

**Bylaws**

**Of**

**“With A Little Help...”, Inc.**

**P.O. Box 320243  
Franklin, Wisconsin, 53132**

**Adopted December 30, 1982**

**Amended June 11, 1983  
Amended March 17, 1990  
Amended August 1, 1999  
Amended August 5, 1999  
Amended August 1, 2007  
Amended July 30, 2013  
Amended August 2, 2016**

**Bylaws of  
“With A Little Help...”, Inc.**

## **Article I** **Identification**

Section 1 – Name. The name of the corporation is “With A Little Help...”, Inc.

Section 2 – Location. The principle office of the corporation shall be at P.O. Box 320243; Franklin, Wisconsin 53132.

Section 3 – Fiscal Year. The fiscal year of the corporation shall commence on the first day of January and end on the last day of December.

Section 4 – Omission of Seal. Statement of notification to the effect that the corporation has no seal will be included or affixed to any document which requires a corporate seal.

Section 5 – Nature of the Corporation. This corporation is a non-stock, non-profit corporation organized under Chapter 181 of the Wisconsin Statutes.

Section 6 – Purpose of the Corporation.

- To develop and promote camping opportunities for adults with muscular dystrophy and its related neuromuscular diseases in Wisconsin and other states. Wisconsin residents will receive first consideration with regards to space and volunteer availability.
- To help insure equal rights and opportunities for all persons to experience recreational opportunities as an integral part of total life experience.
- To engage in other lawful activities authorized in Chapter 181.

Section 7 – Jurisdiction. The jurisdiction of the corporation shall be the state of Wisconsin.

## **Article II** **Members**

Section 1 – Class of Members. Any person who subscribes to the purpose and philosophy of the corporation shall be eligible to become a Member. No person shall be excluded from membership, segregated or otherwise discriminated against within the corporation because of age, color, economic status, education, marital origin, parenthood, race, religion, sex, sexual preference, or physical or psychological handicaps. This corporation shall have two classes of Members with the following qualifications and rights.

Section 1.1 – Individual Member (IM).

- a. An Individual Member (IM) is any person who subscribes to the purpose and philosophy of the corporation and becomes a member upon attendance at and participation in (minimum 1 overnight event) their second camping event.

- b. A person will continue to be an IM until such time as they miss 10 consecutive camping events, at which time they will become a FoW and will need to re-qualify to become an IM.
- c. It is the responsibility of each IM to maintain an Email link or physical address to the organization if they wish to be informed regarding Organizational business.

Section 1.2 – Friend of WALH (FoW).

- a. Friends of WALH (FoW) are individuals or organizations who make donations to the organization and/or participate in fundraising events. They are considered honorary members, with no voting rights and no right to hold a position on the Board of Directors.
- b. FoW's will receive all mailings. It is the responsibility of each FoW to maintain an Email link or physical address to the organization if they wish to be informed regarding Organizational business.

Section 2 – Voting Rights. Each IM as defined in Article II, Section 1.1 shall be entitled to one vote on each matter submitted to a vote of members. The Membership Committee or its delegate shall have the authority to determine voting eligibility according to Article II. There will be no voting by proxy. However, absentee ballots will be accepted. Specifics of absentee ballots will be determined at the discretion of the Board of Directors.

Section 3 – Fees Established. The Board of Directors shall, from time to time, establish specific membership fees for each class of member.

**Article III**  
**Powers**

Section 1 – Powers. This corporation shall have and may exercise all powers and privileges of a corporation organized under Chapter 181 of the Wisconsin Statutes which are necessary to effectuate its declared purpose.

**Article IV**  
**Meeting of Members**

Section 1 – Annual Meetings. The annual meeting shall be held during the month of July or within six weeks thereof by decision of the Board of Directors. The meeting shall be at a place of their choosing, which is wheelchair accessible.

Section 2 – Regular Meetings. Regular meetings shall be held at a time and place so designated by the Board of Directors.

Section 3 – Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or upon written request of five IMs.

Section 4 – Notice of Meetings. Written, electronic, or direct verbal notice of each membership meeting shall be made to each member at least five (5) days prior to the meeting. Such notice shall specify place, date, time, and in the case of special meetings, the general nature of the business to be transacted.

