

**AMENDED AND RESTATED BYLAWS
OF
END DOMESTIC ABUSE WISCONSIN:
THE WISCONSIN COALITION AGAINST DOMESTIC VIOLENCE, INC.**

These Amended and Restated Bylaws, effective the 10th day of June, 2013, supersede the existing Bylaws of End Domestic Abuse Wisconsin: the Wisconsin Coalition Against Domestic Violence, Inc., and all amendments to and restatements of such Bylaws.

**ARTICLE I
DEFINITIONS**

As used in these Bylaws, unless the context otherwise requires, the term or terms:

1.01 “Articles of Incorporation” means the original Articles of Incorporation of the Corporation, as amended from time to time, including any restated Articles of Incorporation.

1.02 “Board” means the Board of Directors of the Corporation.

1.03 “Bylaws” means these Amended and Restated Bylaws of the Corporation, as amended from time to time.

1.04 “Corporation” means End Domestic Violence Wisconsin: the Wisconsin Coalition Against Domestic Violence, Inc., a Wisconsin corporation formed under Chapter 181 of the Wisconsin Statutes, as may be amended from time to time.

1.05 “Director” means a member of the Board.

1.06 “Member” means a member of the Corporation.

1.07 “Officer” means an officer of the Corporation.

1.08 “Chair,” “Director of Finance and Administration,” “Executive Director,” “Recorder,” and “Treasurer” mean such Officer of the Corporation.

**ARTICLE II
OFFICES**

2.01 Principal Office. The principal office of the Corporation in the state of Wisconsin shall be located in the City of Madison, County of Dane. The Corporation may have such executive and other offices within or without the state of Wisconsin as the Board may designate or as the affairs of the Corporation may require from time to time.

2.02 Registered Office. The registered office of the Corporation is that office as set forth on the Corporation's Articles of Incorporation, as may be amended from time to time by the Board.

ARTICLE III MEMBERS

3.01 Membership Categories, Voting Rights and Dues. Membership categories, voting rights and dues shall be determined by the Board. The Board may change the membership categories, voting rights and dues at any meeting of the Board, but no more frequently than one (1) time per calendar year.

3.02 Annual Membership Meeting. A membership meeting of the Corporation for the transaction of any other business authorized by the Board shall be held annually. The Board shall designate the date, time and place of such annual membership meeting. The election of Directors may be held at such annual meeting or by such other means as determined by the Board, provided such elections are held no less than one (1) time per calendar year.

3.03 Special Membership Meetings. A special membership meeting may be called at any time by (i) the Board or (ii) ten percent (10%) of the Members qualified to vote, upon their filing with the Chair a written request for a meeting stating the purpose(s) of the proposed membership meeting. A special membership meeting for which written request is made shall be held not less than thirty (30) days or more than sixty (60) days after the filing of such request. The Board shall designate the date, time and place of the special membership meeting.

3.04 Place of Meeting. The Board may designate any place within the state of Wisconsin as the place of meeting for any annual or special membership meeting. If no designation is made, the place of the meeting shall be the principal office of the Corporation.

3.05 Notice of Membership Meetings. Advance notice of all membership meetings shall be given to members by the Corporation as facilitated by the Recorder, or in the Recorder's inability to do so, by another Officer of the Corporation. All such notices shall be delivered at least thirty (30) days prior to the pending membership meeting by any reasonable means, including delivery to the last known mailing or e-mail address of each Member.

3.06 Voting Rights. Any Member with voting rights, as determined by the Board in accordance with Section 3.01, above, shall be entitled to vote on all matters submitted to a vote of the Members and such other additional rights and powers as set forth in these Bylaws or conferred upon voting members of non-stock corporations under applicable law. A majority of the votes entitled to be cast by the Members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by Members, unless a greater proportion is required by law, these Bylaws, or the Articles of Incorporation.

3.07 Quorum. At any membership meeting, those voting Members holding at least fifty-one percent (51%) of the voting rights present shall have the authority to transact all business that may come before the membership meeting.

