



Who's New in Madison Bylaws

ARTICLE I – OBJECT

These bylaws are for Who's New in Madison Inc., also known as the Corporation, also known as Who's New, also known as WNIM. WNIM is a 501(c)(7) social club. Sections and sub-sections marked with an asterisk (*) are in accordance with state regulations. The object of the Corporation shall be to assist women who are newcomers to Madison and the surrounding area in getting acquainted with the community and to promote friendships through social activities. The Corporation also exists to reach out to women who have been longer-term residents to help them know their community better, to forge new relationships, and to participate in shared activities. *Revised 2023. Revised 2024*

ARTICLE II – MEMBERSHIP

SEC. 1 Qualifications:

1. Any female resident having a Madison or surrounding area address is eligible. Former active members who have relocated outside of the Madison area can continue to be alumni members by paying their full dues annually. *Revised 2021 Revised 2023*

SEC. 2 Code of Conduct:

1. Use of WHO'S NEW social functions or member directory to advance outside interests of members or others is prohibited.
2. Unacceptable language or conduct at WHO'S NEW activities: In accordance with its corporate objective, WHO'S NEW requires members to behave appropriately and respectfully toward each other, the corporation, as well as nonmembers at any WHO'S NEW meeting or event. Any member who disrupts the social environment by abusive language or offensive conduct shall be brought to the attention of the executive board members for action as to continued membership in the organization. *Revised 2012*
3. Members agree to be bound by and comply with the WHO'S NEW bylaws. *Revised 2026*

SEC. 3 Types of Membership:

1. Active - A female resident of the Madison area who has paid dues for the year and participates in the Corporation activities.
2. Honorary - May be conferred by unanimous recommendation of the executive board. Honorary members pay no dues and shall have all the privileges of active members except for service on committees or the board of directors. *Revised 2021*

SEC. 4* Voting:

Upon becoming a member in the Corporation, each member shall become entitled to one vote on each matter submitted to a vote of the members at any membership meeting.

ARTICLE III - OFFICERS AND EXECUTIVE BOARD

SEC. 1 The officers of this Corporation shall be the President, Vice President, Secretary and Treasurer. A term shall be defined as beginning with the installation of the officer and terminating at the conclusion of a twelve-month period unless the officer is serving the unexpired term of another. These officers may serve in the same office two terms or more at the discretion and approval of the board. Vacancies in any of the foregoing offices may be filled for the unexpired term by an executive board appointment. *Revised 2024, Revised 2025*



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SEC. 2 Duties of Officers:

1. The president shall preside at all meetings of the Corporation and of the executive board, shall have general supervision of the affairs of the Corporation, and shall be an ex officio member of all committees. The president retains the physical archives of the Corporation. *Revised 2026*
2. The vice president shall, in the absence of the president, assume the duties of the president. The vice president shall be chairperson of the interest groups and shall report monthly at the board meetings; shall serve as nominating committee chair with nominating committee advisement, and shall succeed as president of the Corporation the following year. *Revised 2026*
3. The secretary shall keep a record of the minutes of each meeting of the executive board, shall record attendance at all board meetings, and shall perform such other duties that pertain to the office including overseeing and certifying the election of officers. *Revised 2020*
4. The treasurer shall receive, collect, and hold all Corporation money and pay out same on order of the board; and shall keep a correct account of all funds received and expended and shall render a report at each board meeting. A separate financial report shall be filed with the board at the close of the fiscal year and be made available to the general membership. The books of the treasurer shall be reviewed by a subcommittee appointed by the executive board (per Article X, Sec.5). All taxes are prepared by a professional tax preparer after the final meeting of the year. *Revised 2021*

SEC. 3 The executive board shall consist of the officers named above, the immediate past president, and the chairperson of the following standing committees:

1. **Membership** - shall respond to questions or comments submitted to the website by members or those interested in joining and provide membership statistics as needed or requested by board members. Shall prepare a membership renewal communication and respond to inquiries regarding renewal. *Revised 2025*
2. **Program** - shall provide programs for luncheons and coordinate them with the luncheon chairperson(s).
3. **Luncheon** - shall arrange menus and locations for the September through May monthly luncheons.
4. **Service** - shall make recommendations to the executive board for the selection of an annual service partner and shall direct the Corporation's activities for the service partner approved by the executive board. *Revised 2023*
5. **Newsletter** - shall be responsible for the assembling, editing and electronic distribution of the bi-monthly (August through May) Corporation newsletter which shall include the dates and times of Corporation activities and serve as the internal communication tool for the Corporation. *Revised 2026*
6. **Welcome**- shall perform an outreach to all new members, arrange new member activities periodically throughout the year, and act as hostess to members at monthly luncheons. *Revised 2022, Revised 2025*
7. **Website** - shall be responsible for maintaining the Corporation website.
8. **Not Just Wine and Cheese** - Provide venues (usually members' homes) for meetings throughout the year. Acquire, store, and transport service items to site as needed. *Revised 2021, Revised 2025, Revised 2026*



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SEC. 4 Other Executive Board positions: Immediate Past President - shall serve on the executive board in an advisory capacity for a period of one year and shall serve as parliamentarian who will provide information when necessary, regarding correct parliamentary procedure during the executive board meetings.

SEC. 5 Executive Board additions: Any requested additional positions to the executive board must be brought before the board for discussion and vote. A quorum is needed to pass. (See Article VI, Sec. 4)

SEC. 6 Special Committees: The president shall have the power to appoint any other committees needed. *Revised 2026*

ARTICLE IV - DUES

SEC. 1 The Corporation shall have a fiscal year of July 1- June 30. *Revised 2019*

SEC. 2 The membership year is September 1 to August 31. Members shall pay annual dues on or before August 31st or upon joining. Dues are not prorated. A late fee (in addition to the annual dues amount) will be assessed after the renewal date. *Revised 2021, Revised 2023, Revised 2025*

SEC. 3 New members joining between July 1 and August 31 will not have to renew in September of the same year. *Revised 2021, Revised 2023*

ARTICLE V - MEETINGS OF MEMBERS

SEC. 1* Annual Meetings: The annual meeting of the members of the Corporation shall be held on the second Thursday in September of each year at the principal offices of the Corporation, at 12:00 Noon, or such other time and place as may be designated by the executive board.

SEC. 2* Business Meetings: Business meetings are held in conjunction with the luncheon and program on the second Thursday of each month, September through May. If a member makes a reservation for lunch and cannot attend, the reservation must be cancelled by closing or the cost of the reservation shall be forfeited. *Revised 2023*

SEC. 3* Special Meetings: Special meetings of the members of the Corporation may be called by the president or executive board, or upon a call signed by not less than ten percent (10%) of the members of the Corporation. All calls shall be directed to the secretary. No business may be transacted at a special meeting except as is set forth in the call for the meeting.

SEC. 4* Activity Meetings: Activity meetings consist of any gathering of sanctioned interest groups or the membership in general.

SEC. 5* Notice of any special meeting of the members of the Corporation shall be given by the secretary to each member by the newsletter or by electronic means, not more than thirty (30) nor less than three (3) days before such meeting. The notice of any special meeting shall state the agenda of business to be transacted at such meeting. Notice may be waived in writing by any member. *Revised 2018*

SEC. 6* Quorum of Members: The number of members necessary to constitute a quorum at any meeting for the transaction of any business shall be ten percent (10%) of the total membership, either present in person or by proxy. *Revised 2020*



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SEC. 7* Attendance and Proxies: At any meeting, any member may vote in person or in writing prior to a meeting or by general or special proxy executed in writing by the member and filed with the secretary. No general proxy shall be valid after eleven (11) months from the date of its execution. The form of proxies and the mode of solicitation therefore shall be determined by the executive board. *Revised 2020*

ARTICLE VI - MEETINGS OF EXECUTIVE BOARD

SEC. 1* The executive board, consisting of the officers and one representative of each standing committee (usually the chairperson), shall hold a regular monthly meeting at the principal office of the Corporation or at such other location, or at such other time, as the board shall determine. *Revised 2019* Meetings will be held from August through December and February through May. Additional meetings may be held in June, July, and January at the discretion of the president. *Revised 2023*

SEC. 2* Special meetings of the executive board may be called and held at any time upon the written request of the president, or any two executive board members. Such request shall be addressed to the secretary.

