

KEY TO CHANGES:

Blue Underlined – New Language

~~Black Struck~~ – Omitted Language

International Institute of Wisconsin, Inc

***PROPOSED BYLAW REVISIONS***

***2007***

Article I

Mission

The International Institute of Wisconsin, Inc., hereinafter known as the Corporation, is an organization dedicated to the promotion of international cooperation, understanding and a multi-ethnic, multi-cultural perspective through education, exchange, communication, social activities, and immigration and naturalization services.

The Institute initiates, coordinates and sponsors a variety of activities and programs appropriate to the fulfillment of this primary purpose.

Article II

Membership

Section 1. Membership in the International Institute of Wisconsin, Inc. shall be open to all persons, groups and/or organizations whose aims and purposes are in concert with those of the International Institute.

Section 2. Classes of members and membership dues shall be determined by the Board of Directors, hereinafter known as the Board, as may be found necessary for the provision of services and ~~materials-~~ within the operations of the organization.

Section 3. Each member in good standing shall be entitled to one (1) vote at meetings of the organization.

Article III

~~Meeting of Membership Meetings~~

Section 1. The Annual Meeting of the members of the Corporation shall be held during ~~December~~ June of each calendar year at such time and place as may be fixed by the Board ~~of Directors~~ for the election of directors and for the transaction of business which may properly be a part of the Annual Meeting.

Section 2. Special meetings of the members may be called by the Chairman or shall be called by him/her upon the written request of ten percent (10%) or more members of the Corporation; or a majority

of members of the Board of Directors, to be held at such time of day and at such place as the Chairman or Secretary may designate.

Section 3. The notice of time, place and purpose of all meetings shall be provided by mail or electronically given by the Secretary to each member of the Corporation ~~by mailing a notice~~ not less than ten (10) days before the time appointed for such meetings, ~~addressed to each member of the Corporation.~~

Section 4. The meetings of the Corporation shall be open to all interested persons, but voting shall be limited to the members of the Corporation.

Section 5. Members of the Corporation may vote by proxy, but no proxies shall be permitted to vote unless their appointment be in writing and filed with the Secretary before the meeting. Ten percent (10%) of the current membership of the Corporation present in person or represented by proxy shall constitute a quorum for the transaction of such business as may come before any members' meeting. The vote of a majority of the members present in person or represented by proxy at any such meeting which a quorum is present shall be decisive of any action taken at such meeting.

#### Article IV Board of Directors

Section 1. The property, affairs and business of the Corporation shall be under the care of and managed by a board of no more than twenty-six (26), consisting of twenty-four (24) directors elected from the membership by the members at the Annual Meeting ~~of the members~~ of the Corporation in the manner and for the period hereinafter prescribed, the incumbent General Chairman of the Holiday Folk Fair, who shall hold this position as a voting member during his/her tenure ~~as the General Chairman,~~ the Immediate Past Chairman, an ex-officio voting member, and the President, an ex-officio, non-voting member.

Section 2. Directors shall be elected to serve for a term of three (3) years with one-third (1/3) of the total number of directors being elected each year. New directors shall take office on July 1 of that year. No person shall be eligible to serve as director for more than three (3) full consecutive three (3) year terms, but any such person may again be eligible for election as a director after he/she has ceased to serve on the Board in any capacity for one (1) year. Election by the Board to fill an unexpired term for less than three (3) years shall not be deemed to be service for a full term. Directors shall receive no compensation for their services.

Section 3. Vacancies in the directorships caused by death, resignation, removal or any other cause, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum. Any director may be removed from office by the affirmative vote of a majority of directors.

Section 4. Regular meetings of the Board of Directors shall be held at least six (6) times a year. The interval between meetings should not exceed two (2) months. Special meetings may be called by the Chairman and shall be called upon written request of a majority ~~twenty percent (20%)~~ of the members of the Board of Directors. Regular and special meetings shall be held at such times and in such places as the Board of Directors may designate, and if the Board shall fail to make such designation, the Chairman shall designate the time and place of the meetings.

Notices of regular and special meetings shall be mailed provided to all directors at least ten (10) days prior to the meeting, provided, however, that any director may waive notice of any meeting. Notices of special meetings shall state the purpose of the meeting.

Section 5. A simple majority of the number of directors shall constitute of quorum for the transaction of any business which may come before any directors' meeting, and the vote of a majority of the directors present at a directors' meeting at which a quorum is present shall be decisive of any action taken at such meeting.