3.08 Proxies. At all meetings of the Members, a Member may only vote when deemed present at the meeting, except as otherwise expressly permitted in writing by the Board. No proxies or powers of attorney shall be valid for voting purposes.

3.09 Unanimous Consent without Meeting. Any action required or permitted by to be taken by the Members at a meeting or by resolution may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Members.

3.10 Waiver of Notice by Member. Whenever any notice of meeting is required to be given to the Members under the Corporation's Bylaws or Articles of Incorporation or by any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of such meeting, by the Members shall be deemed equivalent to the giving of such notice; *provided*, that such waiver in respect to any matter of which notice is required under applicable Wisconsin law shall contain the same information as would have been required to be included in such notice except the date, time and place of meeting.

3.11 Conduct of Meetings. The Chair of the Corporation, and in his or her absence, any Officer chosen by the Board, shall call all meetings of the Members to order and shall act as chairperson of the meetings. The Recorder of the Corporation shall act as secretary of all meetings of the Members; in his or her absence, the presiding Officer may appoint any other person to act as secretary of such meeting. Any or all Members may participate in an annual or special meeting by, or conduct the meeting through the use of, any means of communication by which any of the following occurs: (a) all Members participating simultaneously hear each other during the meeting; or (b) all communication during the meeting is immediately transmitted to each participating Member, and each participating Member is able to immediately send messages to all other participating Members. If a meeting will be conducted through the use of such electronic means, all participating Members shall be informed that a meeting is taking place at which official business may be transacted. A Member participating in a meeting by this means is deemed to be present in person at the meeting, notwithstanding the provisions of this Article III.

ARTICLE IV BOARD OF DIRECTORS

4.01 General Powers; Number. The business and property of the Corporation shall be managed and controlled by the Board. The number of Directors constituting the Board shall be no less than three (3) and no more than fifteen (15), as elected by the Members and appointed by the Board pursuant to Section 4.04, below.

4.02 Board Qualifications. All Directors must be an individual Member or member of an organization Member, as defined by the Board pursuant to Section 3.01, above. Directors must be committed to the mission, vision and goals of the Corporation. Directors must attend annual and special Board meetings; failure to attend three (3) consecutive annual meetings shall constitute cause for removal from the Board pursuant to Section 4.06, below.

4.03 Representation. The Corporation shall strive to achieve representation in its Board as follows: (i) at least fifty percent (50%) of the Directors should be considered a member of an under-represented or underserved group, (ii) at least fifty percent (50%) of the Directors should be considered a survivor of domestic abuse, (iii) at least one (1) Director should have expertise on children's and/or teen's issues, (iv) collectively, the Board should fairly represent all regions served by the Corporation to the extent feasible, and (v) at least fifty-one percent (51%) of the Directors should belong to organization Members, as defined by the Board pursuant to Section 3.01, above. All representation goals set forth in this Section 4.03 are permissive guidelines only, and are not mandatory.

4.04 Term of Office; Election. Each Director shall serve three- (3) year staggered terms beginning as of June 1 of the calendar year in which he or she is elected and may be re-elected to unlimited terms, provided no Director serves more than two (2) consecutive terms. At such election, as conducted pursuant to Section 3.02, above, the Members shall vote for as many Board nominees as there are Board positions desired to be filled; *provided, however*, the Board may appoint one or more Directors, so long as there are no more than three (3) active Directors appointed by the Board at any given time.

4.05 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board or the Chair.

4.06 Removal. A Director may be removed from office for any reason determined by the Board at any regular meeting or at any special meeting called for that purpose. A Director who has been removed may appeal the decision by sending written notice to the Chair within fifteen (15) days of such removal. The Chair shall appoint an ad-hoc committee to review the removal within fifteen (15) days of receiving the notice of appeal. The ad-hoc committee must meet within thirty (30) days of being appointed to determine whether to reinstate the removed Director. The decision of the ad-hoc committee is final. A Director who has been removed may run for election to the Board in the election one (1) year after such Director was removed.

