

La Causa, Inc. Bylaws

**board approved
February 24, 2011**

**Bylaws
Of
La Causa, Inc.**

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Bylaws of La Causa, Inc.

Article 1: NAME

The name of the Corporation is La Causa Inc. (hereinafter "Corporation")

Article 2: PURPOSE

The Corporation shall be a multicultural agency committed to provide to children, youth and families a variety of comprehensive services designed to support healthy family life.

Article 3: MISSION

The Corporation's mission is to provide children, youth and families with quality, comprehensive services to nurture healthy family life and enhance community stability.

Article 4: OFFICES

Corporation headquarters shall be located at 136 West Greenfield Avenue, Milwaukee, WI 53204 or any other approved location in Milwaukee, WI.

Article 5: DEDICATION OF ASSETS

The Corporation's properties and assets shall be dedicated to charitable and educational purposes consistent with purpose and mission of the Corporation. No part of the Corporation's net earnings, properties, or assets shall be distributed to any private person or individual, or to any Director or Officer of the Corporation. On dissolution of the Corporation, a committee of representatives from funding sources in place shall convene to determine distribution of assets and physical property of the Corporation.

Article 6: MEMBERSHIP

The Corporation shall have no members.

Article 7: BOARD OF DIRECTORS

Section 7.01. Powers. Subject to the laws of the State of Wisconsin, the Corporation's Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted, and all corporate powers including, without limitation, the power to incur indebtedness on behalf of the Corporation, shall be exercised by or under the direction of the Board of Directors. The Board may delegate authority according to the specifications of the Bylaws to various committees. No individual board member may take any action without Board consent.

Section 7.02. Hiring of President. The President shall be hired by and shall be responsible to the Board of Directors, and shall serve at the pleasure of the Board. Hiring of the President shall take place at a duly noticed and convened meeting of the Board of Directors and requires a three-fourths majority vote.

Section 7.03. Number and Qualification of Directors. The Board of Directors shall consist of at least nine (9) members and no more than nineteen (19) members as determined from time to time by the Board of Directors. These Bylaws may be amended to enlarge or to reduce the number of Directors except that the number of Directors shall not be reduced to less than nine (9). The Board shall strive to maintain a balance of the following qualifications to meet the needs of the Corporation: representatives with legal or administrative background; representatives with financial or banking background; representatives with fund-raising background; representatives with educational and other related programs background and representatives of the community that the Corporation serves. A former employee of the Corporation may not become a Board member until three (3) years has passed since employment with the Corporation terminated. Membership of the Board of Directors shall be gender diverse and at least 50% of the members of the Board shall be Hispanic.

Section 7.04. Term and Succession. At its annual meeting, the Board of Directors shall hold elections. Directors shall be elected for a three-year term. No Director may serve more than three (3) full consecutive three-year terms, or nine (9) consecutive years, *except that* a Director named to the Board to fill the unexpired term of a predecessor may serve out the unexpired term plus three full terms. This term limitation shall also not apply to any Director while that Director serves as Chairperson. The Chairperson shall be permitted to serve up to three (3) years in that office plus one (1) year as immediate past Chairperson, for a possible cumulative total service on the Board of ten (10) consecutive years. After a one-year absence from the Board, any former Director shall be eligible for reelection for up to two (2) additional consecutive three-year terms. The provisions of this section shall not apply to the President.

Section 7.05. Resignation. Pursuant to Section 181.0807(1) and (2) Wis. Stats., a member of the Board of Directors may resign at any time by delivering written notice to the Secretary of the Board. A resignation is effective when the notice is received, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may make the effective date earlier. A pending vacancy may be filled before the effective date of a Director's resignation, provided, however, that a successor may take office only on or after that the predecessor's resignation becomes effective.

Section 7.06. Removal from Office. The Board of Directors shall establish rules governing the attendance, participation, and duties of the Directors. Directors who fail to comply with these rules may be removed for cause at a regular or special Board meeting by a two-thirds vote of the Directors present and voting. Charges of conduct unbecoming to a Board member shall be cause for removal from office. Excessive consecutive absences from meetings shall also be cause for removal from office.

The Secretary will advise the affected Director in writing regarding the removal from office.

Section 7.07. Vacancies. Any vacancy occurring on the Board of Directors, including an unexpected vacancy, may be filled until the next annual election of Directors by the affirmative vote of a majority of the Directors then in office, though less than a quorum, at a special meeting of the Board of Directors called for such purpose, or at a regular meeting of the Board.

Section 7.08. Reduction in Number of Directors. A reduction in the authorized number of Directors shall not require the removal of any Director before the expiration of that Director's term.