#### Article V Officers

Section 1. The officers of the Corporation shall be a Chairman, Vice-Chairman, Secretary and Treasurer, who shall be elected from the members of the Board of ~~Directors~~ at the first meeting following the Annual Meeting. The officers shall hold office for one year and until their respective successors are elected. No person shall be eligible for re-election to an office after serving in such office for two (2) consecutive years.

Section 2. The Chairman shall perform all such duties as usually devolve upon such office, and shall preside at all meetings of the Corporation, the Board of ~~Directors~~, and the Executive Committee. He/she shall be an ex-officio member of all committees except the Nominating Committee. The Chairman, with the approval of the Board of ~~Directors~~, shall appoint the chairman of all committees.

Section 3. The Vice-Chairman, in the absence or inability of the Chairman to discharge the duties of office, shall perform such duties.

Section 4. The Secretary shall keep a record of the meetings and membership of the Corporation, be the custodian of the corporate seal, documents and archival material, and keep a record of the meetings of the Board of ~~Directors~~.

Section 5. The Treasurer, under the authority of the Board of Directors, shall have custody of all funds of the Corporation and shall deposit the funds in such depositories as are approved by the Board of ~~Directors~~. The Treasurer shall collect and disburse all funds of the Corporation and shall make reports of the financial condition of the Corporation to the Board of ~~Directors~~ and members. The Treasurer shall disburse the funds of the Corporation in accordance with the budget approved by the Board or pursuant to special appropriation made by the Board. The accounts of the Corporation shall be audited annually after the close of the fiscal year and before the following annual meeting by independent certified public accountants appointed by the Board of ~~Directors~~.

Section 6. A vacancy in any office may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors present at any meeting of the Board of ~~Directors~~ called for such purpose, even if less than a quorum is present; provided, however, if the vacancy occurs in the office of the Chairman, his/her duties shall be performed for the remainder of the term by the Vice-Chairman.

Section 7. The President of the International Institute of Wisconsin, Inc., shall be the Chief Executive Officer, who shall be hired by the Board of ~~Directors~~, who shall have active management of the business of the Corporation and see that all orders and resolutions of the Board of ~~Directors~~ are carried into effect. The President shall perform such other duties as are delegated to him/her by the Board of ~~Directors~~ or the Chairman. The President shall be an ex-officio, non-voting member of the Board of ~~Directors~~. The President shall hold such office at the discretion of the Board of ~~Directors~~. The President

shall be responsible for the employment, supervision, evaluation and termination of all staff. The Board of ~~Directors~~ may authorize additional staff positions to meet the needs of the Corporation.

## Article VI

### Nominating Committee: Election of Directors and Officers

Section 1. A Nominating Committee of seven (7) members, from the membership of the Corporation, at least two (2) of whom shall not be members of the Board of ~~Directors~~, shall be elected by the membership at the Annual Meeting. Each member of the Nominating Committee shall serve for not more than ~~two (2)~~ **three (3)** terms of three (3) years each. Terms of membership on the Nominating Committee shall be staggered at one (1) year intervals.

Section 2. The Nominating Committee shall present at the Annual Meeting a slate consisting of a candidate for each vacancy among the directors and for each vacancy on the Nominating Committee, which is to be filled by the vote of the membership at said Annual Meeting. The Nominating Committee shall secure the consent of each nominee to serve, if elected. Nominees for directors and Nominating Committee shall become members of the corporation upon election. The Nominating Committee shall present the slate of directors and officers to the Board of ~~Directors~~ thirty (30) days prior to the Annual Meeting, for informational purposes only.

Section 3. Officers shall be selected by ballot by the Board of Directors from the nominations submitted by the Nominating committee. This shall be done at the first meeting after the election of directors each year.

Section 4. Directors and members of the Nominating Committee shall take office at the close of the Annual Meeting of the membership at which they were elected. The Immediate Past Chairman shall take office upon completion of his/her last term Chairman of the Corporation and shall serve so long as he/she is a member of the Board of Directors.

Section 5. The Nominating Committee shall nominate the General Chairman of the Holiday Folk Fair. This nomination shall be presented to the Board of Directors for election. The General Chairman shall hold office for one (1) year and until his/her respective successor is elected. No person shall be eligible for re-election after serving in such office for two (2) consecutive years.

