

BYLAWS

Of the

**BLACK AND BROWN WOMYN
POWER COALITION, INC.**

Adopted: November 13th, 2018

ARTICLE 1

Name

The name of the Corporation shall be the Black and Brown Womyn Power Coalition, Inc. and sometimes referred to in these by-laws as BBWP Coalition and/or the Coalition.

ARTICLE 2

Purpose

Section 1: Vision/Mission

The mission of the Black and Brown Womyn Power Coalition, Inc. is to **build the capacities of Black and Brown advocates and communities to end violence against womyn, trans and queer folx, and young people.**

The Coalition envision a bold healthy community lead by liberated and powerful black, brown, womyn, queer and trans folx, and young people.

Section 2: Governance

The Board of Directors (Board) is the principal governing body for the Coalition. The Board is responsible for ensuring that the Coalition:

- Develops and pursues its mission as a nonprofit agency serving the state of Wisconsin.
- Engages in strategic planning in pursuit of its mission.
- Develops and implements programs that are designed to enhance the Coalition's capacity in serving the Wisconsin's diverse communities.

Section 3: Nonprofit Public Benefit

This Corporation has been formed under the Wisconsin Non-stock Corporation Law for the public and charitable purposes, it will be non-profit and nonpartisan under section 501(c)(3) of the Internal Revenue Services Code of 1954, or the corresponding provisions of a future US Internal Revenue Service Law. No substantial part of the activities of the agency will consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the Coalition will not participate or intervene in any political campaign on behalf of any candidate for public office.

Section 4: Charitable Activities

The Coalition will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and public purposes described in the Articles of Incorporation.

ARTICLE 3

Dedication of Assets

The properties and assets of this non-profit corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of the Coalition, on dissolution or otherwise, will inure to the benefit of any private person or individual, or any members, Directors or officers of the Coalition. On liquidation or dissolution of the Coalition, all properties and assets after payment of creditors will be distributed and paid to an organization dedicated to charitable purposes with a mission deemed similar to the Coalition, as described in Internal Revenue Code, Section 501(c)(3).

ARTICLE 4
Membership

Section 1: This organization will hold no membership.

ARTICLE 5
Meetings of the Black and Brown Womyn Power Coalition

Section 1: Annual Meeting

The Coalition holds its Annual General Meeting between February 1st to May 30th of each calendar year. The Board sets the place, day and time of the meeting. Notice for the Annual General Meeting must be given at least three weeks in advance.

The Annual General Meeting deals with the following matters:

- Co-Chair's Report
- Executive Director's Report
- Review of the audited financial statements if available
- Election of new and renewing Board of Directors
- Other matters specified in the meeting notice

Section 2: Regular Meetings

Regular Coalition Board meetings will be determined by the Board of Directors with at least one meeting per quarter every year.

Section 3: Special General Meeting (SGM)

Special meetings may be called at any time by the Board of Directors .

Section 4: Proceedings

1. Chair of the Meeting

One of the co-chair will chair every General Meeting of the Coalition. In the absence of the co-chairs, one of the executive committee members will chair.

2. Attendance by the Public

All meetings of the Coalition are open to the public.

3. Failure to Reach Quorum

The Co-Chairs may cancel any meeting if a quorum is not present within 20 minutes of the set start time

ARTICLE 6
Governance and Management of BBWP Coalition

The Board of Directors (Board) is the principal governing body of the Coalition. The Board governs and manages the affairs of the Coalition.

Section 1: Powers and Duties of the Board of Directors

General Corporate Powers. Subject to the provisions of Wisconsin Non-stock Corporation Law, as well as any limitations in the Articles of Incorporation and these bylaws, the business and affairs of the Coalition will be managed, and all corporate powers will be exercised, by or under the direction of the Board of Directors.

Specific Powers. Without prejudice to these general powers, and subject to these same limitations, the Board of Directors will have the power to:

1. Change the principal office of the Coalition and establish one or more subsidiary offices.
2. Employ paid administrator(s) to carry out Board-established policies for managing and operating the Coalition, under the direction and supervision of the Board.
3. Maintain and protect the Coalition's assets and property.
 - a. Install an accounting system that will be adequate to the requirement of the operations of the Coalition and to maintain proper records of all business transactions. Once each year, the Board of Directors will secure the services of a competent certified public accountant, who will make a thorough audit of the books and accounts of the Coalition and render a report in writing thereof, which will be submitted to the Board of Directors prior to their annual meeting. This report will include at least: 1) a balance sheet showing the true assets and liabilities of the Coalition, and 2) a ledger which will show all of the receipts and all of the expenses of CS during that period.
4. Select one or more financial institutions to act as depository/ies of the funds of the Coalition, determine the manner of receiving, depositing, and disbursing the funds of the Coalition, the form of checks and the persons by whom they will be signed, while the Board retains the power to change such financial institution/s and the person/s authorized to sign checks, and the forms thereof.
 - a. Approve all contracts entered into by the Coalition;
 - b. Retain legal counsel as needed;
 - c. Delegate, to an Executive Committee, any of the powers or authority of the Board in the management of the business and affairs of the Coalition, except the powers to adopt, amend and repeal the bylaws, or to remove a Director with cause. The Board of Directors will have the power to prescribe the manner in which the proceedings of the Executive Committee, or any other committee, will be conducted.

