## Article 1--Name

## Section 1

Name The name of the corporation shall be the Robert E. Berry House, Inc.

**Section 2**

Place The principal office location shall be determined by the Board of Directors.

**Section 3**

Mailing Address

The registered mailing address of the corporation shall be: Robert E. Berry House, Inc. 178 6th Street, Fond du Lac, WI 54935. Changes shall be filed with the Secretary of State.

**Article 2--Purpose**

**Section 1**

Purpose The purpose of the Corporation shall be exclusively charitable and educational.

**Section 2**

The specific and primary purposes are:

a. to provide treatment and support services in the community.

b. to aid people in transition from institution to community.

c. to collaborate with other community agencies in promoting

comprehensive coordinated services in the community.

d. to advocate for the community to offer services to the mentally

ill and/ or dual diagnosis

e. to educate the community concerning mental illness.

**Article 3--Board of Directors**

**Section 1**

General Powers

The business and affairs of the corporation shall be managed by the Board of Directors. The number of directors of the corporation shall not be less than six (6) or more than twelve (12). The number of directors may be changed by amendment to the bylaws.

**Section 2**

Election and Term

Directors will be seated as vacancies occur. Prospective new members must be nominated and elected by a majority vote of the Board of Directors. The term of office shall be for as long as the person wishes to serve. A director may resign by filing his/her resignation with the secretary of the corporation or the contract administrator.

**Section 3**

Removal--Attendance removal

Any member of the Board of Directors who fails to attend three (3) consecutive board meetings due to unexcused absences, will be placed on removal probation. In order for an absence to be excused, the member must call at least one day ahead of a scheduled meeting (24 hrs. unless an emergency). Such Board member will be notified and given the opportunity to have such probation removed in the event the member attends the next regular meeting of the Board. Failure to attend the fourth meeting may provide cause for removal of the member by a majority vote of the Directors present at a meeting at which a quorum is present.

**Section 4**

Vacancies

Any vacancies on the Board of Directors caused by death, resignation, or removal as provided above, shall be filled in the same manner as the original selection or appointment. Vacancies can be filled immediately and serve as long as the person wishes to serve.

# Section 5

Qualifications

Directors shall have an interest in and a commitment to the purposes and goals of the corporation.

**Section 6**

Annual Meeting

The annual meeting shall be held as the first meeting in of each year.

**Section 7**

Meetings

Regular meetings of the Board of Directors shall be held a minimum of quarterly with the scheduling to begin with the Annual Meeting in February unless changed by the Executive Committee with prior notice. Special meetings may be called by the President, the Executive Committee, or upon written request of 6 Directors. Meeting shall be held at such time and place designated by the President or Directors calling such a meeting. Any lawful business may be transacted at such a special meeting, if a quorum is present.

**Section 8**

Meeting Notice

Written notice for all meetings of the Board of Directors shall be given personally, e-mailed or mailed to the Director at least five (5) days prior to the meeting. Directors will designate in writing a mailing address, which will be filed with the secretary. Meetings will not be held outside of Fond du Lac County, WI without prior consent of the Board of Directors.

## Section 9

A quorum shall consist half of the nonvacant seats of the Board. Any member on a leave of absence as defined in Section 5 shall be considered a vacant seat for purpose of establishing a quorum.

## Section 10

Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 11**

Conduct of Meetings

The President, and in his/her absence, the Vice-president, and in their absence, any Director chosen by the Directors to order and shall act as Chairperson of the meeting. The secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any member to act as Secretary of the meeting. A relaxed version of Robert’s Rules of Order shall be followed for all meetings of the corporation.

**Article IV--Officers**

**Section 1**

Officers

The officers of the Corporation shall be President, Vice-president, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors.

**Section 2**

Election

The officers shall be elected annually by the Board of Directors at the Annual meeting of the Corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient.

**Section 3**

Term

The term of office shall commence upon election for as long as the person wishes to serve. Each officer shall hold office until his/her successor shall have been qualified or until his/her death or removal.

**Section 4**

Removal

Any officer elected by the Board of Directors may be removed by the Board, with a quorum present, whenever, in its judgement, the best interests of the Corporation will be served thereby.

**Section 5**

Vacancies

Any vacancies of the officers caused by death, resignation, or removal shall be filled in the same manner as the original election.

**Section 6**

President

The President shall be the principal officer of the Corporation and shall, when present, preside at all meetings of the Board of Directors and the Executive Committee. The President shall have the authority to sign, execute, acknowledge on behalf of the Corporation, all deeds, contracts, leases, reports, and all other documents or instruments necessary and proper to be executed in the Corporation’s regular business, provided no present contingent aspect of such action shall be authorized by the Board of Directors.

**Section 7**

Vice President

The Vice-president shall perform the duties of the President in the absence of the President and, when, so acting, shall have all powers of and be subjected to, all of the restrictions of the President.

**Section 8**

Secretary

The Secretary shall call the roll of the members at meetings of the Board of Directors and Executive Committee. The secretary shall ensure that minutes of meetings are accurately recorded and maintained.

**Section 9**

Treasurer

The Treasurer shall supervise the financial procedures of the Corporation and insure the proper use of and safekeeping of the funds and securities of the Corporation.

**Article V--Executive Committee**

**Section 1**

Function

The Executive Committee shall function as an administrative branch of the Board between meetings of the Board. The Executive Committee can make decisions in lieu of the Board where time is of an essence and the President is in attendance. The Executive Committee maintains flow of reporting between the committees and the Board and determines agenda for Board meetings.

**Section 2**

Restrictions

The Executive Committee shall not incur indebtedness without Board of Directors approval.

**Section 3**

Membership

The Executive Committee shall consist of officers of the Corporation, and the Executive Director as a nonvoting member.

**Section 4**

The Executive Committee shall meet as needed as determined by the committee members.

**Article VI--Committees**

**Section 1**

Appointment

Standing committees, and task force committees, as are needed, to carry out the functions of the corporation shall be created by the President and subject to Board approval.

**Section 2**

Corporation

Permanent standing committees shall be composed of members of the Board of Directors and assigned by the President.

**Section 3**

Task forces shall be comprised of, but not limited to, the following: the Board, volunteers, and resource people, the standing committee will remain active until task is completed and discharged by the President.

**Article VII--Miscellaneous**

**Section 1**

Finances

The Corporation is a non-profit corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, it’s officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

**Section 2**

Fiscal Year

The Corporation’s fiscal year shall run from January 1 through December 31.

**Section 3**

Conflict of Interest

A conflict of interest may exist whenever any transaction occurs that may, in appearance, result in personal gain for a Board member. A Board member should not participate in a decision in which, to his/her knowledge, the Board member or his/her immediate family, partner, or organization, has a financial interest, or with whom she/he is negotiating with has any arrangement concerning prospective employment.

**Section 4**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the distribution of statements) any political campaign on behalf of any candidate for political office.

**Section 5**

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (ex3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are detectable under section 170 (ex2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 6** The Board of Directors shall designate which financial institution(s) to hold accounts with. Changes require board approval.

**Section 7**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making provisions for the payment of all the liabilities of the Corporation dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under section 501 (cX3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of by the Court of Common Pleas of the county in which the principal office of the 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 purposes.

**Article VIII--Amendments**

**Section 1**

Amendments

These Bylaws may be altered, or repealed and new bylaws may be adopted by a majority vote of the Board of Directors at any meeting where a quorum is present. Regular review of bylaws shall occur every even numbered year.

**Section 2**

Notice

Notice of proposed amendments must be given to all Board members at least 5 days prior to the date of such meeting.