SEC. 3* Notice of Meetings: Written notice of any special meeting shall be given by the secretary to each executive board member at least three (3) days prior to said meeting. The notice of any special meeting shall state as much as practicable the agenda of business to be transacted at such meeting. Notice of any meeting may be waived in writing by an executive board member; and shall be waived by attendance at such meeting. *Revised 2019*

SEC. 4* Quorum: Fifty-five percent (55%) of the members of the executive board shall constitute a quorum for the transaction of business at any meeting of the board, but a lesser number may adjourn the meeting to some other time. The act of the majority of the executive board members present at a meeting at which a quorum is present shall be the act of the executive board. *Revised 2026*

ARTICLE VII - INDEMNIFICATION

SEC. 1* WHO'S NEW IN MADISON, INC. shall to the fullest extent permitted or required by Sections 181.0871 to 181.0889 (through 2017), inclusive, of the Wisconsin Nonstock Corporations Law ["Statute"], including any amendments thereto [but in the case of any such amendment, only to the extent such amendment permits or requires the club to provide broader indemnification rights than prior to such amendment], indemnify its executive board members, and advance any and all reasonable expenses as incurred thereby in any proceeding to which any executive board member is a party because she is an executive board member of the club. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. WHO'S NEW IN MADISON, INC. shall be required to guarantee the right to indemnification and advancement of expenses under this Article VII by the purchase of insurance on behalf of whom the club would be obliged to indemnify. The forgoing right to indemnification:



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1. shall cover all costs, expenses and liabilities incurred by executive board member by reason of acts done or omitted in good faith in exercising judgment that it was in the best interests of the Corporation; and in cases where such liabilities, costs and expenses arise out of a position taken by an executive board member for and on behalf of the Corporation in the belief in the right of such consideration paid or to be paid for any compromise or settlement or for any judgment, decree, fine or penalty imposed against such executive board member upon any claim in any action, suit or proceeding by reason of a determination, or a compromise of such proceedings or claim adverse to the position so taken;
2. shall inure to each such executive board member whether such executive board member is serving in the position at the time such costs or expenses are imposed or incurred and whether or not the claim asserted against the person is based on matters which antedate the adoption of these bylaws.
3. in the event of the death of the executive board member, shall extend to the heirs and legal representatives; and
4. shall not be exclusive of any other rights to which any executive board member may otherwise be entitled under the laws of the State of Wisconsin.
5. This ARTICLE is intended to constitute a contract with each person who, subsequent to its adoption, is serving or shall subsequently serve as an executive board member of the Corporation; and the indemnification provided herein shall be in addition to any other compensation which each such person may receive from the Corporation for services as an executive board member of the corporation. *Revised 2018*

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Sec. 1

1. In December, the president shall appoint a nominating committee of five members to present the slate of officers to the executive board in February. The nominating committee shall consist of two executive board members and three from the general membership, plus the president as an ex officio member, who shall be in attendance for a brief review and in an advisory capacity. *Revised 2018*
2. In December, the nominating committee shall notify all members that they may nominate officer candidates with the consent of the nominee. Members must notify the nominating committee of any nominations for officers prior to December 31. Nominations must be in writing and include the name of the candidate and the position. The chair of the nominating committee will acknowledge receipt of the nomination to the member in writing. *Revised 2023, Revised 2026*

