



Down Syndrome Association of Wisconsin, Inc.
Board of Directors Meeting Agenda
Monday, September 12, 2011

NOTE: The Board meeting will be held starting at 12:00 noon at the Marion Center and will last no longer than 1 ½ hours

- I. CLOSED SESSION:
 - a. Personnel matters (10 min)
- II. OPEN SESSION
- III. Secretary's Report – Marita (5 min)
- IV. Treasurers Report – Nicole (5 min)
- V. Golf Outings Update –Ron (10 min)
- VI. Awareness Walk Update – Ron (10 min)
- VII. DSAW/Ron and Employment Advising Opportunities – Ron (15 min)
- VIII. Office Report – Ron (10 min)
- IX. Roadmap Snapshots (10 min)
- X. Submission of Proposed Changes to By-Laws (5 min)
- XI. Election of Director to Vacant Term (Pearson seat) (5 min)
- XII. Upcoming Committee Meetings (all are available by telephone with RSVPs):
 - Awareness Walk Volunteer Meeting: Sunday, September 11 at 3 p.m. at the Marion Center
 - Golf Committee Meeting: Tuesday, September 13 at 6 p.m. at Childrens' Hospital
 - Philanthropy Committee Meeting: Tuesday, September 13 at 7:30 p.m. at Childrens' Hospital
 - Awareness Walk Committee Meeting: Sunday, September 18 at the Marion Center



Board of Directors Meeting Agenda
(Detail with Documents to Review with Page Numbers in Bottom Right)

- I. CLOSED SESSION
 - a. August 9 and 11, 2011 Board Meeting Minutes (Closed Session) (Board only: personnel matters)
- II. OPEN SESSION
- III. Secretary's Report – Marita (5 min)
 - a. July Board Meeting Minutes (pp. 001 – 004)
 - b. August Board Meeting Minutes (Open Session) (pp. 005)
 - c. Record of Actions Taken Between Meetings (pp. 006 – 008)
- IV. Treasurers Report – Nicole (5 min)
 - a. Balance Sheet (pp. 009)
 - b. Budget vs. Actual (pp. 010 – 013)
 - c. Profit and Loss Statement (pp. 014 – 018)
- V. Golf Outings Update –Ron (10 min)
- VI. Awareness Walk Update – Ron (10 min)
- VII. DSAW/Ron and Employment Advising Opportunities – Ron (15 min)
 - a. SPARKS application (pp. 018 – 020)
- VIII. Office Report – Ron (10 min)
 - a. Office Report, BPDD Advocacy Announcement and Draft Annual Meeting Agenda (pp. 021 – 025)
- IX. Roadmap Snapshots (10 min)
 - a. Roadmap Snapshot Diary (Board only: confidential information)
- X. Submission of Proposed Changes to By-Laws (5 min)
 - a. Proposed revisions to by-laws (pp. 026 – 032)
- XI. Election of Director to Vacant Term (Pearson seat) (5 min)6785072_2



Down Syndrome Association of Wisconsin, Inc.
Board of Directors Meeting Notes
July 11, 2011

Attendees:

Tom O' Day

Peter Loeffel

Marita Stannis

Ron Malloy

Brian Perhach (by phone)

Nicole Cook

NOTE: THE PACKET OF MATERIALS HANDED OUT IN ADVANCE OF THE BOARD MEETING IS ATTACHED TO THESE MINUTES.

- I. The Board reviewed the Office report. R. Malloy stated Lose the Training Wheels went well.

- II. The Board reviewed the Green Bay Chapter transition proposal. Samantha is cutting down her hours. The Board discussed combining the Fox Cities and Green Chapters to save resource. The main issue surrounding this is whether or not Fox Cities will be open to that idea.

- III. The Board reviewed the Administration Rules for All Chapter Entities. N. Cook questioned whether "unless agreed to" should be added to Section 2 of the rules, 3rd paragraph, under the fees area. T. O' Day didn't feel it necessary. It was brought up that the CVC chapter would like to have their own accountant, N. Cook stated that they can do book keeping such as entering things into QuickBooks but not do managerial accounting like reconciling the books. N. Cook also stated that no chapters should have check writing privileges, all purchases must go on credit card and the chapter can then pay that bill with a check.