Section 7.09. Conflicts of Interest. The purpose of this section is to maintain the integrity of the Corporation by ensuring that actual or apparent conflicts of interest are identified, disclosed and openly resolved.

This policy covers all Directors, Officers and staff of the Corporation:

A. No Director, Officer or staff member shall hold a direct or indirect financial interest which may conflict or appear to conflict with the interests of the Corporation. In addition, no Director, Officer or staff member shall participate in any transaction of the Corporation in which he or she has, or may have, a financial interest without disclosure and compliance with this policy.

B. The basic principles of loyalty, good faith, and full disclosure shall be observed and adhered to at all time in the conduct of the Corporation's business.

C. Directors shall make full, written, advance disclosure to the Secretary of the Board of any interest which might appear to bring about a conflict.

Under the circumstances set forth in C. above, a written determination will be made whether a particular interest requires that (1) a Director abstain from Board deliberation and voting in any matter where a conflict or potential conflict may exist; or (2) a Director, Officer or staff member refrain from participating in or authorizing any transaction on behalf of the Corporation where a conflict or potential conflict may exist.

In order to avoid nepotism or the appearance thereof, members of the Board of Directors shall not be related to each other or to employees by either family or marriage. This would include: spouses, siblings, parents, in-laws, grandparents, aunts and uncles, legal guardianship or significant other. In the event that the Corporation employs someone who is related to a Board member, a recommendation will be made by the President as to who is to leave the Corporation.

Section 7.10. Place of Meeting. Annual and regular meetings of the Board shall be held at any place that may be from time to time designated by the Board. Special meetings of the Board shall be held at any place specified in the notice of the special meeting. Any meeting, whether annual, regular, or special, may be held by conference via telephone or similar communications equipment.

Section 7.11. Annual Meeting. The Board of Directors shall hold an annual meeting for the purpose of electing Directors, Officers and members of the Executive Committee and other standing committees, and for transacting other business of the Corporation.

Section 7.12. Regular Meetings. The Board of Directors shall hold regular meetings at such times as are fixed by the Board of Directors. The Board of Directors shall meet at least three (3) times a year (including the annual meeting), and may meet more frequently if circumstances require. Notice of regular meetings must be given at least ten (10) days in advance. Written notice of the date, time, and place of regular meetings shall be communicated to each Director by telephone, facsimile, express mail service, first-class mail, or by other means of written communication addressed to the Director at the Director's address as it is shown upon the records of the Corporation. Notice by mail or telegraph shall be deemed to be delivered upon deposit in the mail or delivery to the telegraph company.

Section 7.13. Special Meetings. The Chairperson of the Board, the President, or the Board of Directors may call a special meeting of the Board of Directors for any purpose at any time.

Section 7.14. Notice of Special Meeting. Written notice of the date, time, and place of special meetings shall be communicated to each Director by telephone, facsimile, express mail service, first-class mail, or by other means of written communication addressed to the Director at the Director's address as it is shown upon the records of the Corporation. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Notice by mail or telegraph shall be deemed to be delivered upon deposit in the mail or delivery to the telegraph company. Notice of a special meeting need not specify the purpose of the meeting.

Section 7.15. Action at Meeting: Quorum and Required Vote. The presence of a majority of the Directors at a meeting of the Board of Directors shall constitute a quorum for transacting business, except as otherwise provide in these Bylaws. Every act and decision by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, these Bylaws, or by law; provided, however, that the

following decisions must be approved by two-thirds of the Directors of the Corporation: adoption or revocation of a plan of a merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or the sale, lease or exchange of all or substantially all of the property and assets of the Corporation otherwise than in a usual and regular course of its business. Directors shall be entitled to one vote on each matter submitted to a vote and may not vote by proxy. The President of the Corporation shall not vote on any matter involving his or her tenure or compensation. A meeting at which quorum is initially present may continue to transact business notwithstanding the departure of Directors from that meeting, provide that any action or decision is approved by a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation the Bylaws or by law.

Section 7.16. Teleconference Meetings. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors or a committee of the Board of Directors at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating Directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors.

Section 7.17. Adjourned Meeting and Notice. A majority of the Directors present at any meeting, whether or not a quorum is present, may adjourn the meeting to another time and place, without notice other than announcement at the meeting, until a quorum is present.

Section 7.18. Action without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, provided that all members of the Board individually or collectively consent in writing to such action. Such written consent or consents may be given using electronic communication and shall be filed with the minutes of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 7.19. Fees and Compensation. Directors and members of committees shall receive no compensation for their services to the Corporation, provided, however, that they may receive reasonable reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors.

