

**NON-PROFIT BYLAWS
OF
WISCONSIN NORML**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act, Chapter 181 of the Wisconsin Statutes and the Articles of Incorporation of Wisconsin NORML. This Organization shall be affiliated with the National Organization for the Reform of Marijuana Laws (NORML) per the guidelines laid out in the NORML Affiliate and Chapter Guidelines. In the event of a direct conflict between these Bylaw provisions and the mandatory provisions required by Wisconsin law, Wisconsin law shall supersede. In the event of a direct conflict between these Bylaw provisions and the Articles of Incorporation of Wisconsin NORML, these Bylaws shall supersede.

RIGHTS & OBLIGATIONS OF NORML CHAPTERS

All NORML Chapters shall:

1. Have autonomy over the day-to-day operations of their organization;
2. Be governed by their own members, in accordance with their Bylaws, Articles of Incorporations and procedures;
3. Establish criteria for voting membership in their chapter, including but not limited to payment of dues and minimum meeting attendance;
4. Raise funds for dues by any means, including collecting direct payments or engaging in any other legal fundraising means;
5. Submit to the national office the names and contact information of all members;
6. Refrain from making any political endorsements in statewide races. Endorsement related inquiries should be directed to the national office or NORML PAC.

I. CONSTRUCTION & DEFINITIONS

Unless otherwise defined, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act shall govern these Bylaws. If any court of law deems any portions of these Bylaws invalid, then the remaining Bylaws shall be considered valid, and effect shall be given to the intent manifested by the part deemed invalid.

II. NAME

The legal name of the Non-Profit Organization shall be known as Wisconsin NORML (Organization).

III. PURPOSE

This Organization shall promote a better understanding of the current status of laws concerning cannabis in Wisconsin, and nationally; the medical, legal, environmental, economic, social, and civil libertarian arguments for more reasonable treatment of cannabis in the laws of Wisconsin and nationally; and, the policy options for cannabis regulation as delineated in the NORML Official Policy Statement.

The purpose for which the Organization is formed is outlined in the attached Articles of Incorporation. The Organization is established within the meaning of IRS Publication 557 Section 501(c)(4), Organization of the IRS Code of 1986 as amended, or the corresponding section of any future or federal tax code. The Organization shall not participate in any activities that have unless deemed exempt under Section 501(c) of the IRS Code of 1986

The Organization shall hold and may exercise all such powers as provided under Wisconsin law as necessary for the administration of the affairs and attainment of the Organization's purpose. The Organization shall not engage in any activity that is not in furtherance of its primary nonprofit purpose.

IV. OFFICES

The principal office of the Organization shall be located at c/o Banse Law Group, 25 W. Main Street # 500, Madison, WI 53703. The Organization may have other locations as the Board determines necessary.

V. DEDICATION OF ASSETS

The properties and assets of the Organization are for non-profit purposes only. No part of any earnings or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person, Member, Director, or Officer of this Organization. On liquidation or dissolution, all remaining earnings and assets shall be disturbed and paid over to the national NORML Nonprofit, or PAC, if permitted by law.

VI. BOARD OF DIRECTORS

General Powers & Responsibilities: The Organization shall be governed by a Board of Directors (Board), which shall have all the rights, powers, and limitations of directors of a nonprofit corporation organized under Wisconsin law. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the Executive Director, and Organization staff authority to the Organizations policies and guidelines are followed.

Number & Qualifications: The Board shall have up to ten, but no fewer than five members. The affirmative vote of the Board may modify the number of Board members. A Board Member need not be a resident of the state of Wisconsin. Only active members of the Organization shall be eligible to serve as elected or appointed members of the Board. No financial commitment or donation to the Organization shall be required in exchange for election to the Board.

Board Compensation: The Board shall receive no compensation, other than for reasonable expenses. Nevertheless, as long as the compensation structure complies with these Bylaws, nothing else shall be construed to preclude any Board member from serving the Organization in another capacity and receiving compensation for services rendered.

Board Elections: The Governance Committee shall present nominations for new and renewing Board members. Recommendations from the Governance Committee shall be provided to the Board in writing before the official vote. A quorum shall approve new and renewing Board Members at the formal Board meeting in July of each year.

Term of Board: All appointments to the Board shall be for a term of two years.