## Article VII

### Executive Committee

The corporation shall have an Executive Committee composed of the officers, the Immediate Past Chairman, ~~if a member of the Board~~, two (2) other members of the Board of ~~Directors~~ appointed by the Chairman and approved by vote of a majority of the Board of Directors. The Executive Committee shall have and may exercise all the powers of the Board of ~~Directors~~ in the management of the affairs of the Corporation between meetings of the Board of ~~Directors~~. It shall review and present the annual budget to the Board of ~~Directors~~ for approval and shall submit the approved budget to the appropriate funding sources. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of all business.

## Article VIII

### Additional Committees

Section 1. The corporation shall have three (3) administrative (standing) committees. Personnel, Finance and Holiday Folk Fair, each of which shall be comprised of voting members of the Corporation, who shall be appointed by the Chairman with the approval of the Executive Committee to hold office during the current terms of the officers of the corporation.

(a) Finance Committee. The Finance Committee shall be responsible for the financial resources available to the ~~International Institute of Wisconsin Corporation~~ to carry out its mission. Activities shall include financial development, fiscal accountability and ~~development~~ preparation of the annual budget for presentation and review by the Executive Committee. The Treasurer shall be the Chairman of the Finance Committee.

(b) Personnel Committee. The Personnel Committee shall be responsible for the ~~development~~ preparation and periodic review of the written Personnel Policies and Practices of the organization, discharging the responsibilities assigned to it in ~~the said~~ policies. These policies, including changes thereof, shall be subject to Board approval. It shall make recommendations to the appropriate committees on the personnel compensation program. It shall assist the Board in any other functions that it may assign. The Personnel Committee shall be available to the President for consultation and other assistance in personnel matters.

(c) Holiday Folk Fair The Holiday Folk Fair Committee shall be responsible for overseeing the production and operations of the Holiday Folk Fair. The General Chairman shall be the Chair of the Holiday Folk Fair Committee.

(d) Other Standing Committee Other administrative (standing) committees may be appointed by the Chairman with Board approval as needed.

#### Article IX

#### Directors and Officers and Directors; Liability and Indemnity; Transactions with Corporation

Section 1. Liability of Directors and Officers. The liability of directors and officers of the Corporation shall be as permitted by Wisconsin law governing non-stock corporations in effect at the time the incident leading to the request for indemnification occurs. The following language in this section is a summary of sections 181.287 and 181.297 of the Wisconsin Statutes as of the date of these by laws and shall not be construed so as to modify those provisions of the Wisconsin Statutes. Generally, any ~~officer or a~~ director or officer will not be liable to anyone for a breach of, or failure to perform, a duty unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

(a) A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the director or officer has a material conflict of interest;

(b) A violation of criminal law, unless the director or officer has reasonable cause to believe his or her conduct was lawful or reasonable cause to believe his or her conduct was unlawful;

(c) A transaction from which the director or officer derived an improper personal profit; or

(d) Willful misconduct.

Section 2. Volunteers. For purposes of section 181.297 of the Wisconsin Statutes, all directors and officers and directors of the Corporation, other than employees, are hereby deemed to be volunteers.

Section 3. Indemnity of and Allowance of Expenses for Directors and Officers. All ~~officers and~~ directors and officers of the Corporation, whether or not currently serving in such role(s), shall be indemnified and shall be entitled to allowance of expenses as permitted by Wisconsin law governing non-stock corporations in effect at the time the incident leading to the request for indemnification occurs. This indemnification right shall inure to the benefit of the heirs and personal representatives of such persons.

The Corporation, by its Board ~~of Directors~~, may indemnify in like manner, or with any limitations, any employee, agent, former employee or agent of the Corporation with respect to any action taken or not taken in his or her capacity as such employee or agent. This indemnification right shall inure to the benefit of the heirs and personal representatives of such persons.

Section 4. Determination of Right to Indemnification. Pursuant to section 181.043 of the Wisconsin Statutes, ~~an officer~~, a director, an officer and , in addition, an employee or agent seeking indemnification under these Bylaws shall have his or her right to indemnification determined as follows:

Any person seeking a right to indemnification under these Bylaws shall request such indemnification in writing from the Board ~~of Directors~~ and the Board ~~of Directors~~ shall determine such right to indemnification by a majority vote of a quorum of the Board ~~of Directors~~ consisting of directors not parties to the same or related proceedings as those causing the pending request for indemnification (disinterested directors). If a quorum of disinterested directors cannot be obtained, then the right to indemnification shall be determined by a majority vote of a committee duly appointed by the Board ~~of Directors~~ and consisting of at least two (2) disinterested directors. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee called for herein. If a committee of disinterested directors cannot be formed, then the right to indemnification shall be determined by independent legal counsel selected by a majority vote of the full Board ~~of Directors~~, including directors who are parties to the same or related proceedings.