Article 8: OFFICERS

Section 8.01. Officers. The Officers of the Corporation shall be the Chairperson of the Board of Directors, the Vice Chairperson of the Board, Secretary of the Board, the Treasurer of the Board, and the President of the Corporation. Each, except for the President, shall be elected by a majority of the Directors present and voting.

The Board of Directors may elect such other Officers as the Corporation may require, each of whom shall have such authority and perform such duties as the Board of Directors may from time to time determine.

Section 8.02. Terms. The President shall serve at the pleasure of the Board and in accordance with any existing signed agreements or contracts. The other Officers of the Corporation shall hold their offices from the date they are elected to the date of the next annual meeting of the Board of Directors or until their successors are elected and qualified. No Officer shall serve more than three (3) consecutive one-year terms in any single office, provided, however, that an Officer elected to fill the unexpired term of his or her predecessor may serve out that unexpired term plus three (3) full one-year terms. Any former Officer shall be eligible for reelection to his or her former office one (1) year after the end of his or her last term.

Section 8.03. Vacancies and Removal. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors, at a regular or special meeting, for the unexpired portion of the term. Any Officer may be removed from office, with or without cause, at any time by a two-thirds majority vote of the Board of Directors. Such removal shall not prejudice the contract rights, if any, of Officers so removed.

Section 8.04. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors, the Chairperson of the Board, the President, or the Secretary of the Corporation without prejudice to the rights of the Corporation under any contract to which such Officer is a party. Any resignation shall take effect on the date that notice is received or at a later time specified in the notice. Unless otherwise specified in the notice of resignation, the resignation need not be accepted to be effective.

Section 8.05. Duties. In addition to the duties specified in this Article, Officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, subject to the control of the Board of Directors, and shall perform any other additional duties that the Board of Directors may from time to time assign.

Section 8.06. Duties of the Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board of Directors and the Executive Committee. The Chairperson of the Board shall have authority to execute in the name of the Corporation all bonds, contracts, deeds, leases, and other written instruments authorized either generally or specifically by the Board to be executed by the Corporation, except when the signature of the President is required by law.

Section 8.07. Duties of the Vice-Chairperson of the Board. The Vice-Chairperson of the Board shall have the powers of the Chairperson when the Chairperson when the Chairperson is absent, disabled, or refuses to act, and shall discharge the Chairperson's duties in the Chairperson's absence, disability, or refusal to act.

Section 8.08. Duties of the President. The President shall act as the General Manager and Chief Executive Officer of the Corporation, and shall manage the Corporation in the conduct of its business. The President's compensation shall be fixed from time to time by resolution or in a manner determined by the Board of Directors. When appropriate, the Board of Directors shall enter into an employment contract on behalf of the Corporation with the President. The President shall report to and be governed by the Board of Directors. The President shall advise the Board on all significant matters of the Corporation's business and shall see that the orders and resolutions of the Board are carried out. Between meetings of the Board, the President shall be authorized to act, speak, and otherwise represent the Corporation within the boundaries set by the policies and purposes established by the Board or the Executive Committee. The President shall be responsible for the hiring and firing of all persons employed by or in behalf of the Corporation, and shall implement any personnel policies adopted by the Board. The President shall be authorized to enter into contracts on behalf of the Corporation; to receive, deposit, disburse, and account for the Corporation's funds; to execute in the name of the Corporation all bonds, contracts, deeds, leases, and other written instruments authorized either generally or specifically by the Board to be executed by the Corporation; and to negotiate all material business transactions of the Corporation.

Section 8.09. Duties of the Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and other places that the Board of Directors may order, a book of minutes of actions taken at all meetings of Directors, and committees, with the time and place of these meetings, whether regular or special and, if special, how authorized, the notice given, the names and those present at such meeting, and the proceedings, of such meetings. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of the committees of the Corporation required by these Bylaws or by law. The Secretary shall keep the seal of the Corporation (if any) in safe custody, and shall see that, when required by law, the seal is affixed to all documents duly executed on behalf of the Corporation in accordance with these Bylaws.

In those cases in which both the Chairperson and the Vice-Chairperson of the Board are absent, disabled or refuse to act, the Secretary shall discharge the duties of the Chairperson.

Section 8.10. Duties of the Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the funds, properties, and

business transactions, of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall serve as the chairperson of the Finance and Audit Committee of the Board of Directors.

Article 9: COMMITTEES

Section 9.01. Executive Committee. The Board of Directors shall create an Executive Committee which shall be comprised of the Officers of the Corporation and up to three (3) additional members to be named by the Board of Directors. Executive Committee members may be removed for any reason, at any time, by the Board of Directors. The Board of Directors may delegate to such Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) the approval of any action which, under law or the provisions of these Bylaws, requires approval of the Board or of a majority of all Board members,
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board,
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws,
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeal-able,
- (e) Any other action prohibited by section 181.0801 of the Wisconsin Nonstock Corporation Law.