Vacancies: A vacancy on the Board may exist under the following circumstances: 1) the death, resignation, or removal of any member; 2) an increase in the authorized number of directors; or 3) the failure to elect the full amount of directors authorized under these Bylaws. Any vacancy on the Board may be filled by vote of the directors then in office, regardless of whether the number of directors is a quorum, or by the vote of a sole remaining director. A Board member elected to fill a vacancy shall fulfill the remaining term of his or her predecessor in office.

Resignations: Each Board member shall have the right to resign at any time upon written notice to the Board. Unless otherwise specified, a resignation shall be considered effective the date of written notice. No director may resign when the Organization would be left without anyone in charge of its affairs.

Removals: A Board member may be removed, with or without cause, at any official meeting of the Board, by the affirmative vote of the then-serving Board members.

Meetings: The Board will determine when and where they will meet. Any member of the Board may call a special Board meeting with five days written notice to Board. Notice of a special board meeting shall be posted on the Organization's website and sent electronically to all Board members, and must be held at a reasonable time and accessible location for all Board members.

Minutes: The Secretary shall be responsible for the recording of all minutes of board meetings. In the event the Secretary is unavailable, the Board Chair shall appoint an acting Secretary. The Secretary shall prepare the meeting minutes and post them on the organization's website within five days after the close of each Board meeting.

Action by Written Consent: Any action required to be taken by the Board may be made without a meeting if the Board unanimously consents in writing, or electronically. Such consent shall have the full force and effect of a vote taken at an official meeting.

Quorum: A quorum is ten percent of the active membership or ten members; whichever is fewer. If at any time the Board consists of an even number of members and vote results in a tie, then the vote of the Board Chair shall be the tiebreaker. The act of the majority of the Board members present at a meeting in which there is a quorum shall be an act of the Board unless otherwise prohibited by these Bylaws, the Articles of Incorporation, or Wisconsin law. Board members may participate in a meeting via telephone or videoconference without affecting quorum. If a quorum is not present during a meeting, the Board members may adjourn without further notice until a quorum can be reached.

Voting: Each Board member shall have only one vote. Voting shall be completed by confidential written or electronic ballot.

Proxy: Board members are allowed to vote by written proxy unless otherwise prohibited by law.

Board Member Attendance: An elected Board member who is absent from three consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate his or her commitment to Organization with the Board Chair. The Board may deem a Board member who has missed four consecutive meetings to have resigned from the Board.

VII. OFFICERS

The Board shall elect officers of the Board of Directors. Only members of the Board may be officers. The Board shall elect officers of the Organization, which shall include a Board Chair (Chief Executive Officer), Vice Chair, President (Executive Director), Secretary, Treasurer (Chief Financial Officer), and any other officers that the Board designates by resolution (Officers). The same person may hold any number of positions, except that neither the Secretary nor Treasurer may serve as the Board Chair or President. In addition to the duties outlined below, officers shall conduct all typical responsibilities pertaining to their office that may be required by law, the Articles of Incorporation, or these Bylaws, subject to the control of the Board, and they shall perform any additional duties that Board may assign to them at their discretion by resolution.

The Officers will be selected by the Board at its annual meeting and shall serve the needs of the Board, subject to all rights, if applicable, of any officer who may be employed by the Organization or under a contract for services. Therefore, without any predisposition of the rights of any such officer, the Board may remove any officer with or without cause. All Officers have the right to resign at any time by providing written notice to the Board. Unless otherwise specified, a resignation shall be considered effective the date of written notice.

All vacancies in any officer positions shall be filled per these Bylaws for regular appointments. Compensation, if any, of the Officers, shall be fixed or determined by resolution by the Board.

Board Chair (Chief Executive Officer): The Board Chair shall preside over all Board Meetings and Executive Committee meetings. The Board Chair is authorized to execute, in the name of the Organization, all contracts or other legal documents, approved by the Board to be completed by the Organization, except when required by law that the President's signature must be provided.

Vice Chair: In the absence of the Board Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair. In doing so, he or she shall have the authority and powers while being subjected to all of the restrictions on the Chair.

