

**Bylaws - Board Approved January 10, 2019
Newcap, Inc.**

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I. NAME AND PURPOSE OF CORPORATION

A. Name

The name of the Corporation shall be Newcap, Inc.

B. Purpose

1. Provide a means to achieve the planning, developing, implementing, coordinating, and administering the Community Action Programs in accordance with the Economic Opportunity Act of 1964 and successor legislation in the counties of Brown, Florence, Forest, Langlade, Marinette, Menominee, Oconto, Oneida, Shawano, and Vilas, and any other geographic territories, authorized by action of the Corporation.
2. Strengthen community capabilities for planning and coordinating so as to ensure that available assistance related to the elimination of poverty can be more responsive to local needs and conditions.
3. Better organize services related to the needs of low-income communities and residents.
4. Maximize feasible participation of the low income in the development and implementation of all programs and projects designed to serve the low income.
5. Broaden resource base of programs directed to the elimination of poverty so as to include all elements of the community able to influence the quality and quantity of services to the low income. This includes providing affordable decent, safe, and sanitary housing for low- and moderate-income people.
6. Use new types of services and innovative approaches in attacking causes of poverty so as to develop increasingly effective methods of employing available resources.
7. Maximize employment opportunity, including opportunity for further occupational training and career development, for residents of the area and members of the groups served.
8. The purpose of the Corporation and its activities shall be limited to exclusively charitable and education purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as it may be amended from time to time.

II. BOARD OF DIRECTORS

A. Authority and Responsibility

The governing body of the Corporation shall be the Board of Directors, which shall have the following authority and responsibilities:

1. Hire and maintain President/CEO who shall be given the necessary authority and responsibility for the management of the Corporation, subject only to policies enacted by the Board. The President/CEO shall serve as an ex officio, non-voting member of the Board and may attend Board meetings and Board Committee meetings unless otherwise restricted due to Board policies. The President/CEO shall act as the duly authorized representative of the Board in all matters except those in which the Board has formally designated another individual or group to act. The President/CEO shall be responsible for hiring and firing employees of the Corporation based upon the general guidelines prescribed by the Board. The President/CEO is directly accountable to the

Board. The President/CEO may be removed from employment only by the determination of the Board. A two-thirds vote of all seated Board members shall be necessary to remove the CEO. Any removal shall be without prejudice to the general employment contract rights (if any) of the individual removed.

2. Determine major personnel, organization, fiscal, and program policies.
3. Participate in the development, planning, implementation, and evaluation of the programs offered by the Corporation in its service of low-income communities.
4. Supervise, control, and direct the affairs of the Corporation, actively promote and pursue the Corporation's objectives, identify the needs of the area served, and supervise the disbursement of the Corporation's funds.
5. Determine overall program plans and priorities, including provisions for evaluating progress against performance.
6. Make final approval of all program proposals and budgets.
7. Hold President/CEO responsible for enforcing compliance with all grant conditions.
8. Oversee the extent and quality of participation of low income people in programs.
9. Adopt rules and regulations for the conduct of business and may delegate certain of its authority and responsibilities to one or more committees.
10. Elect the Officers and the Executive Committee of the governing Board.
11. Review committee decisions and approve/disapprove them.
12. Be familiar with the mission, purpose, structure, major activities, and funding of the Corporation.
13. Attend and actively participate in meetings of the Board and committees assigned.

B. Representation

The number of Directors of the Corporation shall be between eighteen (18) and thirty (30), unless any Community Action or representative group of the low income has successfully petitioned for expansion of the Board membership, in which case, prescribed selection procedures will be invoked. All Directors shall have residence in one of the ten (10) counties: Brown, Florence, Forest, Langlade, Marinette, Menominee, Oconto, Oneida, Shawano, and Vilas. Any Board member selected to represent a specific geographic area must reside in the area he/she represents.

1. One-third of the members shall be elected Public Officials or their representatives. Each of the ten (10) counties shall have no more than one (1) Public Official. This group is known as the Public Officials.
2. At least one-third of the members shall be consumers representing the low-income persons in the communities served, being chosen in accordance with democratic selection procedures adequate to ensure that they are selected by and they represent low-income persons (State Statutes 46.30). Secondly, the Board shall have no less than

one third of the board population, at most, ten (10) people who are either low-income persons. They shall normally represent each of the ten (10) counties, but may, on occasion, be chosen from an at-large group within the ten- (10-) county service area. This group is known as the Consumer Representatives.

3. The remaining members shall represent specific groups or areas within Newcap, Inc.'s service area. This group is known as the Private Sector.

