be involved, as a party or otherwise, by reason of failing to serve as such director, officer employee or agent, or by reason of anything done or omitted by him or her as such director, officer, employee or agent, or alleged to have been so done or omitted.
- e. "Determination by independent legal counsel" means a determination, in the form of a written opinion addressed to the Board of Directors, by legal counsel appointed as provided in Section 3 of this Article, that indemnification of a director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth in Subsections 2(B) and 2(C) herein.

Section 2 - Mandatory Indemnification: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action defined herein by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving the Corporation as a director or director of another corporation, partnership, joint venture, trust or other enterprise against those of his or her

expenses specified herein and pursuant to the provisions and under the conditions of Subsections (a), (b), and (c) herein:

a. Successful Defense of Action: To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action or in the defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

b. Actions by or in the Right of the Corporation: To the extent not covered by Subsection a. of this Section, if a determination is made by independent legal counsel that a Director, officer, employee or agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. He or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection with the defense or settlement of any action by or in the right of the Corporation to procure a judgment in its favor; provided, that (unless directed otherwise by the court in which such action was brought) no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

c. Other Civil Actions and Criminal Actions: If a determination is made by independent legal counsel that with respect to any action not covered by Subsection (A) or (B) of this Sec. 2, a Director, officer employee or agent of the Corporation acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action, that he or she had no reasonable cause to believe his or her conduct was illegal, he or she shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement and reasonably incurred by him or her in connection therewith. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action, and reasonable cause to believe his or her conduct was unlawful.

Section 3 - Appointment of Independent Legal Counsel: In the event a situation arises which may give rise to indemnification under Sec. 2 of this Article, the Board of Directors, by a majority vote of these Directors not parties to the actions described in that Section, whether or not a quorum, shall appoint independent legal counsel to make the written determinations provided for in Subsections 2(8) and 2(C) of this Article.

Section 4 - Officer and Director Insurance: The Corporation shall purchase commercial insurance for the benefit of a Director, officer employee or agent against all or any part of the expense, liabilities or settlement payments arising from actions against such director, officer, employee or agent, whether or not the Corporation would have the power to indemnify such director, officer, employee or agent against such expenses or liability under Sec. 2 of this Article. Such insurance may, but need not, be for the benefit of all directors, officers, employees and/or agents.

Section 5 - Liability for Determinations: The Corporation and its Directors, officers, employees and agents shall not be liable to anyone for making or refusing to make any payment under Subsections 2b and 2c of this Article in reliance on the written opinion of independent legal counsel as provided in those Subsections.

Section 6 - Other Rights: The foregoing indemnification provisions shall be in addition and may be claimed without prejudice to any other rights which any director, officer, employee or agent may have.

Section 7 - Advance Payment of Expenses: Expenses incurred by a Director, officer, employee, or agent in defending an action may be paid by the Corporation in advance of the final disposition of such action if (a) independent legal counsel appointed pursuant to Sec. 3 of this Article shall determine that such person has met the applicable standard of conduct set forth in Sec. 2 hereof: and (b) such person gives a written undertaking to repay the amount advanced unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

ARTICLE VI

Instruments; Bank Accounts; Checks And Drafts; Loans; Securities

Section 1 - Execution of instruments: Except as in these Bylaws otherwise provided, the Board of Directors may authorize any officer or officers, 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 instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no Director, officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2 - Bank Accounts: The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.

Section 3 - Checks and Drafts: All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences for indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature, by the President or Vice President, the Executive Director or the Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand stamped impression in the name of the Corporation.

Section 4 - Loans: No loans 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, authority may be general or confined to specific instances. No loans may be made to any Officer or Director of the Corporation, directly or indirectly.

Section 5 - Sale of Securities: The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest in stocks, bonds or securities, owned or held by this Corporation any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of this Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock.

ARTICLE VII

Amendments

The Bylaws shall be reviewed at least every two years and dated to indicate the time of last review. Changes in these Bylaws, either amendment or replacement, may be made by a two thirds vote of the Board at regular or special meetings of the Board of Directors duly called as herein before provided.

September 18, 1996 Board Meeting

A Board Reserve Fund will be established at the close of the 1995-96 fiscal year comprised of the unallocated funds generated from Fee for Services and Medical Assistance Billings for the current fiscal year and all priors' years, with the final amount to be determined by the Finance Committee.

No expenditures or disbursements can be allocated out of the Board Reserve Fund without the prior approval of a majority of the Board of Directors or by such policies as may be developed in the future.

July 10, 1997 Board Meeting

Only one signature is required on checks made out for less than \$2000 or for re-occurring monthly checks over \$2000 such as Valley Health Insurance, Seligman, or MA providers such as LSS, Brotoloc, Holms Home Care, HC Home or CLS Home Care.

Center For Independent Living For Western Wisconsin, Inc Board Reserve Fund Policy

Purpose: The CILWW Board Reserve is a fund that has been set up solely for the purpose of helping to ensure the uninterrupted operation of CILWW's core service for a funding and cash flow standpoint any use of the fund must further enable CILWW to carry out its mission statement.

Additions to the Fund: The source of all funds in the Board Reserve will be from CILWW's Fee for Service activities and private donations that have not been designated for specific purposes. No Board Reserve funds will come from public or private grants, United Way funds, consumer development funds and donations, or any other funds that have been received for a specific program or for a specific purpose.

At the end of each fiscal year, the Finance Committee will make a recommendation to the Board for the amount of funds from the current fiscal year to be transferred into the Board Reserve. A majority of the full Board is required to approve the transfer.

Disbursements from the Fund: Funds in the Board Reserve can be commingled with other funds in CILWW's general deposit and investment accounts, but will at all times remain designated on the books of CILWW as Board Reserve funds. This commingling of funds is to allow for the funds to be used for cash flow purposes in the daily operations of CILWW.

Actual disbursements out of funds designated as Board Reserve funds can only be made by a Board resolution approved by a majority of the full Board. In addition, any disbursement out of designated Board Reserve funds must be for the purpose of enabling CILWW to continue to provide quality core services.

Amendments: Any amendments to this policy must be approved by a vote of three- quarters of the full CILWW Board.