Section 9.02. Other Committees of Directors. The Board of Directors may, by resolution adopted by a majority of Directors then in office, designate from time to time one or more additional standing and/or ad hoc committees, the composition, term of existence and authority of which shall be determined by the Board; provided that no committee shall have the authority to do any act reserved elsewhere in these Bylaws, or at law, for the full Board, or any act which is in contravention of any law, rule or regulation promulgated by any governmental authority having jurisdiction over the affairs of the Corporation. Standing committees shall include an Executive Committee, a Board Governance Committee and a Finance & Audit Committee. Each committee shall consist of three (3) or more Directors named by the Board of Directors to serve.

Section 9.03. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee and except that a majority of the members of a committee shall constitute a quorum of that committee for the transaction of business. Special

meetings of the committees may also be called by resolution of the Board of Directors or by resolution of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

Article 10: STANDARD OF CARE

Section 10.01. General. A Director shall perform his or her duties, including any duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner the Director believes to be in the best interest of the Corporation, and with such care and reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing these duties, and provided that the Director acts in good faith, after reasonable inquiry, without knowledge that would cause reliance to be unwarranted, the Director may rely on information, opinions, reports, and statements including financial statements and other financial data, prepared or presented by:

- (a) one or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) counsel, independent accountants, or other persons regarding matters that the director believe to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Director does not serve, regarding matters within the committee's designated authority, when the Director believes that the committee merits confidence.

A person who performs the duties of Director in accordance with the provisions of this section shall not be liable for any failure or alleged failure to discharge the obligations of Director, including, but not limited to, any actions or omissions that exceed or defeat a public or charitable purpose to which the Corporation or its assets are dedicated.

Article 11: ANNUAL REPORT TO DIRECTORS

The Corporation shall provide to the Board of Directors or to the Executive Committee, within ninety (90) days after the close of the fiscal year, a report containing the following information in appropriate detail:

- (a) The Corporation's assets and liabilities, including trust funds, at the end of the fiscal year;

- (b) The principal changes in the Corporation's assets and liabilities, including trust funds, during the fiscal year, and
- (c) The Corporation's revenue and receipts for both unrestricted and restricted purposes during the fiscal year.

The report shall be accompanied by a pertinent report of independent accountants, or if there is no such report, the certificate of an authorized Officer of the Corporation that the report was prepared from the books and records of the Corporation without an audit.

Article 12: FISCAL YEAR

The fiscal year of the Corporation shall be January 1 through December 31. The Board of Directors may change the Corporation's fiscal year by resolution, without amending the Corporation Bylaws.

Article 13: CORPORATE SEAL

The Corporation does not currently have a seal; however the Board of Directors may provide a corporate seal which shall be circular and shall bear the name of the Corporation and words and figures showing its state of incorporation, Wisconsin, and its year of incorporation, 1972, and the words Corporate Seal.

Article 14: AMENDMENTS

Subject to the limitations contained in the Articles of Incorporation and any provisions of law applicable to the amendment of bylaws of non-profit corporations, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted as follows:

- (a) by the vote of a majority of Directors present at any special or regular meeting of the Directors at which a quorum is present, provided that written or verbal notice of such meeting and of the intention to change the Bylaws is delivered to each Director in accordance with the notice requirements specified in Article 7 of these Bylaws, or
- (b) by the written consent of all Directors without a meeting, provided that a Bylaw fixing or changing the number of Directors may not be adopted, amended or repealed except as provided in subparagraph (a) hereof.

Article 15: INDEMNIFICATION

Each current and former Director of the Board shall be indemnified by the Corporation against liability while acting properly for the Corporation on its behalf. If the Directors approve by appropriate resolution, such indemnification may include reasonable attorney's fees and expenses actually and necessarily incurred in defense of an action, suit or proceeding brought against such a person. Such indemnification may be

achieved through liability insurance carried by the Corporation. To the extent indemnification is extended under this Article 15 to any Director or Officer or employee otherwise entitled to indemnification under Wisconsin Law, the indemnification provisions hereunder shall be secondary and subordinate to such state indemnification and shall be administered in such a way as to avoid overlapping or duplication of the costs of defense or payment of judgments.

CERTIFICATE OF SECRETARY

I certify that I am the Secretary of La Causa, Inc. and that these are the Bylaws of the Corporation adopted by the Board of Directors on this _____ day of _____, 20_____, and that these Bylaws have not been amended or modified since that date.

Dated: _____, 2011.

Executed at: _____.

Secretary
La Causa, Inc.