President (Executive Director): The President shall generally supervise and conduct all activities and operations of the Organization, subject to the control, advice, and consent of the Board. The President shall keep the Board informed of all Organizational business, and shall ensure that all orders and resolutions of the Board are carried out in their intended effect. The Board may hire the President as an employee where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Organization between Board meetings. The President shall be responsible for hiring and firing of all staff and shall be responsible for keeping the Board informed of staff performance and for implementing any personnel policies that may be adopted and implanted by the Board. The President is at all times, authorized to contract, receive, deposit, disburse, and account for all funds of the Organization, to execute all contracts and legal documents in the name of the Organization, generally authorized or specifically by the Board, and to negotiate any business transactions of the Organization.

Vice President: In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all of the duties of the President. In doing so, he or she shall have the authority and powers while being subjected to all of the restrictions on the President.

Secretary: The Secretary shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Organization, and shall act as Secretary at all Board and Executive Committee meetings. The Secretary shall keep the minutes of all meetings in electronic format. He or she shall serve all notices of the Organization.

Treasurer (Chief Financial Officer): The Treasurer shall keep and maintain adequate accounts of all of the Organization's business transactions, including but not limited to, assets, liabilities, receipts, disbursements, gains, losses, capital, property, retained earnings, and anything else customarily included in financial statements.

The Treasurer shall be responsible for depositing all money and checks. Furthermore, the Treasurer shall disburse the Organization's funds, as directed by the Board, the Chair or President. Whenever requested, the Treasurer shall provide an accurate accounting of all transactions and the financial condition of the Organization.

The Treasurer shall give the Organization a bond, if so requested by the Board, in the amount and with the surety specified by the Board. Such a bond is for the faithful performance of the Treasurer's duties and for restoration to the Organization for all of its books, papers, vouchers, money and other property of any kind in the Treasurer's possession, or under his or her control, upon the Treasurer's death, resignation or removal from office. The Organization shall pay the cost of the bond.

VIII. COMMITTEES

Committee of Directors: The Board may, by resolution adopted by the majority of directors then in office, provided a quorum present, designate one or more committees to exercise all or a portion of the Board's authority, to the extent the powers are delegated explicitly in the resolution of the Board or these Bylaws. Each committee shall consist of two or more directors, and may also include people, not on the Board but whom the directors believe to be reliable and competent to serve on that specific committee. However, any committee exercising any authority of the Board may not have non-director members. The Board may designate an alternative member of any committee who may replace any absent member at any committee meeting. The appointment of members or alternates requires the vote of a majority of the directors in office, provided a quorum is present. The Board may also designate one or more advisory committees that do not have the authority of the Board. Committees are prohibited, regardless of a Board resolution, from:

1. Approving any action that would also require the affirmative vote of the Board if this were a membership vote;
2. Fill vacancies, or remove Board members, or any committee that has the authority of the Board;
3. Fix compensation of the directors serving on the Board or any committee;
4. Amend or repeal the Articles of Incorporation or Bylaws;
5. Amend or repeal any resolution of the Board that is expressly not amenable or repeatable;
6. Appoint any other committees of Board or their members;
7. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Organization other than in its usual course of business; or revoke any such plan; and
8. Approve any self-dealing transaction, except as permitted by law.

Unless otherwise authorized by the Board, no committee shall force the Organization in a contract or agreement, or spend Organization funds.

Meetings & Actions of Committees: These Bylaws shall govern the actions of all committees and meetings. Special committee meetings may be called by resolution of the Board. Notice of a special committee meeting shall be given to all and, if any, alternate members, who shall have the right to attend all meetings. Minutes must be kept of each committee meeting and shall be filed with the Organization's Secretary for recordkeeping. The Board may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

Executive Committee: The Board may appoint an Executive Committee composed of a minimum of directors, one of whom shall be the Board Chair and another shall be the Vice Chair, the Secretary, or the Treasurer, to serve on such Board. The Executive Committee, unless limited by Board resolution, shall have and may exercise all the authority of the Board in management and business affairs of the Organization between Board Meetings; however, the Executive Committee shall not have the power of the Board referenced in these Bylaws. The Secretary shall send to each director a summary of the business conducted in any Executive Committee Meeting.

IX. STANDARD OF CARE

General: A director shall perform all duties assigned, including but not limited to committee duties, and any other task that the director deems to be in the best interest of the Organization, and with such care, a reasonable person would act.