- IV. The Board reviewed the Secretary's report and minutes from the June 2011 Board Meeting. T. O' Day moved to approve minutes as revised, P. Loeffel seconded. Passed unanimously.

- V. The Board reviewed the Treasurer's report. \$8,000 was added for salaries and payroll taxes, so net income will be close to (-) \$38,000. Also, the golf outing expense is showing \$1800 and should instead read \$18,000. \$2,000 will be added to Lose the Training Wheels.



- VI. Board discussed the proposed short-period budget for DSAW (state). Revisions were made to reflect more accurate estimates. The line item for Golf Outing Income should be changed to drop to \$27,000. The total income for the period will decrease to \$184,850. The line item for the Golf Outing Classic expense should be \$18,000, not \$1,800. LTTW expense was decreased by \$2,000 to reflect costs in this six-month short period. With revisions, the bottom line net income will be around \$5,000. P. Loeffel moved to adopt the short-period budget as amended and M. Stannis seconded. Passed unanimously.
- VII. Changes were proposed to the Administration Rules for All Chapter Entities. T. O' Day moved to approve the Administration Rules for All Chapter Entities as amended with the understanding that we need to look at N. Cook's financial memo, N. Cook seconded. Passed unanimously. The Kohler budget was discussed. P. Loeffel moved to approve the Kohler budget and T. O' Day seconded. Passed unanimously.
- VIII. M. Stannis moved to adjourn the meeting, N. Cook seconded. Passed unanimously.

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Down Syndrome Association of Wisconsin, Inc.
Board of Directors Meeting Notes
July 11, 2011

Attendees:

Tom O' Day

Peter Loeffel

Marita Stannis

Ron Malloy

Brian Perhach (by phone)

Nicole Cook

NOTE: THE PACKET OF MATERIALS HANDED OUT IN ADVANCE OF THE BOARD MEETING IS ATTACHED TO THESE MINUTES.

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- II. The Board reviewed the Green Bay Chapter transition proposal. Samantha is cutting down hereher hours. The Board discussed combining the Fox ValleyCities and Green Chapters to save resource. The main issue surrounding this is whether or not Fox ValleyCities will be on-board open to that idea.
- III. The Board reviewed the Administration Rules for All Chapter Entities. N. Cook questioned whether "unless agreed to" should be added to Section 2 of the rules, 3rd paragraph, under the fees area. T. O' Day didn't feel it necessary. It was brought up that the CVC chapter would like to have their own accountant, N. Cook stated that they can do book keeping such as entering things into QuickBooks but not do managerial accounting like reconciling the books. N. Cook also stated that no chapters should have check writing privileges, all purchases must go on credit card and the chapter can then pay that bill with a check.
- IV. The Board reviewed the Secretary's report and minutes from the June 2011 Board Meeting. T. O' Day moved to approve minutes as revised, P. Loeffel seconded. Passed unanimously.



- V. The Board reviewed the Treasurer's report. \$8,000 was added for salaries. ~~Net and payroll taxes, so net income on line 10 should read~~ will be close to (-) \$38,000. Also, the golf outing expense is showing \$1800 and should instead read \$18,000. \$2,000 will be added to Lose the Training Wheels. P. Loeffel moved to adopt the short period budget as amended and M. Stannis seconded. Passed unanimously.
- VI. Board discussed the proposed short-period budget for DSAW (state). Revisions were made to reflect more accurate estimates. The line item for Golf Outing Income should be changed to drop to \$27,000. The total income for the period will decrease to \$184,850. The line item for the Golf Outing Classic expense should be \$18,000, not \$1,800. LTTW expense was decreased by \$2,000 to reflect costs in this six-month short period. With revisions, the bottom line net income will be around \$5,000. P. Loeffel moved to adopt the short-period budget as amended and M. Stannis seconded. Passed unanimously.
- VII. VI. The following changes ~~Changes~~ were proposed to the Administration Rules for All Chapter Entities, in Section 3.19 add "see attached accounting memo for appropriate accounting procedures and section 3.13 should be moved to the Legal section. T. O' Day moved to approve the Administration Rules for All Chapter Entities as amended with the understanding that we need to look at N. Cook's financial memo, N. Cook seconded. Passed unanimously. The Kohler budget was discussed. P. Loeffel moved to approve the Kohler budget and T. O' Day seconded. ~~Passes~~ Passed unanimously.
- VIII. ~~VI.~~ M. Stannis moved to adjourn the meeting, N. Cook seconded. Passed unanimously.