4.07 Vacancies. Any vacancy in the Board may be filled by the vote of two-thirds (2/3) of the Directors then in office, even if less than a quorum, until the next annual meeting of the Members, at which time such vacancy shall be filled in accordance with Section 4.04, above.

4.08 Annual Meeting. The Board shall hold an annual meeting, at such time and place to be determined annually by the Board, but in each case no annual meeting

shall be held less than nine (9) months or more than fifteen (15) months following the annual meeting of the preceding year.

4.09 Special Meetings. Special meetings of the Board may be called by any three (3) Directors upon written request to the Chair; such request shall contain an agenda for such special meeting. Action may be taken at a special meeting only on those topics set forth on the agenda provided with the request for special meeting. Notice for any special meeting shall be provided in accordance with Section 4.10, below.

4.10 Notice. Notice of all Board meetings, except as herein otherwise provided, shall be given via e-mail, or other reasonable means as determined by the Board, to the last known e-mail or physical address of the Board member, as the case may be, seven (7) days before the meeting. Meeting notices shall include the date, time and place of the meeting and a copy of the proposed agenda or general subject matter of the meeting.

4.11 Waiver of Notice. Whenever any notice of meeting is required to be given to a Director under these Bylaws or by any provision of law, a waiver thereof in writing, signed at any time (including electronically), whether before or after the time of such meeting, by such Director(s) shall be deemed equivalent to the giving of such notice; *provided*, that such waiver in respect to any matter of which notice is required under applicable Wisconsin law shall contain the same information as would have been required to be included in such notice except the date, time and place of meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened.

4.12 Quorum. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of Directors then in office at the time of any annual or special meeting of the Board shall constitute a quorum.

4.13 Manner of Acting. The act of two-thirds (2/3) of the Directors present at any meeting at which there is a quorum shall be the act of the Board. An attempt to make decisions by consensus shall be made. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director. Any or all Directors may participate in an annual or special meeting by, or conduct the meeting through the use of, any means of communication by which any of the following occurs: (a) all Directors participating simultaneously hear each other during the meeting; or (b) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. If a meeting will be conducted through the use of such electronic means, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by this means is deemed to be present in person at the meeting, notwithstanding the provisions of this Section 4.13.

4.14 Conduct of Meetings. The Chair, or in the Chair's absence, a chairperson chosen by the Directors present, shall call the meetings of the Board to order and shall act as chairperson of the meeting. The Recorder shall act as secretary of all meetings of the Board, but in his or her absence, the presiding chairperson may appoint any Director or other person present to act as secretary of the meeting.

4.15 Conflicts of Interest. Directors and Officers may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation, even if they are also acting as individuals, or as directors of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise; *provided*, any contract, transaction, or act on behalf of the Corporation in a matter in which a Director or Officer is personally interested shall be at arm's length and shall not violate the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit. Further, in the event any contract, transaction, or act in which a Director or Officer is directly or indirectly interested comes before the vote of the Board, such Director or Officer shall abstain from discussion and voting as to that contract, transaction or act. No contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

4.16 Presumption of Assent. A Director who is present at a meeting of the Board or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent shall be entered in the minutes of the meeting or unless the Director files a written dissent to the action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such dissent by registered mail to the Recorder of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

4.17 Unanimous Consent without Meeting. Any action required or permitted by to be taken by the Board at a meeting or by resolution may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors then in office.

4.18 Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board shall have the power to contract for and to pay, to Directors rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

ARTICLE V OFFICERS

5.01 Number. The principal Officers shall be the Executive Director, Chair, Director of Finance and Administration, Recorder, and Treasurer. No three (3) or more offices may be held by the same person.

