

**Corporate Bylaws**  
**of**  
**Milwaukee Pride, Inc.**  
a Wisconsin Nonstock Corporation

THESE BYLAWS (hereinafter “Bylaws”) are made and entered into by the Board of Directors of Milwaukee Pride, Inc. (“Board”), for the purpose of providing the rights, obligations, and restrictions as set forth in these Bylaws with the force and effect of bylaws as provided for in Chapter 181 of the Wisconsin Statutes. These Bylaws replace and supersede all previous bylaws of Milwaukee Pride, Inc. (“Corporation”).

In consideration of the mutual promises made in these Bylaws, the Board agrees to manage and operate the Corporation pursuant to these Bylaws as follows:

**ARTICLE I**

**General Provisions**

**Section 1.1. Name.** The name of the Corporation is **Milwaukee Pride, Inc.** The Corporation is authorized to utilize and operate under a fictitious or assumed business name such as, without limitation, PrideFest Milwaukee.

**Section 1.2. Registered Office and Agent.**

(a) **Initial Office and Agent.** The principal place of business of the Corporation and the Corporation’s Registered Office shall initially be 1110 N Market St #204m Milwaukee, WI 53202, and the Corporation’s initial Registered Agent shall be the President of the Board.

(b) **Changes.** The Board may designate a new Registered Office or Registered Agent by affirmative vote. Upon the appointment of a new Registered Agent or Registered Office, the Board

shall file, or cause to be filed, the documents required by Chapter 181 of the Wisconsin Statutes.

**Section 1.3. General Purpose.** The Corporation's general purpose and business shall be to fulfill its Mission Statement in whatever manner the Board deems appropriate, except that the Corporation shall not act in such a manner as to deprive itself of the right to exemption from taxation under IRC Section 501(c)(3).

**Section 1.4. Mission Statement.** The Corporation, by its Board, shall draft and publish the Corporation's Mission Statement.

**Section 1.5. Members.** The Corporation shall not have any members. Any act of the Corporation that would otherwise require approval by the members shall require only approval by the Board, and all rights that would otherwise vest under the Non-Stock Corporation Law in the members shall vest in the Board.

## **ARTICLE II**

### **Board of Directors**

**Section 2.1. Composition.** The total number of members of the Board ("Directors") shall be no fewer than 7, and no more than 14.

**Section 2.2. Authority and Responsibilities.** The business, property and affairs of the Corporation shall be managed by the Board. The Board shall have authority to act in any reasonable manner in furtherance of the Corporation's interests, except as prohibited by these Bylaws. By way of example, and without limitation, the authority and responsibilities of the Board shall include:

- (a) Advance the Corporation's Mission;
- (b) Protect and maintain the Corporation by creating and implementing sound policy;
- (c) Manage the Corporation's finances;

- (d) Appoint and remove, employ and discharge, prescribe duties and set the compensation of all agents, employees, and associates of the Corporation;
- (e) Supervise and direct all agents, employees, and associates of the Corporation; and
- (f) Delegate and grant authority to the Corporation's Officers to conduct Corporation affairs on behalf of the Corporation.

**Section 2.3. Restrictions on Authority.** Absent authorization by a majority vote of the Board, no Director shall act on behalf of the Corporation, except a Director may act pursuant to, and within the scope of, a general grant of authority conferred upon the Director by the Board.

**Section 2.4. Absolute Prohibitions.** No Director shall:

- (a) Engage in any act in contravention of applicable law, or these Bylaws, or that would make it impossible to carry on the ordinary business of the Corporation;
- (b) possess Corporation property, or assign rights in specific Corporation property, for other than a Corporation purpose;
- (c) perform any act that would subject the Corporation, or its Board, to liability in any jurisdiction;

**Section 2.5. Removal.** Any Director, including an Officer, may be removed from the Board and relieved from the Director's position as a Director, with or without cause, by affirmative vote of at least two-thirds of the Board. Additionally, any Officer may be relieved from such Officer's position as an Officer, but retain said Officer's position as a Director, with or without cause, by affirmative vote of at least two-thirds of the Board. Any action by the Board pursuant to this Section 2.4 shall require a quorum of 100% of the Directors, except the Board is authorized to act hereunder with a quorum of all Directors except the Director who is the subject of the vote where the Board determines, after reasonable notice to the Director who is the subject of the vote, that it cannot reasonably obtain a

quorum of 100% of all Directors because the Director who is the subject of the vote is uncooperative, or the Director's whereabouts are unknown, or it is otherwise impracticable to obtain a 100% quorum.