Down Syndrome Association of Wisconsin, Inc.
Board of Directors Meeting Notes
August 9, 2011

Attendees (all by telephone for telephone meeting):

Tom O' Day

Peter Loeffel

Marita Stannis

Ron Malloy

Brian Perhach

Nicole Cook

Mike Bare

Andrew Gerbitz

NOTE: THESE MINUTES REFLECT THE OPEN SESSION ITEMS DISCUSSED AT THE MEETING. CLOSED SESSION MEETING MINUTES ARE UNDER SEAL ON FILE.

- I. The Board discussed a member's request for DSAW to dedicate \$350 toward the billboard that was discussed at a previous meeting. The billboard company (Lamar) decreased the cost from \$1,700 to \$700. The member has raised \$350 and needs an additional \$350. R. Malloy recommends Board approval. N. Cook comments that it is a reasonable investment for the exposure and awareness it will generate. N. Cook moves to approve, second by M. Stannis. Passed unanimously.
- II. R. Malloy provided an estimate of 100 – 110 golfers for the Classic Golf Outing. The Golf Outing planning has been much more smooth this year.
- III. R. Malloy mentioned that the Awareness Walk on-line fundraising has commenced and \$10,000 has already been raised online.
- IV. Move to adjourn the meeting. Passed unanimously.

**Board of Directors
Record of Action Taken Between Meetings**

**Action Taken by the Board of Directors Between July 11, 2011 and September 10, 2011
Outside of Regular Board Meetings**

DSAW Board of Directors Meeting: September 12, 2011

Per Article 6, section 6 of the By-Laws:

Action by Directors Without a Meeting. Any action required or permitted of the Board or of any committee thereof may be taken without a meeting, if written consent is signed by all Directors on the Board or committee, as the case may be, and is filed with the minutes of the proceedings of the Board or committee.

(1) Vote to Approve Final Chapter Administrative Rules

-----Original Message-----

From: adgerb@charter.net [mailto:adgerb@charter.net]
Sent: Thursday, July 21, 2011 7:36 PM
To: ODay, Tom
Subject: RE: FW: VOTE REQUESTED: Administrative Rules

I do approve and I say Yes

Andrew

From: Cook, Nicole L (US - Milwaukee) [mailto:ncook@deloitte.com]
Sent: Wednesday, July 13, 2011 4:10 PM
To: ODay, Tom; 'Michael Bare'; 'Brian D. Perhach'; 'Pete Loeffel'; 'marita.stannis@bucyrus.com'; 'adgerb@charter.net'
Cc: 'ron@dsaw.org'
Subject: RE: VOTE REQUESTED: Administrative Rules

Approve

Nicole L. Cook

From: Pete Loeffel [mailto:pete.loeffel@gmail.com]
Sent: Wednesday, July 13, 2011 9:15 AM
To: ODay, Tom

Cc: Cook, Nicole L (US - Milwaukee); Michael Bare; Brian D. Perhach;
marita.stannis@bucyrus.com; adgerb@charter.net; ron@dsaw.org
Subject: Re: VOTE REQUESTED: Administrative Rules

I approve.

Pete

From: Stannis, Marita [mailto:Marita.Stannis@cat.com]
Sent: Tuesday, July 12, 2011 9:52 AM
To: ODay, Tom
Subject: RE: VOTE REQUESTED: Administrative Rules

approve

Marita Stannis

From: Michael Bare [mailto:mike@mbare.org]
Sent: Tuesday, July 12, 2011 4:03 PM
To: ODay, Tom
Cc: 'Cook, Nicole L (US - Milwaukee)'; 'Brian D. Perhach'; 'Pete Loeffel';
'marita.stannis@bucyrus.com'; 'adgerb@charter.net'; 'ron@dsaw.org'
Subject: Re: VOTE REQUESTED: Administrative Rules

Sorry I had to miss the meeting. It all looks fine to me. Approve.

