

Madison Area Jugglers Limited

A Wisconsin Non-profit Corporation

BYLAWS

ARTICLE 1 – Name

1.1 Name: The name of the organization shall be Madison Area Jugglers Limited (also, MAJ). It shall be a nonprofit organization incorporated under the laws of the State of Wisconsin.

ARTICLE 2 – Purpose

2.1 Purpose: Madison Area Jugglers Limited is organized exclusively for nonprofit purposes.

The purpose of the corporation is:

- To hold regular meetings for people to juggle together
- To host an annual juggling convention
- To host an annual fund raising show
- To promote juggling

2.2 Who we represent: The Madison Area Jugglers have existed as an informal community organization since the dawn of time and have organized an annual juggling festival since 1992. The MAJ have a long and storied history representing the needs and interests of the juggling community in and around the city of Madison, Wisconsin. This formalizes the structure of the organization for financial, fund-raising, and official government business.

ARTICLE 3 – Membership

3.1 Membership: No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

ARTICLE 4 – Board of Directors

4.1 Number of Directors

Madison Area Jugglers Limited shall have a board of directors consisting of at least 3 directors. The board may increase or decrease the number of directors serving on the board as long as there are at least 3 directors.

4.2 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Madison Area Jugglers Limited Shall be managed under the direction of the board, except as otherwise provided by law.

4.3 Terms

- (a). All directors shall be elected to serve a one year term.
- (b). Directors may serve terms in succession
- (c). The term of office shall be considered to begin February 1 and end January 31.
- (d). Elections for the next year will occur during to January

4.4 Election of Directors

Directors may be elected at any board meeting by the majority vote of the existing board directors.

4.5 Removal of directors

A director may be removed by a two-thirds (2/3) vote of the board of directors.

4.6 Board of Director Meetings

(a). Regular Meetings. The board of directors shall have a minimum of one meeting each calendar year at times and places fixed by the board. Board meetings shall be held upon four days notice by electronic mail or by telephone. Notice of the meetings shall specify the place, day and hour of the meeting. The purpose of the meeting need not be specified.

(b). Special Meetings. Special meetings of the board may be called by any two directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director with the date, time and place of the meeting. The purpose of the meeting need not be specified.

(c). Waiver of Notice. Any director may waive notice of any meeting in accordance with Wisconsin state law.

4.7 Manner of Acting

(a). Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b). Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c). Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or be telephone conference call.

4.8 Compensation for Directors

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

4.9 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE 5 – Nonprofit Board Officers

5.1 Board Officers

The officers of the corporation shall be a board president, secretary, ***director of operations*** and treasurer, all of whom shall be chosen by the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these bylaws by resolution of the board. One person may hold two or more offices, but no board officer may act in more than one capacity where action of two or more officers is required.

5.2 Term of Office

Each officer shall serve a one year term of office. Each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

5.3 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract the which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.4 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board and directors, and shall perform all other duties incident to the office or properly required by the board of directors.

5.5 Secretary

The secretary shall keep or cause to be kept minutes of all meetings and actions of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and where the meeting was held in accordance with the law and the Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president.

5.6 Treasurer

The treasurer shall be the lead director for the oversight of the financial condition and affairs of the

corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors in a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president.

5.7 Director of Operations

The Director of Operations will be responsible for MAJ operations and annual non profit filings for the State and IRS. These filings will be made available online.

5.8 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation

ARTICLE 6 - Contracts, checks, loans, indemnification and related matters

6.1 Contract and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with the policies approved by the board.

6.1 Checks, Drafts

All checks, drafts, or other order for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

6.3 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depository as the board has selected.

6.4 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board.

6.5 Indemnification

(a). Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b). Permissible Indemnification. The corporation shall indemnify a director or former director made a party to the proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, in the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c). Advance for Expenses. Expenses incurred in defending ad civil or criminal action, suite or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of a written affirmation from the director, officer of his or her good faith belief that he or she is entitled to indemnification as authorized in this article and an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d). Indemnification of Officers. An officer of the corporation who is not a director is entitled to mandatory indemnification under the article to the same extent as director.

ARTICLE 7 - Miscellaneous

7.1 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of it's board of directors, a record of all actions taken by board of directors without a meeting and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

7.2 Fiscal Year

The fiscal year of the corporation shall be from February 1 to January 31 of each year.

7.3 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director or officer.