Section 5 – Members Quorum. A minimum of ten (10) IMs of the general membership, as well as a quorum (Article VI Section 3) of the board members at any duly called or held meeting shall constitute a quorum for the purpose of conducting business.

Section 6 – Meeting Agendas. A written agenda authored by the President outlining the anticipated meeting topics shall be made available to all interested IMs not less than 24 hours before any scheduled meeting including those meeting types specified in Sections 1, 2, or 3 of this Article.

Section 7 – Changes to the Bylaws. The bylaws can only be changed during a Meeting of Members as outlined in Sections 1, 2, or 3 of this Article. For changes to be final they need to be agreed upon by the board then submitted from the board to a Meeting of Members and be approved by a majority of a Members Quorum as described in Section 5 of this Article.

Section 8 – Alcohol and Drugs. No alcohol or drugs will be consumed or made available at any overnight camping event sponsored by the corporation where members of the corporation are officially involved with care and transferring of people. Individuals requiring such assistance will need to provide their own personal assistant in situations such as these and the corporation shall not be held liable should an issue occur.

## Article V

### Board of Directors: Selection: Term of Office

Section 1 – Number. The affairs of the corporation shall be managed by a Board of no less than seven (7), nor more than eleven (11) Directors including the enumerated officers (Article VIII, Section 1).

Section 2 – Term of Office. Each of the Directors will have a term spanning from one annual meeting election until the next annual meeting election.

Section 3 – Nominations. Nominations for election to the Board of Directors will be actively sought and compiled by the Nominations Committee no later six weeks prior to the general membership meeting at summer camp. Nominees can be any IM as described in Article II, Section 1.1. They can be self-nominated or nominated by another IM. Nominees will state in a short written biography any experience that may be beneficial to the organization and the Board of Directors, what they believe they can contribute to the Board of Directors and any other

qualification(s) that may be beneficial to the organization and the Board of Directors. This biography must be received by the Nominating committee no later than four weeks prior to the general membership meeting at summer camp. A list of all nominees for election to the Board of Directors and their biographies will be posted for membership review no later than two weeks prior to summer camp. The nominating committee will also post the biographies at summer camp to be available to all voting members.

Section 4 – Absentee Ballots. IM's eligible to vote pursuant to Article II, Section 1.1 who wish to vote but are unable to attend the elections at summer camp can have the option of voting by absentee ballot. Absentee ballots will be made available by request from the Nominations Committee two weeks prior to the start of summer camp. The point of contact will be posted with the list of nominees on the WALH website. Once the voter's eligibility has been confirmed, a ballot will be mailed/e-mailed to the IM requesting it. Completed ballots must be mailed to the WALH post office box and postmarked no later than one week before the start of summer camp. The envelope and ballot must include the voter's name and address in order to confirm voter's eligibility. The IM submitting the absentee ballot must be an IM in good standing on the day of the annual general membership meeting. The envelope must state "Absentee Ballot" (or similar) on the outside of the envelope. Ballots collected at the post office box will remain sealed until the election at summer camp and will only be opened by the designated vote counters. Absentee ballots determined to be valid will be counted the same as any other eligible IM ballot.

Section 5 – Election. The election of the Board of Directors shall be by secret ballot at summer camp during the annual general membership meeting. The election will be the meeting's final agenda item. A maximum of eleven (11) eligible IM's shall be elected. If there are 11 or fewer nominees presented for the election, there will not be an election and the nominees shall be the new board. The current President and Vice-President will select two (2) impartial IM's to count the ballots in private. Immediately following the counting of the ballots and the announcement of the new Board members, the general meeting will be adjourned and the new Board of Directors shall meet in a new meeting. This shall be a closed meeting consisting only of the newly elected board members. At this meeting, nominations to fill the officer positions of President, then Vice-President, then Treasurer, then Secretary and finally Camp Coordinator shall be taken. When the nominees for each officer position have been confirmed, the officer will be chosen by secret ballot among the Board members. After the election of the officers is completed, the meeting may be opened to non-board members.

Section 6 – Vacancies. These shall be filled by appointment. The Board currently sitting therein shall nominate and fill appointments by a majority vote of a quorum (Article VI Section 3) of the board members.