### **ARTICLE III**

#### **Officers**

**Section 3.1. Officers.** The Corporation's Officers shall be members of the Corporation's Board, with all rights and responsibilities appurtenant thereto, and the Corporation's principal Officers shall be president, vice-president, secretary and treasurer.

**Section 3.2. Elections and Term.** The Corporation's Board shall elect from among them the Corporation's Officers, and Corporation Officers shall hold office for a term of one (1) year and until the election of their respective successors. The Board shall hold an election at the first regularly scheduled meeting of each calendar year to fill Officer positions that are then vacant, except the Board may, after thirty (30) days' notice, hold an election on an earlier date, and as often as necessary, at the Board's discretion, to fill Officer vacancies. The Board shall not be required to hold an election if none of the Corporation's principal Officer positions are vacant, no member of the Board seeks to replace a holdover Officer, and the holdover Officer continues to act in the capacity to which the holdover Officer was elected.

**Section 3.3. Holdover Term.** If the Board does not hold an election following the expiration of an Officer's term, and if such Officer continues to act in the capacity to which the Officer was elected, the Officer shall be a holdover Officer. The holdover Officer shall continue in the same capacity as if the holdover Officer's term had not expired, but the holdover Officer's term continues on a day-to-day basis, at the pleasure of the Board, until the holdover Officer is elected to a successive term or until the holdover Officer's term is terminated by resignation, election, or an act of the Board.

**Section 3.4. Resignation.** No resignation of an Officer shall become effective until thirty (30) days after it has been on file in the principal business office of the corporation, provided, however, that the Board may accept a resignation at any time prior to the expiration of the thirty (30) days.

**Section 3.5. Removal.** The Board may remove an Officer in accordance with Section 2.5.

**Section 3.6. Duties and Restrictions.**

(a) Duties of Principal Officers. In addition to such duties as may from time to time be prescribed by law or required of them by the Board, the Corporation's principal Officers shall have the following duties:

- a. Duties of President. The principal duties of the President shall be to preside at all meetings of the board and the executive committee and, except when another Officer is authorized to do so, to sign all documents which call for execution on behalf of the Corporation.
- b. Duties of Vice-President. The Vice-President shall undertake any special assignments given to the Vice-President by the President or the Board. During the absence or disability of the President, the Vice-President shall carry out the duties of the President to the extent determined by the Board. Following the resignation, removal from office, or death of the President, the Vice-President shall assume that office for the balance of the President's term.
- c. Duties of Secretary. The Secretary shall keep appropriate records of the meetings of the Corporation, the Board, and all of its committees, and undertake any special assignments given to the Secretary by the President or the Board. The Secretary shall be the custodian of all corporate records of

the Corporation, including such fiscal records, or copies thereof, as originate or are filed with the Corporation.

d. Duties of Treasurer. The treasurer shall ensure that all financial assets and income of the organization are fully accounted for and that all of its disbursements are authorized and made consistent with law, board policies, or the specific requirements of a particular fund. The treasurer shall be responsible to the board in matters of financial policy and shall make reports at each board meeting.

**(b)** Contracts. The Board may authorize any Officer to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all contracts made by or on behalf of the Corporation shall be executed in the name of the Corporation by the President and either the Secretary or the Treasurer. When so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing Officers.

**(c)** Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation, and no evidence of such indebtedness shall be issued in the name of the Corporation, unless authorized by the Board. Such authorization may be general or confined to specific instances. All notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by at least two (2) Officers or Directors as shall from time to time be designated by the Board.