C. Composition and Selection

1. Public Officials

One-third of the directors shall be elected public officials, holding office on the date of selection, except that if the number of such elected officials reasonably available and willing to serve on the board is less than one-third of the membership of the board, appointive public officials or their representatives may be counted in meeting such one-third requirement. In the event that there are not enough elected Public Officials reasonably available and willing to serve on the Board, then Public Officials with general governmental responsibilities that require them to deal with poverty-related issues may be appointed. If the Public Officials, both elected and appointed, who are willing to serve do not comprise ten (10) in number, then the remainder of the seats allotted to the Public Officials shall remain vacant.

2. Private Sector

Since the Newcap, Inc. Board is not normally more than thirty (30) in number, with no more than ten (10) Public Officials and at least ten (10) Low-Income Representatives, the number representing private organizations shall be the difference between Public and Low-Income Representatives and the number 30. These representatives shall be selected in such a manner as to ensure that the Board will benefit from broad community involvement. The Board shall draw representation not only from among private social service agencies, private educational institutions, constituencies of the low income concerned with specific problems (for example, the disabled, low-income, and other private organizations within the community), but also from among business industry labor organizations. While the Board will seek a balanced representation from the various counties, these representatives may be chosen at large within the service area.

3. Consumer Representatives

At least ten (10) of the Directors shall be democratically elected representatives of the low-income residents of the ten (10) counties and members of the groups the Community Action Program is intended to serve.

Consumer Representatives must themselves be low-income at the time of election which is defined as having income of 150% of the federal poverty level. However, it is not necessary for a low-income individual, once elected, to maintain that economic status for continuing service. All representatives of the consumer sector must not only be economically eligible, but must be elected in such a way that ensures that they truly represent the low-income population being served.

The Corporation shall have a defined process for the election of consumer representatives.

4. Petitions for Representation

Any community agency or representative groups of the low-income, including, but not limited to, minority groups, the elderly, and any persons residing in pockets of poverty, which feel themselves inadequately represented on the Board, may petition for adequate representation on the Board. Petitions will be addressed to the Board Chairperson.

Upon receipt of a petition of at least fifty (50) signatures by any representative group, a fair hearing shall be conducted by the Board within sixty (60) days to determine representation on the Board. The petitioning individual or organization shall be given the opportunity to be heard at a meeting of the Board, upon such terms as the Directors shall determine.

It is hereby provided that the thirty- (30-) member Board can be expanded to include this Representative in the event this petition is approved. Petitioning groups may obtain representation on the Board by a majority vote of eligible voting Directors. However, any person added as a result of petition procedures may not be considered to be a representative of the areas and groups to be served.

D. Term of Office

New members of the Board of Directors can be seated at such time as best meets the needs of the Corporation.

1. Consumer

Directors representing the Consumer Sector shall be elected to a 5-year term. To serve a second 5-year term, and any other additional terms, a majority vote of support by the Nominating and Governance Committee as per the process, will be necessary to be referred to the Board to be seated again. After completion of two terms (or after one full term and the completion of an unexpired term if applicable), the Director shall be off the Board for at least 1 years.

2. Private Sector

Directors representing the Private Sector shall be elected to a 5-year term. To serve a second 5-year term, and any other additional terms, a majority vote of support by the Nominating and Governance Committee as per the process, will be necessary to be referred to the Board to be seated again. After completion of two terms (or after one full term and the completion of an unexpired term if applicable), the Director shall be off the Board for at least 1 years.

3. Public Sector

Directors representing the Public Sector shall be elected to a 5-year term. To serve a second 5-year term, and any other additional terms, a majority vote of support by the Nominating and Governance Committee as per the process, will be necessary to be referred to the Board to be seated again. After completion of two terms (or after one full term and the completion of an unexpired term if applicable), the Director shall be off the Board for at least 1 years.

E. Attendance

Directors who fail to attend two (2) successive regular meetings of the Board, unless excused in advance, may immediately be placed on removal probation.

Such Directors will be notified and given opportunity to have such probation removed in the event that the Director attends the next regular meeting of the Board.

1. Excused Absence - Directors shall be excused provided they notify the Agency office prior to a meeting or any time on the next day before the close of business.
2. Leave of Absence - Any Director temporarily unable to actively participate in the duties of the Board because of illness or absence from the community, may request a leave of absence from the Board. Such a leave may be granted by a majority vote of the Directors present at a regular meeting or by the Executive Committee.

F. Removal

Any Director may be removed from the Board by a majority vote of the Directors present, when deemed appropriate.