7.4 Nondiscrimination Policy

The officers, directors and persons served by this corporation shall be selected entirely an a nondiscriminatory basis with respect the age, sex, race, religion, national origin, and sexual orientation. It is the policy of Madison Area Jugglers Limited not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, political service or affiliation, color, religion or national origin.

7.5 Bylaw amendment

These Bylaws may be amended, altered, repealed, restated by a vote of a majority of the board of directors then in office at a meeting of the Board, provided, however,

- (a). That no amendment shall be made to the Bylaws which would cause the corporation cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b). that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors requires a unanimous vote by a quorum of directors at a Board meeting.
- (c). That all amendments be consistent with the Articles of Incorporation

ARTICLE 8 - Counter Terrorism and Due Diligence Policy

In furtherance of its exemption by contributions to other organizations, domestic of foreign, Madison Area Jugglers Limited shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Madison Area Jugglers Limited willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, redevelop, re-evaluate and strengthen a risk-based approach to guard against the thread of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Madison Area Jugglers Limited shall also comply and put into practice the federal guidelines, suggestion, laws and limitations set forth by preexisting U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control in regard to its foreign activities.

ARTICLE 9 - Document Retention Policy

9.1 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Madison Area Jugglers Limited records.

9.2 Policy

General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Madison Area Jugglers Limited may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Exception for Litigation Relevant Documents. Madison Area Jugglers Limited expects all officers and directors to comply fully with any published records retention or destruction policies and schedules, provided that all officers and directors should note the following general exception to any stated destruction schedule: If you believe, or the Madison Area Jugglers Limited informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

9.3 Minimum Retention Periods for Specific Categories

(a). Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b). Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c). Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d). Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e). Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f). Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g). Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h). Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents

detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information and has taken affirmative steps to keep the information confidential. The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i). Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j). Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k). Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l). Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m). Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

(n). Electronic Mail. E-mail that needs to be saved should be saved on a shared drive.

ARTICLE 10 - Transparency and Accountability

Disclosure of Financial Information With The General Public

10.1 Purpose: By making full and accurate information about its mission, activities, finances, and governance publicly available, Madison Area Jugglers Limited practices and encourages transparency and accountability to the general public. This policy will:

- indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- specify the procedures whereby the open/closed status of documents and materials can be altered.

10.2 Financial and IRS documents (The form 1023 and the form 990)

Madison Area Jugglers Limited shall provide its Internal Revenue forms, bylaws, and financial statements to the general public for inspection free of charge.

10.3 Means and Conditions of Disclosure:

Madison Area Jugglers Limited shall make “Widely Available” the aforementioned documents on its internet website: madjugglers.com to be viewed and inspected by the general public.

- The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- The website shall clearly inform readers that the document is available and provide instructions for downloading it. Madison Area Jugglers Limited shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- Madison Area Jugglers Limited shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided within 30 days.

10.4 IRS Annual Information Returns (Form 990)

Madison Area Jugglers Limited shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the board of director’s via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

10.5 Board Meetings

- All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

10.6 Staff Records

- All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- Staff records shall be made available to the board when requested.

10.7 Donor Records

- All donor records shall be available for consultation by the members and donors concerned or by their legal representatives
- No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- Within the corporation, donor records shall be made available only to those persons with

- managerial or personnel responsibilities for dealing with those donors, except that ;
- donor records shall be made available to the board when requested.

ARTICLE 11 – Codes of Ethics and Whistle Blower Policy

11.1 Purpose

Madison Area Jugglers Limited requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Madison Area Jugglers Limited to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

11.2 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Madison Area Jugglers Limited is in violation of law, a written complaint must be filed by that person with the board president.

11.3 Acting in Good Faith: Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

11.4 Retaliation: Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Madison Area Jugglers Limited and provides the Madison Area Jugglers Limited with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Madison Area Jugglers Limited shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Madison Area Jugglers Limited or of another individual or entity with whom Madison Area Jugglers Limited has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Madison Area Jugglers Limited shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Madison Area Jugglers Limited that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

11.5 Confidentiality Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

11.6 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

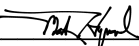
ARTICLE 12 – Amendments to the Articles of Incorporation

12.1 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Madison Area Jugglers Limited were approved by the Madison Area Jugglers Limited board of directors on the signed date and constitute a complete copy of the Bylaws of the corporation.

President Signature: 

Date: May 26, 2020

Secretary Signature: Michael A. Newton

Date: May 29, 2020

Treasurer Signature: Scott Krause

Date: May 26, 2020

Director of Operations Signature: Steven Clipson

Date: May 24, 2020