**(d)** Checks. The Board shall designate from time to time an Officer or Director, or more than one of them, to issue, write, or otherwise generate Corporation checks, drafts,

or other orders for the payment of money (collectively “checks”). The Officer(s) or Director(s) issuing Corporation checks shall implement reasonable safeguards to limit access to blank Corporation checks. Additionally, the Board shall designate from time to time an Officer or Director, or more than one of them, but in no case the Officer(s) or Director(s) who issues checks, to authorize or sign checks. Excepting checks issued and authorized for 1) Corporation expenses pursuant to the Corporation’s Board-approved budget, and 2) Corporation expenses less than \$1,000.00 per vendor per calendar year, no single Officer or Director shall both issue and authorize Corporation checks. The initial Officers who shall issue checks shall be the President and Treasurer. The initial Officers who shall authorize checks shall be the President.

## **ARTICLE IV**

### **Meetings**

**Section 4.0. Regular Meetings.** Meetings of the Board of Directors shall be held at least quarterly, at such hour and place as may be designated by the President or a majority of the Board.

**Section 4.1. Special Meetings.** Special meetings shall be held upon call by the President, or a majority of the Board, at such place as may be designated in the call of the meeting.

**Section 4.2. Annual Meeting.** The Board shall not be required to call an annual meeting.

**Section 4.3. Action Without Meeting.** Any action required or permitted by the Articles of Incorporation, Bylaws, or any provision of law to be taken by the Board at a meeting, or by resolution, may be taken by the Board without a meeting upon the consent of every Director to so act. Any such action shall be upon a writing setting forth the action so taken, signed by all of the Directors then in

office.

**Section 4.4. Quorum.** Except as otherwise provided for in these Bylaws, a simple majority of the members of the Board shall constitute a quorum at any regular or special meeting of the Board.

**Section 4.5. Determination of Affirmative Vote.** Each Director shall have one (1) vote. Except where these Bylaws provide to the contrary, the act of a simple majority of the Directors constitutes the act of the Corporation.

**Section 4.6. Compensation.** The Corporation may, by affirmative vote of the Board, compensate Directors.

## ARTICLE V

### Indemnification

**Section 5.0. Corporation to Indemnify.** The Corporation shall indemnify any person (“Indemnified Person”) who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnified Person is or was a Director of the Corporation, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such action, suit or proceeding if the Indemnified Person acted in good faith and in a manner the Indemnified Person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent shall not, of itself, create a presumption that the Indemnified Person did not act in good faith and in a manner which the Indemnified Person reasonably believed to be in, or not opposed to, the best



interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that said conduct was unlawful.

**Section 5.1. Decision to Indemnify.** Any indemnification hereunder, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director is proper because the Director has met the applicable standard of conduct set forth in this Article III. Such determination shall be made:

- (a) By majority vote of a quorum of Directors who were or are not parties to such action, suit or proceeding; or
- (b) If such a quorum is not obtainable, or if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

**Section 5.2. Advanced Indemnification.** Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, but only after the Director to be indemnified has agreed, in writing, (1) that any payment made by the Corporation to or on behalf of such Director is contingent upon a final determination of whether such Director is entitled to be indemnified, and (2) to repay the Corporation if, upon a final disposition of such action, suit or proceeding, the Corporation determines that the Director is or was not entitled to indemnification.

## ARTICLE VI

### **Other Provisions**

**Section 6.0. Amendments to Bylaws.** The Board may, from time to time, by the vote of a majority of all of the Directors, make, alter, amend and rescind all or any of the Bylaws of this Corporation, except where such action would violate any of the provisions of the Articles of

Incorporation or applicable law.

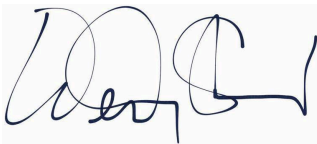
**Section 6.1. Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having and exercising any of the authority of the Board.

**Section 6.2. Applicable Law.** These Bylaws shall be governed by and construed in accordance with the laws of the State of Wisconsin, and the Corporation shall abide by Wisconsin's Nonstock Corporation Law, Wis. Stats. Chapter 181.

**Section 6.3. Waiver of Notice.** Whenever any notice is required to be given under the provisions of Wis. Stats. Chapter 181, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

The Corporation's Board of Directors hereby unanimously approves and implements these Bylaws on September 9, 2020, at a regularly scheduled meeting of the Corporation's Board.

Milwaukee Pride, Inc.



By: Wesley Shaver  
President, Board of Directors

Milwaukee Pride, Inc.



By: Michael Heller  
Secretary, Board of Directors