G. Vacancies

Any vacancies caused by death, resignation, or removal, as provided above, shall be filled in the same manner as the original selection or appointment, and the replacement Director shall serve for the balance of the unexpired term.

H. Meetings

1. Annual Meeting

The Annual Meeting of the Corporation shall be held at least annually at a place, day, and hour determined by the Board for the purpose of electing Officers and Members at Large. Once scheduled, if upon request by the Chairperson or three (3) Board members, and noticed properly, the annual meeting of the Corporation may be moved to a different month.

2. Bimonthly Meeting

The Board of Directors shall meet no less than bimonthly at a place, day, and hour determined by the Board, with the Executive Committee conducting necessary business during those off months.

3. Special Meetings

Special meetings of the Board of Directors may be called by the Board Chairperson, the Executive Committee, or by the written request of any twelve (12) Directors. Any lawful business may be transacted at such special meetings.

4. Meeting Notice

Written notice for all meetings of the Board of Directors shall be mailed (via postal or electronic mail) at least seven (7) days prior to the meeting to all Board members, specifying time, place, and agenda.

5. Meeting Minutes

The Board shall keep for each meeting written minutes that include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all Directors before the next meeting.

6. Quorum

A quorum shall consist of 50% of the non-vacant seats of the Board of Directors. If a full Board meeting is called and a quorum is not present for the full Board, but there is a quorum for the Executive Committee of the Board, then the Executive Committee shall convene and transact any business on behalf of the full Board. The Board Chairperson shall normally determine whether there is sufficient business to be considered by the full Board or Executive Committee to warrant meetings beyond six (6) per year.

Any action of the majority of those present shall be the action of the Board, unless the act of a greater proportion is required by applicable state or federal laws or regulations or the Articles of Incorporation or by these Bylaws.

Proxy voting and alternates are prohibited.

III. OFFICERS OF THE CORPORATION

Officers of the Corporation shall be Board Chairperson, Board Vice Chairperson, Secretary, and Treasurer (collectively, the "Officers") and shall serve as Officers of both the Board of Directors and the Executive Committee. The Officers shall be selected from among the Directors.

A. Chairperson

1. The Board Chairperson shall be the principal Officer to the Corporation and shall, when present, preside at all meetings of the Board of Directors and the Executive Committee.
2. The Board Chairperson shall be an *ex-officio* member of all committees and shall be counted in determining whether a quorum is present. The Chairperson shall only vote on committees in case of a tie.
3. The Board Chairperson shall have the authority to sign, execute, and acknowledge on behalf of the Corporation all deeds, contracts, leases, reports, and all other documents or instruments necessary and proper to be executed in the course of the Corporation's regular business provided no present or contingent aspect of such action shall be authorized by the Board of Directors. This authority is generally delegated to the CEO/President of the Corporation via resolution of the Board upon hiring of the CEO/President.

B. Vice Chairperson

The Board Vice Chairperson shall perform the duties of the Board Chairperson in his/her absence, and when so acting, shall have all the powers of, and be subject to, all of the restrictions of the Board Chairperson. The Vice Chairperson shall be Chairperson of the Personnel Committee.

C. Secretary

1. The Secretary or designee shall call the roll of the Directors at meetings of the Board of Directors and the Executive Committee.

2. The Secretary or designee shall ensure that Directors and other appropriate parties are provided with timely notices of all regular and special meetings.
3. The Secretary or designee shall ensure that minutes of meetings are accurately recorded and maintained and that the records of the Corporation are maintained in good order and in compliance with legislation.
4. The Secretary shall be Chairperson of the Nominating and Governance Committee.

D. Treasurer

The Treasurer shall request financial reports of the Corporation for review by the Board. The Treasurer shall be the Chairperson of the Finance Committee.

E. Election

To be elected as an Officer of the Corporation or the Chairperson of a standing committee, a Director must have completed no less than one (1-) year of his/her term in good standing. Election of Officers is held at the Annual Meeting of the Corporation every two years. Nominations shall be presented from the Governance Committee and may be accepted from the floor; election shall be by ballot.

F. Term

1. Officers of the Corporation shall be elected for two- (2-) year terms by the Board of Directors at the Annual Meeting of the Corporation.
2. Terms of office shall commence the day following election.
3. Each Officer shall hold office until his/her successor shall have been qualified or until death or removal in the manner hereinafter provided.

G. Removal

Any Officer may be removed from the Board by a majority vote of the Directors present, when deemed appropriate.