**Article VI**  
**Meeting of the Board of Directors**

Section 1 – Regular Meetings. Regular meetings of the Board of Directors shall be held no less than six (6) times a year, and more frequently as the need arises with notice, at such place and hour as may be fixed from time to time by resolution of the Board. Board members are expected to attend the majority of the meetings in person as opposed to thru electronic means.

Section 2 – Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or any two Directors after not less than three (3) days' notice to each Director.

Section 3 – Quorum of the Board of Directors. Fifty percent (50%) plus one of the current Board of Directors at any duly called or held meeting shall constitute a quorum for the purpose of conducting business. Directors that are present in person or present via phone or voice or messaging link and are able to participate in the meeting will be included in the quorum.

Section 4 – Meeting Location. All meeting locations must be wheelchair accessible.

Section 5 – Meeting Agendas. A written agenda authored by the President outlining the anticipated meeting topics shall be made available to all Directors not less than 24 hours before any scheduled meeting including those meeting types specified in Sections 1 and 2 of this Article.

Section 6 – Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. The approval, as well as the proposal, must be written on a hardcopy or Electronic means or E-mail (Electronic-mail). Such approval shall be recorded in the minutes of the next Board of Directors meeting. Any action as approved shall have the same effect as though taken at a meeting of the Directors.

**Article VII**  
**Powers of the Board of Directors**

Section 1 – Powers to Corporation. Subject to the limitations imposed by law of the Articles of Incorporation, all corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be controlled by the Board of Directors.

Section 2 – Powers to Board of Directors. The Board shall have the power to declare the office of a member of the Board of Directors vacant in the event such member shall be absent from two (2) regular meetings of the Board of Directors, with or without excuse.

Section 3 – Powers to Officers. The Board is authorized to delegate its powers to committees, officers or employees to the extent not inconsistent with the law.

### **Article VIII** **Officers and Their Duties**

Section 1 – Enumeration of Officers. The officers of this corporation shall be: President, who may be called Chairperson, Vice-President, who may be called Vice – Chairperson, Secretary, Treasurer, and Camp Coordinator. The officers of the corporation shall, at all times, be members of the Board of Directors. The Board of Directors from time to time may create other offices by resolution.

Section 2 – Eligibility. The officers of this corporation must be members in good standing of the organization in accordance with Article II, Section 1.1 of these bylaws in order to hold office.

Section 3 – Removal. Any Director may be removed from the Board for just cause (see Article VIII Section 4) by a majority vote of a quorum of the Members (Article IV, Section 5) taken by secret ballot. The Director in question is not included in the quorum and does not have a vote. Any Director whose removal has been proposed shall be given an opportunity to be heard at a scheduled meeting before the removal vote takes place and there is also some discussion time required without the Director in question in the room. An individual Director shall not be removed if the majority of a quorum of the Members votes against a resolution for removal. The presiding Officer's vote would break any tie.

Section 4 – Just Cause. Just cause for removal of a Director shall be defined as failure to perform designated responsibilities and duties. Just cause may also include violating attendance as stated in Article VII, Section 2. Just cause may also be defined as a petition for removal of said Director signed by 25 IMs. Just cause removals occur as per Article VIII Section 3.

Section 5 – Resignation and Removal. An officer may be removed from office for just cause (see Article VIII Section 4) by the Board. Any officer may resign at any time, giving written notice to the Board, the President and the Secretary. Such resignation shall not be necessary to make it effective.

Section 6 – Vacancies. A vacancy in any office shall be filled by a special election that includes a quorum (Article VI Section 3) of the board members. If the officer vacancy also means a Director vacancy, the empty Director position will be filled first as per Article V Section 6. The officer elected to such vacancy shall serve until the next annual meeting election.

Section 7 – Multiple Offices. No person shall simultaneously hold more than one of the enumerated officer positions in Section 1 of this Article except in the case of special offices created pursuant to Section 1 of this Article.

Section 8 – Compensation. No Director shall receive compensation for any service rendered to the corporation. However, any Director may be reimbursed for actual Board-approved expenses incurred in the performance of duties with presentation of financial documentation and/or receipt(s).