In the performance of director duties, a director shall be entitled to rely on information, opinion, reports, or statements, including financial statements and other financial data, either prepared or presented by one or more officers or employees of the Organization, legal counsel, accountants, or a committee deemed meritorious by a director, so long as the director acts in good faith, after reasonable inquiry when the circumstances indicate the need, and without knowledge that would cause such reliance to be unwarranted.

Any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or allegation to discharge that person's obligations as a director, including, without limitation, any actions or omission which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

Loans: The Organization shall not make any loans or guarantee the obligation of, any director or officer; however, the Organization may advance money to a director or officer of the Organization or any subsidiary for expense reasonably anticipated to be incurred in the performance of officer or director duties so long as the individual would be entitled to reimbursement for such expense.

Conflicts of Interest: The purpose of this policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest relevant to nonprofit and charitable organizations. This section is not intended to be an exclusive statement of responsibilities.

Restriction on Interested Directors: No more than 50% of the people serving on the Board at any time may be interested persons, unless due to a vacancy, at which the Board must expeditiously fill with a non-interested person. An interested person is any person currently being compensated by the Organization for services rendered to it within the previous twelve months, whether full or part-time, independent contractor, or otherwise, excluding any reasonable compensation paid to directors or officers, and any relative of such a director or officer. Any violation of the provisions of this section shall not affect the validity of any transaction entered into by the interested person.

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial benefits and be allowed to disclose all material facts to the directors who are considering the proposed transaction.

Establishing a Conflict of Interest: After the disclosure of the financial interested and all material facts, and after any discussion with the interest person, the interested person shall leave the Board meeting while the potential conflict is discussed and voted upon. The remaining Board members shall vote to determine whether a conflict exists.

Addressing a Conflict of Interest: In the event the Board determines a conflict exists, the Board shall proceed as follows:

1. Any interested personal may render a request a Board meeting, but upon completion, the individual shall be excused while the Board discusses the information presented and votes on the transaction proposed.
2. The Board Chair shall appoint a third-party or committee to investigate alternatives to the proposed transaction, if deemed necessary.
3. After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction from a person or entity that would not be a conflict.
4. If a more advantageous transaction or arrangement is not possible except under the conflict, the Board shall determine, by a majority voted of the disinterested directors, whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether its fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of the Conflict of Interest Policy: Should the Board have reasonable cause to believe an interested person has failed to disclose actual or potential conflicts, the Board shall then inform the interested person of the basis for such belief and allow the interested party to explain the alleged failure to disclose. If the Board determines the interested person intentionally failed to disclose an actual or potential conflict, it shall take appropriate disciplinary action, up to removal and termination.

Procedures & Records: All Board Meeting Minutes shall contain the following information, when applicable:

1. The names of all people who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict, the nature of the financial interest, any action taken to determine whether a conflict existed, and the Board's ultimate decision on the conflict.
2. The names of all people who were present for discussions, the content of the discussions, including any alternatives considered to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy: Each director, officer, and committee member with Board-delegated powers shall be required to sign a statement which affirms that such person has received a copy of the conflict of interest policy, has read and understood such policy, has agreed to comply fully. It follows the Organization is charitable, and to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty – Self-dealing Contracts: A self-dealing contract is any transaction between this Organization and one or more of its directors, or between the Organization and any corporation, firm or association in which one or more of the directors has a material financial interest (Interested Director), or between this Organization and a corporation, firm, or association of which one or more of its directors are directors of this Organization. Said self-dealing shall not be void because such director(s) of corporation, firm or association are parties or because said director(s) are at a Board meeting, or a committee that approves the self-dealing contract, if:

1. All material facts are fully disclosed to otherwise known by the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the Interested Directors vote);
2. All material facts are fully disclosed to other otherwise known by the Board or committee, and the Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith (without counting the Interested Directors vote), and the contract is just and reasonable as to the Corporation at the time it was authorized, approved or ratified; or

3. As to contracts not approved as provided above, the person asserting the validity of the self-dealing contract sustains the burden of proving the contract was just and reasonable as to the Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted when determining the presence of a quorum at a Board or committee meeting, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification: To the fullest extent of the law, the Organization shall indemnify its agents, as described by law, including but not limited to its directors, officers, employees, and volunteers, current and former, and their heirs, against all expenses, judgments, fines, settlements, and other collectable amounts actually and reasonably incurred by them in connection with any such legal proceeding. This protection extends to any action because the person is or was a person as defined in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled to recover apart from this section.