Thanks,
mike

From: Brian D. Perhach [mailto:bperhach@gray-law.com]
Sent: Tuesday, July 12, 2011 9:39 AM
To: ODay, Tom; 'Cook, Nicole L (US - Milwaukee)'; 'Michael Bare'; 'Pete Loeffel';
'marita.stannis@bucyrus.com'; 'adgerb@charter.net'
Cc: 'ron@dsaw.org'
Subject: RE: VOTE REQUESTED: Administrative Rules

I approve

Gray & Associates, L.L.P.

Brian D. Perhach
Associate
Direct: (414) 224-3491
Fax: (414) 224-1279
bperhach@gray-law.com

From: ODay, Tom [mailto:TODay@gklaw.com]
Sent: Monday, July 11, 2011 2:43 PM
To: ODay, Tom; 'Cook, Nicole L (US - Milwaukee)'; 'Michael Bare'; Brian D. Perhach; 'Pete Loeffel'; 'marita.stannis@bucyrus.com'; 'adgerb@charter.net'
Cc: 'ron@dsaw.org'
Subject: VOTE REQUESTED: Administrative Rules

All:

Attached are the Administrative Rules, as revised by the Board at the meeting. We agreed to take a look at the Accounting Procedures memo which Nicole drafted as an attachment to the Administrative Rules. That memo is incorporated on the last two pages of the attached pdf document. **PLEASE RESPOND WHETHER YOU APPROVE, AS REFLECTED IN THE ATTACHED WORD DOCUMENT, OF THE ADMINISTRATIVE RULES AS AMENDED BY THE BOARD AT THE MEETING TODAY.** The only substantive change from what was discussed at the meeting today is the addition of the cross-reference to and the Accounting Procedures memo on the last two pages.

Per Article 6, section 6 of the By-Laws:

Action by Directors Without a Meeting. Any action required or permitted of the Board or of any committee thereof may be taken without a meeting, if written consent is signed by all Directors on the Board or committee, as the case may be, and is filed with the minutes of the proceedings of the Board or committee.

Please reply to all with your vote. If anyone would like to have a call or a face-to-face meeting to discuss the rules, just let me know and we can do so.

Thanks,

Tom

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Down Syndrome Association of Wisconsin Inc.
Balance Sheet
As of September 6, 2011

	Total
ASSETS	
Current Assets	
Bank Accounts	
1050 Cash on Hand DSAW WI General Use Funds	453.74
1100 xx5147 CHASE CHECKING DSAW WI General Use Funds	27,728.15
1120 TRI CITY CHECKING xxxx-016 DSAW WI General Use Funds	10,146.43
1151 CHASE HIGH YIELD SAVINGS XXX-5334 DSAW WI General Use Funds	20,105.15
Total DSAW Milw General Use Funds	58,433.47
1153 ING Business Savings DSAW WI Reserve Funds Released By Board Vote	126,055.67
1149 Ing Educational Endowment Savings (Restricted Use)	72,434.22
1130 M & I Checking xxx2829-CVC DSAW CVC Restricted Use Funds	28,234.33
1131 M&I Checking xxx2576 Sheboygan Chapter Restricted Use Funds	1,761.12
1132 Chase xx5084- Fox Cities DSAW FC Restricted Use Funds	50,294.62
1134 Chase xx5092-Green Bay DSAW GB Restricted Use Funds	13,550.04
Total Chapter Funds	93,840.11
Total Bank Accounts	\$ 350,763.47
Total Current Assets	\$ 350,763.47
Other Assets	
1190 Security Deposits Marian Center Security Deposit Returned at end of lease	600.00
Total Other Assets	\$ 600.00
TOTAL ASSETS	\$ 351,363.47
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Total Liabilities	\$ 0.00
Equity	
3000 Opening Bal Equity	0.00
3900 Fund Balance	344,770.27
Net Income	6,593.20
Total Equity	\$ 351,363.47
TOTAL LIABILITIES AND EQUITY	\$ 351,363.47