Section 9 – Duties. The duties of the officers are as follows:

9.1 President (Chairperson).

- a. Shall preside over all membership meetings and Board of Director meetings and provide an agenda to interested parties not less than 24 hours before any scheduled meeting;
- b. Shall see that the orders and resolutions of the Board are carried out;
- c. Shall mail notices to Board members informing them when meetings will occur, enclose all pertinent information concerning the meeting and draft of the agenda;
- d. Shall make all arrangements for meetings of the Board of Directors and annual meetings, obtain a convenient, wheelchair accessible meeting place, time and day;
- e. Shall at the first Board meeting following Board elections in each presidential term give an address to the Board of Directors stating his/her goals, expectations and direction for the organization in that year;
- f. Shall answer and/or approve all correspondence relating to organizational business promptly;
- g. Shall be the WALH contact to Camp Leadership for negotiations to set up dates and negotiate terms of use before camp;
- h. Shall assist or assign others to assist a Board member requiring help in carrying out the necessary duties of his/her position;
- i. Shall ensure that either he/she or the Board Treasurer signs all checks and promissory notes;
- j. Shall sign all leases, mortgages, deeds or any other written instruments.

9.2 Vice-President (Vice-Chairperson).

- a. Shall act in the place of the President in the event of absence, inability or refusal to act;



- b. Shall exercise and discharge such other duties as may be required by the Board;
- c. May co-sign all checks and promissory notes.

### 9.3 Secretary.

- a. Shall maintain all corporate business Records;
- b. Must be present at all meetings of the corporation, or arrange for and provide a replacement for themselves at all such meetings.
- c. Shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and membership and update the website to inform the members of related information;
- d. Shall be responsible for maintaining appropriate current records of the members of the corporation together with their addresses. (This function may be delegated to the chairperson of the Membership Committee).

### 9.4 Treasurer.

- a. Shall maintain all corporate financial records;
- b. Shall be a member of the Finance Committee (if standing);
- c. In conjunction with the Finance Committee (if standing) shall recommend an annual audit of the corporation books to be made by a public accountant at the completion of each fiscal year;
- d. Shall prepare an annual budget;
- e. Shall prepare a corporate financial statement and present such to the Board of Directors at each scheduled meeting and to the membership at its regular annual meetings;
- f. Shall develop and present to the Board of Directors recommendations for investments and maintain those approved investments;
- g. Shall prepare and present a full financial statement to the Board President on a quarterly basis; and
- h. Shall ensure that either he/she or the Board President signs all checks and promissory notes.
- i. Prepare any reports and paperwork required to fulfil 501c3 and licensing and similar requirements of the organization.

### 9.5 Camp Coordinator.

- a. Shall maintain all records and budgets pertaining to Camp Activities as requested by the board;
- b. Shall be ultimately responsible for coordinating efforts and ensuring all supplies and necessary items are available at camp;
- c. Shall be ultimately responsible for Camp personnel logistics, including recruiting medical staff, volunteer pairing with campers, room assignments, cabin leaders, etc.;
- d. Shall inform the other board members of any serious injuries or events that occur during camp activities in a timely manner and discuss important issues as needed with the board members to assure no actions detrimental to the corporation occur without the board's knowledge.

- e. Shall be a member of the Camp Committee (if standing).
- f. Shall be the GOTO person during camp related activities as the WALH official contact to the Camp leadership and the person who decides who can come and go from camp while camp is occurring;
- g. Develop and maintain a camp attendance list and report this list to the Membership Committee and or the Board.
- h. Develop and distribute in cooperation with the Membership Committee (if standing) an application and screening system for campers and volunteers that are requesting to attend a camping event;
- i. Shall be assisting and aware of negotiations with Camp Leadership to set up dates and negotiate terms of use before camp;

## **Article IX** **Advisory Board**

Section 1 – **Purpose.** (If Standing) To provide special expertise and increased statewide involvement in the objectives of the corporation.

Section 2 – **Powers.** The Advisory Board and its members shall act in a non-voting capacity as advisors to the Board of Directors of the corporation on matters of mutual interest and concern.

Section 3 – **Membership.** Persons eligible for membership on the Advisory Board shall include individuals with special expertise in the areas of concern of the corporation, representatives of associations and agencies that support the purposes of “With A Little Help...”, Inc., and representatives of corporations and foundations interested in furthering the aims of the corporation.