Section 2: Board Composition

The Board will consist of five Directors.

Section 3: Board Director Terms

Board Directors will be appointed at the Annual General Meeting by current board members for a five year term, renewable for a maximum of two consecutive terms. Board Directors who have completed two consecutive terms must take one year off from Board service before being appointed to the Board for a new term.

Terms will be staggered so that one Director position becomes open each year. No more than one appointed position will become open each year (unless there is an unexpected vacancy).

Section 4: Board Installation

Installation of the new Director will take place at the first official Board of Directors meeting in the year following the appointment. Officers and appointed Directors will be approved at this meeting.

Section 5: Resignation, Death, or Removal of a Board Director

Any Board Director may resign from office by giving 30 days' notice in writing to the President of the Board. A resignation is effective on the date the Board votes to accept the resignation.

The Board of Directors may remove any Director, by a two-thirds vote of the Board of Directors. The Director sought to be removed will not have a vote or be considered in determining the total Board vote.

When a vacancy occurs on the Board before an elected term has ended, the Board may appoint another applicant to fill the vacancy for the remainder of the term. This partial term will not count against the two-term limit of Board Directors. The position will be open for appointment when its term ends.

Section 6: Board Meetings

The Board will convene at least four official meetings each fiscal calendar year. Board meetings will be convened by one of the President or the Vice-President/Secretary.

Seven days' written notice will be given for Board meetings, which will be communicated to each Board Director by mail or electronic communication. The notice will specify the date, place, and time of the meeting, the agenda for the meeting, and include the minutes of the previous meeting and any Executive Committee meetings held since the last Board meeting.

Any of the following actions requires three weeks' notice to the Board, including a general description of the proposal.

- Action to remove a Director without cause;
- Action to amend the Articles of Incorporation or bylaws;

If a motion results in a tie vote, the motion fails.

Meetings of the Board are open to the public; however, only Board Directors will have voting rights at board meetings.

With a simple majority vote of those present, the Board of Directors may enter into closed session if confidential matters need to be discussed, in which case only voting Board Directors and those invited by the Board may be present.

An official meeting of the Board may be held via conference call. Directors who participate in this call are considered present for the meeting. Votes may also be taken by e-mail. Any decisions that are made by conference call or e-mail must be recorded and entered into the minutes of the next Board meeting.

Section 7: Board Quorum

A simple majority of Directors will constitute a quorum, which is required for the transaction of business at any official meeting of the Board of Directors, except adjournment. A quorum will be considered established when the meeting is called to order and the quorum will exist until the meeting is adjourned.

Vacancies on the Board will not be counted towards a quorum.

Section 8: Remuneration of Directors

Directors will receive no remuneration for their service to the Board except for reimbursement of reasonable expenses incurred in the normal course of their duties.

ARTICLE 7
General Appointment

Section 1: General Appointment of the Board of Directors

A general election for open positions on the Board of Directors will be held each year at the Annual Meeting of the Coalition. The slate of candidates will be prepared by a nomination committee and announced by the Board of Directors one month prior to the appointment.

ARTICLE 8
Board Officers

The Officers of the Coalition are the President, Vice-President/Secretary, and Treasurer. These officers comprise the Executive Committee, along with the Executive Director as the ex-officio member.

Section 1: Duties of Officers

President

- a. Chair of the Executive and Governance Committee
- b. Chairs all meetings of the Coalition Board and membership
- c. Is an ex-officio member of all committees
- d. Acts as the spokesperson for the Coalition
- e. Carries out other duties assigned by the Board

Vice-President/Board Secretary

- a. Records the minutes of Board, and Executive, then will distributes them in writing to the Board Directors in advance of board meetings
- b. Sends out Board correspondence
- c. Carries out other duties assigned by the Board
- d. Chair the External Affairs Committee

Board Treasurer

- a. Ensures the proper management of the books of accounts
- b. Ensures a detailed account of revenues and expenditures is presented to the Board as requested
- c. Ensures an audited statement of the financial position of the organization is prepared and presented to the Annual General Meeting;
- d. Chairs the Internal Affairs Committee
- e. Carries out other duties assigned by the Board

Section 2: Removal of Officers

The title of President and Vice-President/Secretary may be rescinded, with cause, by a majority vote of the Board of Directors. The title of Vice-President/Secretary or Treasurer may be rescinded, with cause, by the President.

Section 3: Resignation of Officers

Any officer may resign by providing two weeks written notice to the President.

ARTICLE 9
Committee

Section 1: Establishing Committees

The Board of Directors may appoint committees to advise the Board. Ad hoc committees can be created by a majority vote of the board as needed.

Section 2: Standing Committees

The Standing Committees shall meet as needed.

