

RESTATED BYLAWS OF THE
AMERICAN CIVIL LIBERTIES UNION OF WISCONSIN, INC.

BOARD MADE FIRST VOTE TO APPROVE ON JULY 13, 2019; SECOND VOTE TO APPROVE TOOK PLACE ON
SEPT 28, 2019

I. NAME AND AFFILIATION.

The name of this organization is the American Civil Liberties Union of Wisconsin, Inc. (the “ACLU-WI”). The ACLU-WI is an affiliate of the American Civil Liberties Union, Inc. (the “National ACLU”).

II. PURPOSE.

The purpose of the ACLU-WI is to protect and promote the civil liberties and civil rights guaranteed to all people of Wisconsin through our state Constitution, the U.S. Constitution, and the Bill of Rights, including: freedoms of speech, religion, and expression; equal protection of the law; due process of law; and personal privacy rights in a non-partisan manner through litigation, advocacy, and education.

III. MEMBERS AND MEMBERSHIP.

A. Eligibility. All persons in Wisconsin wishing to further the purposes of the ACLU-WI are eligible for membership. Membership is established by paying annual dues.

B. Classes of membership. There are two classes of membership:

1. Voting members. A Voting Member is a member who is serving on the ACLU-WI’s board of directors (the “Board”). A Voting Member has all privileges of membership and is entitled to one vote on any matter requiring a vote.

2. General members. A General Member is a member other than a Voting Member. A General Member has all privileges of membership but is not entitled to vote.

C. Meetings of members. A meeting of members will be held at least once each calendar year, for the purpose of receiving reports on the activities of the organization during the preceding year and for considering such other business as the Board may put before it.

1. Meeting agenda. In addition to matters brought before the membership by the Board, any appropriate matter presented by a member to the President not less than thirty days before the meeting will be placed on the agenda.

2. Notice of meetings. The ACLU-WI will give members not more than 60 days or less than 30 days’ notice of the place, date, and time of each meeting of members.

3. Place of meetings. All meetings of members will be held in the state of Wisconsin.

4. Voting. Voting will be by those Voting Members present at a meeting. Any action that may be taken at a meeting of Voting Members may be taken without a meeting, if the organization delivers a written ballot to every member entitled to vote on the matter. Proxy voting is not permitted.

IV. REGIONAL CHAPTERS.

Members living in a geographic area may apply to the Board to be chartered as a chapter under this section. A chapter's board of directors will be elected by the members living in that geographic area. A chapter will conduct its affairs in accordance with the ACLU-WI's standards for regional chapters.

V. BOARD OF DIRECTORS.

A. Powers. The management of the ACLU-WI is vested in the Board, which has authority to manage the organization to the extent provided by law.

B. Composition. The Board is comprised of:

1. Elected Directors. No less than 21 nor more than 30 directors elected as provided under these bylaws ("Elected Directors"); and

2. Chapter Representatives. The chairperson of each regional chapter chartered by the ACLU-WI or that chairperson's designee (a "Chapter Representative").

C. Nomination and election of directors. Voting Members will meet annually to elect Elected Directors from a list of candidates offered by the Governance Committee.

D. Term. Each Elected Director will be elected for a term of three years. The terms of Elected Directors will be staggered, so approximately one-third of the Elected Directors are subject to election each year. At the time of election, the Voting Members may elect a director to a term of less than three years, if a shorter term is necessary to maintain such staggering.

E. Term limit. No Elected Director or Chapter Representative may serve more than three consecutive three-year terms without a break in service of at least one year. Notwithstanding the foregoing, a director serving as an officer or as the National Representative may continue to serve as a director until the expiration of his or her term as such officer or representative.

F. Meetings of the Board.

1. Regular and special meetings. Board meetings will be of such frequency and duration as may be necessary to conduct the Board's business. In addition to those regular meetings scheduled by Board resolution, a special meeting of the Board may be held at the call of the President, Vice President, Secretary, or Treasurer, or by one-third of the directors then in office.