Tuesday, Sep 06, 2011 07:44:16 PM GMT-5 - Accrual Basis

Down Syndrome Association of Wisconsin Inc.
Budget vs. Actuals 2011 Short Year
 July 2011 - June 2012

	Total		
	Actual	Budget	% of Budget
		\$ Over Budget	
Income			
4100 DONATIONS RECEIVED	987.17	7,000.00	14.10%
MATCHING GIFT INCOME	253.46	1,750.00	14.48%
MEMORIAL	505.00	1,500.00	33.67%
UNITED WAY	500.00	500.00	0.00%
Total 4100 DONATIONS RECEIVED	1,745.63 \$	10,750.00 \$	16.24%
4150 MEMBERSHIP		0.00	
1 YEAR	80.00	600.00	13.33%
2 YEAR	120.00	2,850.00	4.21%
Total 4150 MEMBERSHIP	200.00 \$	3,450.00 \$	5.80%
4200 MEMBER EVENT INCOME		0.00	
DADs	602.00	602.00	
Total 4200 MEMBER EVENT INCOME	602.00 \$	602.00	0.00%
4250 GRANT INCOME		5,000.00	
4300 MARKETPLACE INCOME		0.00	
DSAW BRACELETS	77.00	77.00	
Total 4300 MARKETPLACE INCOME	77.00 \$	77.00	91.10%
4600 INTEREST INCOME	819.87	900.00	91.10%
4700 FUNDRAISING EVENT INCOME	4,926.01	250.00	1970.40%
4720 GOLF OUTING INCOME	880.00	27,000.00	3.26%
Beer for a year	192.00	192.00	
Bingo	218.00	218.00	
CART SPONSOR	300.00	300.00	
GENERAL DONATION	15.00	15.00	
Helicopter	-40.00	-40.00	
Lemon Drop Shots	215.00	215.00	
Live Auction	4,375.00	4,375.00	
Long Driver	127.00	127.00	
LUNCH TABLE SPONSOR	1,000.00	1,000.00	

Pink Ball	220.00			220.00		
Putting Contest	25.00			25.00		
RAFFLE	929.00			929.00		
REGISTRATION	12,671.00			12,671.00		
SHIRT SPONSOR	500.00			500.00		
Silent AUCTION	795.00			795.00		
Total 4720 GOLF OUTING INCOME	22,422.00	\$	27,000.00	-\$	4,578.00	83.04%
4722 NEW EBAY 50%/50% AUCTION			500.00		-500.00	0.00%
4723 NEW CORPORATE INCOME			4,000.00		-4,000.00	0.00%
4724 Golf Outing Classic	450.00		23,000.00		-22,550.00	1.96%
4730 AWARENESS WALK	2,721.85		109,000.00		-106,278.15	2.50%
DONATIONS-FIRST GIVING	17,169.90				17,169.90	
DONATIONS-OFFICE	1,950.00				1,950.00	
OTHER	75.00				75.00	
REGISTRATION-FIRST GIVING	4,263.00				4,263.00	
REGISTRATION-OFFICE	271.00				271.00	
SPONSORSHIP	150.00				150.00	
Total 4730 AWARENESS WALK	26,600.75	\$	109,000.00	-\$	82,399.25	24.40%
4740 LTTW Donations	500.00				500.00	
4998 MISCELLANEOUS INCOME	40.00		500.00		-460.00	8.00%
4999 TEMPORARY INCOME ACCOUNT			500.00		-500.00	0.00%
Total Income	58,383.26	\$	184,850.00	-\$	126,466.74	31.58%