5.02 Election and Term of Office. The Executive Director and Director of Finance and Administration shall be hired by the Board, on terms acceptable to the Board in its sole discretion. The Chair and Treasurer shall be elected biennially by the Board. The Recorder shall be elected annually by the Board at its first meeting following the annual meeting of Members. The Chair, Recorder and Treasurer must be Directors. Each Officer shall hold office until a successor is duly hired or elected or until the Officer's death, resignation, or removal in the manner provided in these Bylaws. No individual may hold the same office for more than two (2) consecutive terms.

5.03 Resignation. Any Officer may resign at any time by giving written notice to the Board. The resignation shall take effect at the time the notice is received or at such later time as is specified in the notice. Unless otherwise specified in the notice of resignation, acceptance of the resignation shall not be necessary to make it effective. The resignation of an Officer shall be without prejudice to the contract rights of the Corporation, if any.

5.04 Removal. Any Officer may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.05 Vacancies. In case any office of the Corporation becomes vacant by death, resignation, removal, retirement, disqualification, or any other cause, the Board shall elect someone to fulfill the vacancy in accordance with Section 5.02, above. For the avoidance of doubt, the term of any fulfilled vacancy shall endure only so long as the term of the office being fulfilled.

5.06 Executive Director. Subject to the control of the Board, the Executive Director shall in general supervise and control all of the affairs of the Corporation. He or she shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Corporation as he or she shall deem necessary; to prescribe their powers, duties and compensation; and to delegate authority to them. He or she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular affairs, or which shall be authorized by resolution of the Board; and except as otherwise provided by law or the Board, he or she may authorize an Officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his or her place and stead. He or she shall perform all other duties as may be prescribed by the Board.

5.07 Chair of the Board. The Chair shall preside over all membership and Board meetings of the Corporation. The Chair shall deliver at the annual membership meeting a report of pertinent information pertaining to the preceding year. The Chair shall solicit agenda items from Directors and staff members and prepare the agenda for annual Board meetings. The Chair shall assist the Executive Director with orientation of new Directors. The Chair shall communicate pertinent Corporation business to Directors between meetings. The Chair shall consider the barriers associated with Board meeting attendance by Directors and ensure accessibility to all Directors by considering the site, time, structure, cost, and other potential barriers to attendance. The Chair shall make contact with Directors if they miss two (2) consecutive meetings to identify potential attendance barriers and propose potential attendance alternatives. The Chair shall have the power to appoint an acting Recorder and Treasurer if the Recorder or Treasurer are absent from a Board meeting.

5.08 Director of Finance and Administration. The Director of Finance and Administration is responsible for ensuring that the Corporation is a fiscally sound agency by overseeing the Corporation's day-to-day accounting and financial management functions; monitoring all grant funds received and expended; reporting all federal, state and local grants; and developing and managing the Corporation's annual operating budget. He or she shall perform all other duties as may be prescribed by the Executive Director.

5.09 Recorder. The Recorder shall present Membership applications and resignations to the Board for approval, and notify the Membership Committee of the Board's membership decisions. The Recorder shall record attendance at Board meetings and send written notice to Directors promptly following a missed second consecutive annual meeting. The Recorder shall: (i) record and keep the minutes of the Board meetings in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) ensure that rules of order are maintained at Board meetings; and (v) in general, perform all duties and exercise such authority as from time to time may be delegated or assigned by the Chair or the Board. The duties of this office may be delegated by the Board to any person designated by the Board for that purpose.

5.10 Treasurer. The Treasurer shall perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the Chair or the Board. The Treasurer shall serve as chair of the Finance Committee. The Treasurer shall submit a written report and a financial report to the Board at each annual meeting, present an annual budget to the Board, and submit a written report on Finance Committee activities and composition to the Board. The duties of this office may be delegated by the Board to any person designated by the Board for that purpose.

5.11 Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform

all the duties of the office to which the assistant or acting officer is appointed, except as such power may be otherwise defined or restricted by the Board.

ARTICLE VI COMMITTEES

6.01 Committees. The Board may establish committees and appoint committee members for any purpose it deems necessary and/or appropriate. Committee members may include Directors, Officers, Members, volunteers, and any other interested party of the Corporation as determined by the Corporation. The Board may delegate such duties and powers to the committee(s) as it deems necessary and/or appropriate.