- A. **Executive and Governance Committee:** Chair by the President of the Board, the Executive Committee will consist of the President, Vice President/Board Secretary, and Treasurer. The Executive Director is also ex-officio on the Executive Committee.
- B. **Internal Affairs Committee:** Chair by the Treasurer, the Internal Affairs Committee will consist of the Treasurer, the Executive Director and at least one other member of the board.
- C. **External Affairs Committee:** Chair by the Vice-President/Board Secretary, the External Affairs Committee consist of the Vice-President/Board Secretary, the Executive Director and at least one other member of the board.

Section 3: Functions and Responsibilities

Any recommendations made by a committee that requires the vote of the Board of Directors must be presented to the Board Secretary for inclusion on the next Board agenda. Functions of Standing Committees are;

- A. **Executive and Governance Committee:** Responsible for the health and functioning of the board, the Executive/Governance Committee recruits new members, conducts orientation, produces board materials, including meeting agenda items, and evaluates the performance of the board . This committee also provides guidance for the Coalition between board meetings.
- B. **Internal Affairs Committee:** Assist and makes recommendations to the Board of Directors on all internal and operational issues, including those related to finance and budgeting, human resources, and facilities.
- C. **External Affairs Committee:** Assist and makes recommendations to the Board of Directors on all external issues, including fundraising, development, and grants, public relations, and marketing. This committee also plan, implement and lead the board in donor-based fundraising.

ARTICLE 10
Executive Director

The Co-Executive Directors will be the Coalition’s highest-ranking employees and will be directly responsible to the Board for executing the duties and responsibilities of the position in a manner that promotes the Coalition’s policies, goals and objectives of the Board. The Co-Executive Directors, although not be a member of the Board, will have the same rights to receive notice of and to attend meetings of the Board and committees established by the Board. The Board has the right to exclude the Executive Director from discussions that directly relate to his/her performance, compensation, employment or other employment issues.

Section 1: Duties and Responsibilities of the Executive Director:

- 1. The Co-Executive Directors reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board committees. The Co-Executive Directors is an ex-officio member of all committees and therefore does not have a vote.

2. The Co-Executive Directors acts as the administrative agent of the Board by:
 - a. Attending board meetings and other meetings, as required by the Board
 - b. Hiring, supervising, evaluating and releasing all other employees and volunteers, except when there is a potential conflict of interest, in which case the Board will establish a separate line of reporting for that employee
 - c. Implementing Board policies
 - d. Keeping the Board informed about the affairs of the Coalition
 - e. Maintaining the Coalition's day-to-day financial and other records
 - f. Managing financial and legal transactions as assigned by the Board
 - g. Preparing budgets for Board approval
 - h. Planning and implementing programs and services based on the Board's priorities
 - i. Carrying out other duties assigned or delegated by the Board.

ARTICLE 11
Records and Reports

Section 1: Maintenance and Inspection of Articles and Bylaws

The Coalition will keep at its principal office the original copy of the Articles of Incorporation and Bylaws, as amended, to date, and financial records, which will be open to inspection by the public at all reasonable times during office hours.

Section 2: Maintenance and Inspection of Books and Records of the Coalition

The Secretary of the Board of Directors will record minutes of all Board and Executive Committee meetings and keep a copy of meeting minutes in the agency office.

Other records of the Coalition are open for inspection, except for records that the Board designates as confidential.

ARTICLE 12
Insurance

Section 1: Protection and Indemnity of Directors and Officers

Board Directors and Officers of the Black and Brown Womyn Power Coalition will not be held personally liable for any debts, liabilities or other obligations of the Coalition, as provided for under The Volunteer Protection Act of 1997 (42 U.S.C.A. 14501, et. al.); and Wisconsin Chapter 181.0670.

No Board Director or Officer is held liable for the actions of any other Board Director or Officer. No Director or Officer is held responsible for any loss or damages due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Coalition. No Board Director or Officer is held liable for any loss due to oversight or error in judgment, or by an action in his or her role for the Coalition, unless the act is fraudulent, dishonest or committed in bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the Coalition's auditor or designated auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Section 2: Directors and Officers Insurance

Each Board Director and Officer holds office with protection from the Coalition. The Coalition indemnifies each Board Director and Officer against any financial liability or other charges resulting from any action performed in his/her role on behalf of the Coalition.

The Coalition purchases and maintains non-profit directors and officers liability insurance, at all times. The policy provides indemnification for any monetary damages that the Coalition or insured person becomes obligated to pay through a covered civil claim, as long as those damages arise out of a wrongful act of the organization or insured person and the claim is presented to the insurance company during the policy period.

New Directors and Officers may request proof of insurance prior to taking a position with the Coalition.

ARTICLE 13
Fiscal Year

The fiscal year of the Coalition is the calendar year (January 1- December 31).

The fiscal year of the Coalition will be determined by resolution of the Board of Directors, and may be changed at the discretion of the Board of Directors.

ARTICLE 14
Amending the Bylaws or Article of Incorporation

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Board of Directors.

The Articles of Incorporation of the Coalition may be amended by a majority vote of the Board of Directors.

ARTICLE 15
Effective Date

These bylaws will be effective as of (November 13th, 2018).

By _____
President

By _____
Vice-President/Secretary

By _____
Board Treasurer