H. Vacancies

Any vacancies in the Officers caused by death, resignation, or removal shall be filled in the same manner as the original election or shall be appointed by the Board Chairperson and ratified by the Board of Directors, and the replacement Officer shall serve for the balance of the unexpired term. If the office of Chairperson is vacated, the Vice Chairperson will automatically assume the duties of Chairperson through the remainder of the term.

IV. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers of the Corporation and a maximum of three (3) additional Directors (**three** Members-at-Large) for a total of a maximum of seven (7) Executive Committee Members, reflecting geographic and representative composition of the Board.

A. Duties

1. The Executive Committee shall function for the Board between meetings of the Board when necessary.

2. The Executive Committee may authorize any Officer or agent 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.
3. The Executive Committee shall have authority to transact the business of the Agency as delegated to it by the Board.

B. Meetings

1. Meetings of the Executive Committee shall be held at a time, place, and date selected by the Executive Committee Members.
2. Special meetings of the Executive Committee shall be called by the Board Chairperson or any three (3) Executive Committee Members. Special Meetings can be conducted electronically or via conference call if agreed to by all members of the Executive Committee
4. Notice of any special meeting shall be given at least forty-eight (48) hours in advance by written notice to each Executive Committee Member.
5. Written Notice of all regular meetings preferably shall be given seven (7) days in advance, but no less than (forty-eight) 48 hours in advance, indicating time, place, and agenda.

C. Election

Election of Members-at-Large of the Executive Committee is held at the Annual Meeting of the Corporation every two years. Nominations can be from the floor and election shall be by ballot.

D. Term

1. The terms of office for Officers serving on the Executive Committee shall be two (2) years, except where a vacancy has caused an unexpired term; in that case, election shall be for the balance of the unexpired term.
2. The terms of office for Members-at-Large serving on the Executive Committee shall be two (2) years.
3. Terms of office shall commence the day following election.

E. Vacancies

Any vacancies shall be filled by the Board of Directors at the next appropriate Annual Meeting of the Corporation.

V. OTHER COMMITTEES

A. Standing and Ad Hoc Committees

Committees shall carry out the duties and responsibilities of the Board and oversee the functions of the Corporation. Permanent Committees are: 1) Nominating and Governance, 2) Personnel, 3) Finance, 4) Planning & Evaluation.

Composition of the permanent committees shall be constituted in such a manner as to reflect the pattern of representation of the Board as a whole, except that Consumer Representatives may comprise more than one-third of such committees.

VI. MISCELLANEOUS

A. Parliamentary Procedure

Roberts Rules of Order shall be followed at all meetings of the Corporation.

B. Meetings by Electronic Means of Communication

The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

C. Action Without a Meeting

In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action relating to amending these Bylaws or dissolving this Corporation, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes manual signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time

D. Fiscal Year

The Corporate Fiscal Year shall be from January 1 to December 31.

E. Expense Reimbursement

Directors from the Consumer Representatives may be reimbursed for expenses related to undertaking the Corporation's business.

F. Conflict of Interest

The Board shall comply with a Conflict of Interest Policy.

G. Political Activity

No part of the activities of the Corporation shall include direct participation or intervention in any political campaigns on behalf of any candidates for public office.

H. Dissolution

The Corporation shall be dissolved or subject to merger or any other form of corporate restructuring upon the approval of two-thirds (2/3) of all Directors. Upon dissolution, the Corporation shall discharge all liabilities and obligations of the Corporation. The remaining assets shall be used exclusively for purposes that are exclusively charitable within the meaning of 501(c)(3) of the Internal Revenue Code, such as for groups administering government-sponsored projects in order to eliminate poverty in the areas served by the Corporation. No Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

VII. INDEMNIFICATION AGAINST LIABILITY

The Corporation shall indemnify and hold harmless each person who shall serve at any time as a Director or Officer of the Corporation from and against any and all claims and liabilities to which such person may become subject by reason of his/her having been a Director or Officer of the Corporation or by reason of any action alleged to have been taken or omitted by him/her as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claims or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claims or liability arising out of his/her own negligence or willful misconduct.

VIII. AMENDMENTS

1. These Bylaws may be amended by a two-thirds (2/3) vote of all the Directors present at a regular or special meeting of the Corporation called for this purpose. Notice of proposed amendments must be given to all Directors at least seven (7) days prior to the date of such meeting.
2. These Bylaws shall become effective upon the date of approval of the Board of Directors, unless otherwise determined by the Board. All previous Bylaws, amendments, and additions of this Corporation are superseded as of the date of this approval.