2. Notice of meetings. Notice of any meeting of the Board will be given to each director at least 5 days before the meeting, by written notice delivered personally, by mail, or by electronic means. If mailed, that notice will be deemed to be delivered when deposited in the U.S. Mail. If notice is given by electronic means, the notice will be deemed to be delivered when the notice is delivered to the service provider. The notice will state the time, date, and place of the meeting.

3. Participation by electronic means. A director may participate in any meeting of the Board or a committee by means of communication in which all participating directors may simultaneously hear or read each other's communications during the meeting. A director participating in a meeting by such means is considered to be present in person at the meeting.

4. Quorum. Unless a greater number is required by law: (a) one-third of the directors then in office, including at least one officer, constitutes a quorum of the Board; and (b) the affirmative vote of a majority of directors in attendance at a meeting at which a quorum is present is the act of the Board.

5. Removal. The Board may, by a majority vote, remove any director who fails to attend three or more meetings of the Board within a 12-month period. A director may otherwise be removed by the affirmative vote of two-thirds of the directors then in office.

G. Vacancies. In the event of a vacancy on the Board due to the death, resignation, or removal of an Elected Director, the Board may elect a successor to fill the vacancy for the remainder of the term for that position.

VI. OFFICERS.

A. Officers and responsibilities. The officers of the ACLU-WI are a President, a Vice President, a Treasurer, and a Secretary. No person may concurrently hold more than one office.

1. President. The President will exercise general supervision over the affairs of the ACLU-WI, will preside over all meetings of its members and its board of directors, and will chair its Executive Committee. In addition, the President will appoint members and chairpersons of its standing committees and ad hoc committees. The President will be a non-voting ex officio member of each of those committees.

2. Vice President. The Vice President will exercise the duties of the President in the absence or incapacity of the President.

3. Secretary. The Secretary will oversee the maintenance of the records of the ACLU-WI and the preparation of minutes of meetings of the Board.

4. Treasurer. The Treasurer will serve as chair of organization's Finance Committee and will oversee the finances of the ACLU-WI and the maintenance of its financial records.

B. Election; terms; term limit. The Board will elect officers at its first meeting each year. In even-numbered years the Board will elect a President and a Treasurer. In odd-numbered years the

Board will elect a Vice President and a Secretary. Each officer will be elected for a term of two years, except for the Vice President and Secretary elected in 2020, who will be elected to a one-year term. No officer may serve more than two consecutive terms without a break in service of at least one year. Only a director of the ACLU-WI may be elected an officer.

C. Removal. An officer may be removed by the affirmative vote of two-thirds of the directors then in office.

D. Vacancies. In the event of a vacancy in an office due to the death, resignation, or removal of an officer, the Board may elect a director to fill the vacancy for the remainder of the term for that office.

VII. NATIONAL BOARD REPRESENTATIVE.

A. Election. The Board will elect one of its members to serve as the ACLU-WI's representative to the board of directors of the National ACLU (the "National Representative").

B. Term. The National Representative will be elected to a term of three years.

C. Removal. A National Representative may be removed by the affirmative vote of two-thirds of the directors then in office.

D. Vacancies. In the event of a vacancy in the office of National Representative, the Board may elect a director to fill the vacancy for the remainder of the National Representative's term.

VIII. EQUITY REPRESENTATIVE.

A. Election. The Board will elect an Equity Representative to oversee and ensure the organization's commitment to equity and inclusion in its board and staff. An individual need not be a director to be elected Equity Representative.

B. Term. The term of the Equity Representative is two years. The Equity Representative is expected to attend regular meetings of the Board.

C. Removal. An Equity Representative may be removed by the affirmative vote of two-thirds of the directors then in office.

D. Vacancies. In the event of a vacancy in the position of Equity Representative, the Board may elect an individual to fill the vacancy for the remainder of the Equity Representative's term.