Except as otherwise determined by the Board, expenses incurred by a person seeking indemnification in defending any proceeding shall be advanced by the Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined the person is entitled to be indemnified by the Organization for those expenses.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent or the Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

X. EXECUTION OF CORPORATE INSTRUMENTS

The Board may determine the method and designate the signatory officer or officers, to execute any corporate instrument or document, or sign the Organization's name without limitation, except where provided by law. Such execution shall be binding upon the Organization. Unless otherwise specifically determined by the Board or otherwise required by law, contracts, promissory notes, deeds, trusts, mortgages, other corporate documents, and shares of stock owned by the Organization shall be executed signed, and endorsed by the Treasurer and the Executive Director.

All funds are to be deposited to a checking account at an FDIC insured financial institution under the name Wisconsin NORML, maintained by the Treasurer. A bank account must be established within 90-days of Chapter approval. The Board shall determine who has the authorization to sign checks, make deposits/withdrawals, enter into contracts, or to execute other legal documents on behalf of the Organization.

XI. RECORDS & REPORTS

Maintenance & Inspection of Articles & Bylaws: Copies of the Bylaws shall be posted on the Wisconsin NORML website, and made available to anyone upon written request.

Maintenance & Inspection of Federal Tax Exemption Application & Annual Returns: The Organization shall keep at its principal office a copy of its federal tax exemption application and annual information return for three years from the date of filing, which shall be made available to anyone upon written request to the extent required by law.

Maintenance & Inspection of Other Corporate Records: The Organization shall maintain adequate accounting records and written meeting minutes for all official Organization meetings. All such files shall be stored electronically in a location designated by the Board. Upon leaving office, each officer, employee, or agent shall turn over to his or her successor all Organization records, minutes, documents, and other property maintained during his or term in office. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents related to the Organization and each of his subsidiary organizations. The inspection may be made in person, or by an attorney or agent, and shall include the right to copy documents to the extent permitted by law.

Preparation of Annual Financial Statements: The Organization shall prepare annual financial statements using generally accepted accounting principles. Such reports shall be audited by an independent certified accountant yearly or as otherwise determined by the Board. The Organization shall make these financial statements available to the members of the public upon written request, no later than ninety days after the close of the fiscal year to which the reports relate.

Reports: The Board shall ensure an annual report is sent to all directors within ninety days after the end of the fiscal year of the Organization, which shall contain the following:

1. The assets and liabilities, including trust funds, of the Organization at the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
4. The information required by the Non-Profit Corporation act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000, which took place during the fiscal year.

The report shall be accompanied by any independent audit from an independent certified public accountant, if applicable. If there is no such audit, then an authorized officer of the Organization shall certify the statements were prepared without an audit from the books and records of the Organization.

XII. FISCAL YEAR

The fiscal year for this Organization shall begin on July 1st and end on June 30th.

XIII. AMENDMENTS & REVISIONS

These Bylaws may be adopted, amended, or repealed by the vote of the current Board. Such an action is authorized only at an official Board meeting, for which advance written notice was provided and the proposed revisions and explanations we set forth in writing to the Board. If any provisions of these Bylaws require the vote of a larger portion of the Board than otherwise required by law, that provision may not be amended by vote.

Any active member may introduce an amendment to these Bylaws at the conclusion of any meeting. The active members shall votes on the amendment at the following meeting. If the amendment passes, it will take effect following approval of the National NORML office.

The quorum for an amendment is ten percent of the active membership, or ten members, whichever is fewer. A two-thirds majority of active members present at the time of the voting is needed to amend the Bylaws.

XIV. PARLIAMENTARY AUTHORITY

National NORML Bylaws and Robert’s Rules of Order shall be used in all circumstances not addressed in these Bylaws, including, but not limited to, removal of officers from the Board, and expulsion of Members.

CERTIFICATE OF SECRETARY

I, **NAME**, certify that I am the current elected and acting Secretary of Wisconsin NORML, and the above bylaws are the Bylaws of Wisconsin NORMAL, as adopted by the Board of Directors on DATE, and that they have not been amended.

EXECUTED on June 7th, 2019, in the County of Dane, State of Wisconsin.

Spencer Graham

NAME, Secretary
WISCONSIN NORML