Section 4 – **Term of Office.** Once appointed, members shall continue to serve on the Advisory Board at the pleasure of the Board of Directors.

Section 5 – **Compensation.** (Same as Article VIII, Section 8).

Section 6 – **Appointment.** Appointment to the Advisory Board shall be at the discretion of the Board of Directors of the corporation, and may be accomplished at either a regular meeting or by a mailed ballot.

Section 7 – **Meetings.** The membership of the Advisory Board may call meetings from time to time, as it deems necessary.

## **Article X** **Committees**

Section 1 – Committees, General. The President may, from time to time, appoint such committees as deemed appropriate in carrying out its purpose. Except as otherwise specifically provided herein, members of each committee shall be appointed annually and each shall serve until resignation, removal, disqualification, until a successor is appointed or until dissolution of the committee. Each committee may elect its own officers. Each committee will present a summary of activities to the Board at each scheduled meeting outlined in Article VI Section 1. This summary can be written or verbal.

Section 2 – Enumerated Committees.

Section 2.1 – Executive Committee. The officers of the Board will constitute this committee. The committee shall study, review and plan long-range goals and needs of the corporation regarding policies, programs and practice.

Section 2.2 – Finance Committee. The Treasurer of the corporation shall be a member of the committee, although not necessarily the chairperson. The committee shall interest itself in matters of income, investments, grants, expenditures, and fund-raising.

Section 2.3 – Membership Committee. The Membership Committee will administer all membership matters, recruitment, applications, processing. It shall be responsible for verifying members' status and updating the corporation's membership list and filing such with the Secretary of the Board.

Section 2.4 – Nominating Committee. This committee will be chosen by the Board of Directors at the first board meeting of the calendar year and will consist of at least 3 members, no more than one third Board members and the rest non-Board IM's. The purpose of the Nominating Committee will be to actively seek and compile a list of nominees for election to the Board of Directors and to manage the nominations process pursuant to the protocol described in Article V, Section III of these bylaws.

Section 2.5 – Camp Committee. The Camp Coordinator of the corporation shall be a member of the committee, although not necessarily the chairperson. The Camp Committee will develop ideas for a theme for the next camping event. The Committee will determine an activities schedule for each day of camp, procure resources to complete these activities, and find volunteers and experts to make it happen.

## **Article XI** **Books and Records**

The books, records and papers of the corporation, excluding client files, shall, at all times, during reasonable business hours, be subject to inspection by any members. The above records and the Articles of Incorporation and Bylaws of the corporation may be purchased at a reasonable cost.

**Article XII**  
**Contracts, Indebtedness, Etc.**

The Board of Directors may authorize any officer or officers, agent or agents, or staff to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purchase or in any amount. Anything to the contrary notwithstanding, no officer, agent or employee of the corporation, may incur indebtedness in excess of two hundred dollars (\$200.00) unless specifically authorized to do so by affirmative vote of the Board of Directors at which a majority of the Directors agrees to the purpose and the amount of money. Notes or other evidence of indebtedness issued in the nature of, or payable to the corporation shall be signed or endorsed by the President, and/or other officers as appointed and the Administrator(s) as so stated by Board resolution.

**Article XIII**  
**Amendments**

Section 1 – Bylaws may be adopted, altered, amended or repealed by the members of the Board of Directors with the consent and approval of the general membership in accordance with Article IV.

Section 2 – Amendments. In the case of any conflicts between the Articles of Incorporation and these Bylaws, the Articles shall control.

**Article XIV**  
**Dissolution**

Upon dissolution of this corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of the assets of the corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt organization under Section 502 c (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization

or organizations as said Court shall determine which are organized and operated exclusively for such purpose.

These above Bylaws of "With A Little Help...", Inc. were adopted at a meeting of the incorporated Board of Directors on December 30, 1982.

ADOPTED DECEMBER 30, 1982

AMENDED JUNE 11, 1983 by the Board of Directors  
AMENDED MARCH 17, 1990 by the Board of Directors  
AMENDED AUGUST 1, 1999 by the Board of Directors  
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