Section 5. Transactions with the Corporation. Any contract or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of the Corporation's directors or officers are members or employees or in which such directors or officers are interested, or between the Corporation and any other corporation or association of which one or more of the Corporation's directors or officers are shareholders, members, directors, officers or employees of the other corporation or association, or in which such ~~officers or~~ directors or officers are interested, shall not be per se invalid, notwithstanding the presence of such director(s) or officer(s) at the meeting of the Board ~~of Directors~~ of the Corporation, which acts upon, or in reference to such contract or transaction, and also notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed. The Board ~~of Directors~~ of the Corporation shall authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, and in authorizing, approving or ratifying such a contract or transaction, such interested director or directors will be counted in determining whether a quorum is present, but will not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Article X  
Conflicts of Interest

Section 1. Policy. Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors, officer, administrative staff members, volunteer, or any employee associated with this Corporation, shall be disclosed and made a matter of record on an annual basis as well as when the interest develops, and before the transaction in question is consummated. Procedures designed to ensure disclosure may be developed by the Board of Directors from time to time and ~~carried out~~ implemented by the Board and the administration.

Section 2. Disclosure; Voting; Minutes. Any member of the Board of Directors having a duality of interest or possible conflict of interest on any matter should promptly notify the presiding officer of the same and should not vote or use his or her personal influence on the matter. However, such director(s) may be counted in determining the presence of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, the quorum situation, and the determination that the proposed contract or transaction is fair and reasonable to the Corporation. However, the foregoing requirements should not be construed as preventing the member of the Board of Directors so involved from briefly stating his or her position of the matter nor from answering pertinent questions of other members of the board.

Section 3. Good Faith Standard. The Board of Directors, the ~~Chairperson~~ Chairman of the Board, officers, administrative staff members, employees and volunteers shall exercise the utmost good faith in all transactions touching upon their duties with this Corporation and its operation. In their dealings with and on behalf of this Corporation, they shall be held to a strict rule of honest and fair dealing. All acts of such persons shall be for the best interest of the Corporation. Such persons shall not accept any material gifts, favors or hospitality that might influence their decision-making or actions affecting the Corporation. They shall not use their positions or knowledge gained therefrom, so that a conflict might arise between the interest of this Corporation and that of the individual.

Any new director, officer, administrative staff member, volunteer or other employee shall be informed of this policy concurrent with the assumption of responsibilities.

Article XI  
The Fiscal Year

The fiscal year of the Corporation shall be from July 1 to June 31 of each year.

Article XII  
Authority

Roberts' Rules of Order Revised shall govern procedure in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or law.

Article XIII  
Execution of Instruments

Section 1. Upon the recommendation of the Finance Committee and Executive Committee and with the approval of the Board of Directors, the President, or in his/her absence or inability to serve, the Chairman, and such officer or officers as the Board of Directors shall from time to time designate for that

purpose, are authorized and empowered to sell, assign, pledge or hypothecate any or all shares of stock, bonds or securities, or interest in stock, bonds or securities, owned or held by this Corporation at 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, pledge or pledges, on behalf and in the name of the Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this Corporation, and any deposit certificates for stock, or certificated representing any rights to subscribe for shares of stock.

Section 2. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation by the President, in his/her absence or inability to serve, by the Chairman, and may be countersigned by such officer or officers as the Board of ~~Directors~~ from time to time shall designate for that purpose.

Section 3. When the execution of any contract or other instrument has been authorized without specification of the executing officers, the President may execute the same, together with such signature or signatures of such officer or officers as the Board of ~~Directors~~ may designate on behalf of the Corporation and may affix the corporate seal thereto.

#### Article XIV Amendments to Bylaws

The Bylaws may be amended by the majority vote of the voting members present at any regular or special meeting of the Corporation. Written notice of such meeting, together with a copy of the proposed amendments, shall be ~~given~~ provided to all members ten (10) days in advance of such meeting.

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