IX. COMMITTEES.

A. Executive Committee.

1. Membership. The Executive Committee consists of the President, Vice President, Secretary, Treasurer, National Representative, and two directors elected biennially by the Board. In

addition, the organization's immediate past president may serve as a non-voting ex officio member of the Executive Committee.

2. Powers. The Executive Committee may act on behalf of the Board between meetings and, when so acting, may exercise all of the powers of the Board other than the power to: elect the officers of the ACLU-WI; fill vacancies on the Board; or amend these bylaws. When the Executive Committee exercises its powers, it will make a full report of its actions at the next meeting of the Board.

3. Responsibilities. The Executive Committee is responsible for the development and administration of the policies and procedures of the organization and the evaluation of the organization's executive director.

4. Meetings. Meetings of the Executive Committee may be called by the President or any two other Executive Committee members and may be held on not less than two days' notice.

5. Quorum. Four members of the Executive Committee, one of whom is an officer, constitute a quorum. The act of the majority of the Executive Committee members present at a meeting at which there is a quorum constitutes the act of the Executive Committee.

B. Governance Committee.

1. Membership. The Governance Committee consists of five or more members appointed annually by the President, with the approval of the Board.

2. Responsibilities.

a. Selection of nominees. The Governance Committee will annually prepare a list of nominees to fill the positions of each officer, director, or representative whose term is expiring. A Director whose term is expiring and is eligible for reelection would not be eligible to participate in the selection of nominees. When making those recommendations, the Governance Committee will pay particular attention to the needed skills that a candidate may bring to the office and the extent to which a prospective candidate may bring additional diversity to the organization.

b. Additional activities. The Governance Committee will also assist in the orientation and mentoring of new directors, educate directors on governance matters as needed, and perform such other duties as may be assigned by the Board.

3. Quorum. Five members of the Governance Committee constitute a quorum. The act of a majority of the Governance Committee members present at a meeting at which there is a quorum present constitutes the act of the Governance Committee.

C. Finance Committee.

1. Membership. The Finance Committee consists of three or more members appointed annually by the President with the approval of the Board, chaired by the Treasurer.

2. Responsibilities. In consultation with the organization’s executive director, the Finance Committee is responsible for: developing the operating and other appropriate budgets for each fiscal year; reviewing the financial status of the organization on a regular basis and reporting that status to the Board; and reporting to the Board on an independent audit of the organization’s financial condition.

D. Equity and Inclusion Committee.

1. Membership. The Equity and Inclusion Committee consists of the Equity Representative and three or more members appointed annually by the President, with the approval of the Board. The Equity Representative will be a voting ex officio member of the Equity and Inclusion Committee and may be appointed its chair.

2. Responsibilities.

a. Ensuring and promoting equity and inclusion. The Equity and Inclusion Committee is responsible for ensuring and promoting equity and inclusion in the organization, including recommending and advising on policies, procedures, and training, and supporting the work of the Equity Representative.

b. Supporting the selection of nominees. The Equity and Inclusion Committee will coordinate annually with the Governance Committee to identify a diverse pool of nominees for officer and director positions, informed by available demographic data.

E. Other Committees. The Board may create additional committees as needed. Committee members will be appointed by the President, subject to the approval of the Board.

X. NON-DISCRIMINATION.

The ACLU-WI will not unlawfully discriminate in employment, governance, membership, or program on the basis of race, color, national origin, creed, religion, sex, sexual orientation, gender identification or expression, marital status, age, handicap, arrest or conviction record, political affiliation, veteran status, or use or non-use of a lawful product.

XI. PROCEDURE

To the extent that they are not inconsistent with these bylaws, the rules contained in the current edition of “Robert’s Standard Code of Parliamentary Procedures” will govern the proceedings of the organization on all questions to which they are applicable.

XII. AMENDMENTS.

These bylaws may be amended or repealed, or new bylaws may be adopted, by the affirmative vote of a majority of the Board of Directors present and voting at two consecutive meetings. Written notice will be given at least thirty days prior to those meetings, stating that an amendment to the bylaws will be considered and briefly describing the nature of the amendment.