SEC. 2 A single slate of officers shall be presented to the membership present at the March business meeting/luncheon. Members will vote to accept or reject the slate of officer candidates to be advanced to the full membership for a formal vote. *Revised 2023*

SEC. 3 Voting shall take place no later than the date of the April luncheon meeting by such means as approved by the board, including electronically, in writing prior to the April luncheon meeting, or in person at the April luncheon meeting. A quorum of 10% of the membership is required to elect the slate of officers. *Revised 2020, Revised 2025*

SEC. 4 The elected officers shall be installed at the May luncheon meeting. *Revised 2018*

SEC. 5 The new and old executive board meeting, hosted by the outgoing executive board, shall be held in May. *Revised 2024*



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ARTICLE IX - GUESTS

SEC. 1 Members may bring a female guest to any business meeting, by registering her for the luncheon. A guest may attend a maximum of two luncheons per year. This policy does not apply to non-resident guests. A non-resident is anyone not covered as a resident in Article II, Sec.1. *Revised 2023*

SEC. 2 A member may bring a guest of either gender, with no limits on attendance, to a Not Just Wine and Cheese event. *Revised 2025*

SEC. 3 A member may bring a female guest to an interest group event, if the interest group is in the category "Members plus Guests Welcome". A guest may attend a maximum of two interest groups per year. A member may bring a guest of either gender, with no limits on attendance, to an interest group labeled "Coed". *Revised 2025*

ARTICLE X – MISCELLANEOUS

SEC. 1* The Corporation shall have no corporate seal.

SEC. 2* Corporate Funds: The funds of the Corporation shall be deposited to its credit in such financial institutions as the Executive Board shall designate and shall be withdrawn only on checks or drafts or order for an Electronic Fund Transfer (EFT) or digital payments of the Corporation for the purpose of the Corporation. All checks, drafts, notes, ETFs, or digital payments of the Corporation shall be signed, including electronically, in such manner and by officer or officers or such individuals as the executive board from time to time by resolution shall determine. Only checks, drafts, notes, ETFs, or digital payments so signed shall be valid checks, drafts, notes, ETFs, or digital payments of the Corporation. *Revised 2021*

SEC. 3* Debts: No debts shall be contracted except for current budgeted expenses unless authorized by the executive board, and no such debts shall be paid by the treasurer unless audited and approved by the president, a delegated representative, or by some other person or committee expressly authorized by the executive board to audit and approve bills for payment. *Revised 2018*

SEC. 4* Contracts: The executive board may authorize an officer or officers, or committee chair to negotiate and sign contracts or execute and deliver instruments in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. The signatory will maintain a copy of the signed contract and give the original executed contract to the president with a copy to the treasurer. *Revised 2022*

SEC. 5* Internal audits: After the close of the fiscal year an internal audit will be conducted. In June, a committee consisting of the treasurer, president, vice president and 2 members without signatory responsibility will be appointed. Audit to be completed before September 1. *Revised 2022*

SEC. 6 Funds of the corporation may not be gifted to persons or organizations. *Revised 2024*

ARTICLE XI - DISSOLUTION

In case of dissolution of the Corporation, whatever funds are contained in the treasury at that time shall be used to satisfy any outstanding debts, liabilities, or obligations of said Corporation. The executive board, with the approval of one-third of the membership, shall determine the disposition of the remaining assets.



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ARTICLE XII – AMENDMENTS

SEC. 1* These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of those members of the Corporation present at any meeting of the members of the Corporation, provided that notice of an intention to move an amendment, alteration, repeal or adoption and the substance thereof shall be given in the notice calling the meeting of the members or shall have been given in writing at the previous meeting of the members.

SEC. 2* These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the executive board at any meeting of the board by the affirmative vote of at least two-thirds of the members of the executive board. No notice of an intention to move an amendment, alteration, repeal, or adoption need be given. Any bylaw adopted by the executive board shall be subject to amendment or repeal by the membership as well as by the executive board.