6.02 Establishment of Standing Committees. The Governance, Finance, and Fund Development Committees of the Board are hereby established. The composition, responsibilities, obligations, and authority of each standing committee shall be set forth by the Board and reviewed by the Board no less frequently than every three (3) years.

6.03 Committee Chairs. The chair of each committee, whether ad hoc or standing and as determined by the Board, shall chair the meetings of that committee and submit a written report on that committee's activities and composition to the Board as frequently as determined by the Board. The chair of each committee shall maintain written records of the work of that committee.

ARTICLE VII CONTRACTS, LOANS, CHECKS, AND DEPOSITS

7.01 Contracts. The Board shall determine which Officers are authorized to handle the Corporation's business transactions and shall have a resolution on file setting forth such authorization. Such authorization may be general or confined to specific instances.

7.02 Loans. Without authorization from the Board, no indebtedness for borrowed money shall be contracted on behalf of the Corporation, and no evidence of such indebtedness shall be issued in its name. Such authorizations may be general or confined to specific instances.

7.03 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Executive Director or such Officer(s) and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board.

7.04 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as may be selected by or under authority of the Board.

**ARTICLE VIII
BOOKS AND RECORDS**

8.01 Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of the Board and any committees having any authority of the Board.

8.02 Inspection of Books and Records. All books and records of the Corporation may be inspected by any Member, Director, or Officer, or such Member's, Director's, or Officer's designated agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE IX
LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS**

9.01 Liability of Directors and Officers. Except as otherwise provided by law, no Director or Officer shall be liable to the Corporation, or any person asserting rights on behalf of the Corporation, its Members or creditors, or any other person, for damages, settlements, fees, fines, penalties, or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or Officer, unless the person asserting liability proves that the breach or failure to perform constitutes (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 had reasonable cause to believe his or her conduct was lawful or no 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 benefit; or (d) willful misconduct.

9.02 Indemnification of Directors and Officers. The Corporation shall indemnify a Director or Officer, to the extent he or she has been successful on the merits or otherwise in the defense of any threatened, pending or completed civil, criminal, administrative, or investigative action, suit, arbitration, or other proceeding, for all reasonable expenses, including fees, costs, charges, disbursements, and attorneys' fees incurred in the proceeding, provided the Director or Officer was a party because of his or her position as Director or Officer of the Corporation. In all other cases, the Corporation shall indemnify a Director or Officer against liability for all reasonable expenses incurred by the Director or Officer in the proceeding, except where the liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes (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 had reasonable cause to believe his or her conduct was lawful or no 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 benefit; or (d) willful misconduct. Determination as to whether indemnification is required under this Section 9.02 shall be made by the means provided pursuant to Section 181.0873 of the Wisconsin Statutes.

9.03 Maintenance of Insurance. The Corporation shall, by its Board, purchase and maintain insurance on behalf of any person who is a Director, Officer, or employee of the Corporation against liability asserted against and incurred by the person in his or her capacity or arising from his or her status as Director, Officer, or employee, regardless whether the Corporation is required or authorized to indemnify the person against the same liability. All Directors, Officers and employees responsible for handling the Corporation's funds shall be bonded in an amount to be determined by the Board.

ARTICLE X MISCELLANEOUS

10.01 Seal. The Corporation shall not have a corporate seal, and in its place there shall be affixed, whenever appropriate, a statement or notation to the effect that the Corporation has no seal.

10.02 Fiscal Year. The fiscal year of the Corporation shall commence January 1 and end on December 31.

10.03 Voting of Corporate Stock. Unless otherwise ordered by the Board, the Executive Director shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which the Corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, the Corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

10.04 Amendment. These Bylaws or the Articles of Incorporation may be amended or restated by the affirmative vote, written consent or written ballot of fifty-one percent (51%) of the Members of the Corporation present at an annual or special meeting at which a quorum is present.