Expenses								
5000 Salaries & Wages	16,510.00	55,588.00	-39,078.00	29.70%				
5001 Recovered Salary	-300.00	-500.00	200.00	60.00%				
5050 PAYROLL TAXES - FICA	1,263.03	3,679.00	-2,415.97	34.33%				
5070 Professional Fees	400.00	0.00	400.00					
ACCOUNTING FEES	400.00	3,500.00	-3,100.00	11.43%				
Paychex Payroll Fees	134.48	650.00	-515.52	20.69%				
WEBSITE		425.00	-425.00	0.00%				
Total 5070 Professional Fees	934.48 \$	4,575.00 -\$	3,640.52	20.43%				
5080 Trigger Point Intern or Contractor	1,451.00	5,000.00	-3,549.00	29.02%				
5110 OFFICE SUPPLIES	277.77	1,200.00	-922.23	23.15%				
5112 RESOURCE MATERIAL	121.94	200.00	-78.06	60.97%				
5115 Computer Related	39.90	7,000.00	-6,960.10	0.57%				
5130 TELEPHONE	749.90	1,450.00	-700.10	51.72%				
5140 POSTAGE	2,281.55	1,450.00	831.55	157.35%				
5170 PRINTING	1,277.20	100.00	1,177.20	1277.20%				
Annual Report & Letter		0.00	0.00					
BROCHURES		500.00	-500.00	0.00%				
COPIES		100.00	-100.00	0.00%				
NEW PARENT PACKETS		500.00	-500.00	0.00%				
NEWSLETTER PUBLICATION		3,000.00	-3,000.00	0.00%				
STATIONARY		350.00	-350.00	0.00%				
Total 5170 PRINTING	1,277.20 \$	4,550.00 -\$	3,272.80	28.07%				
5210 RENT	1,968.00	4,149.00	-2,181.00	47.43%				
5260 Equipment Rental & Maintenance	341.87	600.00	-258.13	56.98%				
5320 TRAVEL	166.45	2,500.00	-2,333.55	6.66%				
5321 Recovered Travel		-150.00	150.00	0.00%				
5330 Staff Training Conference Conventions		750.00	-750.00	0.00%				
5510 BANK CHARGES	316.50	700.00	-383.50	45.21%				
Ebay and Paypal Fees	52.15	125.00	-72.85	41.72%				
Total 5510 BANK CHARGES	368.65 \$	825.00 -\$	456.35	44.68%				
5520 INSURANCE		1,050.00	-1,050.00	0.00%				
5545 DUES & SUBSCRIPTIONS	10.00	800.00	-790.00	1.25%				
5550 CONSULTANT EXPENSE	2,310.00		2,310.00					
5600 Fundraising Events Expenses		50.00	-50.00	0.00%				
5630 GOLF OUTING EXP Pip	11,307.49	17,000.00	-5,692.51	66.51%				
5631 Golf Outing Exp Classic	4,188.37	18,000.00	-13,811.63	23.27%				

5640 AWARENESS WALK EXP	6,216.36	27,500.00	-21,283.64	22.60%
REGISTRATION-FIRST GIVING	1,396.40		1,396.40	
Walk Entertainment	150.00		150.00	
Total 5640 AWARENESS WALK EXP	7,762.76 \$	27,500.00 -\$	19,737.24	28.23%
5650 eBAY 50%/50% EXPENSE	741.14	250.00	-250.00	0.00%
5700 MEMBER EVENT EXPENSE	70.57		741.14	
DADs PROGRAM EXPENSE			70.57	
HALLOWEEN DANCE		700.00	-700.00	0.00%
HOLIDAY PARTY		1,900.00	-1,900.00	0.00%
LTTW EXPENSE		2,000.00	-2,000.00	0.00%
PICNIC EXP	223.50		223.50	
SELF-ADVOCATE COUNCIL FUNDING		300.00	-300.00	0.00%
Valentines Day Dance	46.68		46.68	
World Down syndrome Day	100.00		100.00	
Total 5700 MEMBER EVENT EXPENSE	1,181.89 \$	4,900.00 -\$	3,718.11	24.12%
5750 OUTREACH PROGRAM EXPENSE		3,000.00	-3,000.00	0.00%
5810 SCHOLARSHIP-ENDOWMENT	1,500.00	1,500.00	0.00	100.00%
5815 GRANT AWARD		3,000.00	-3,000.00	0.00%
5820 MARKETPLACE EXPENSE	32.50	650.00	-650.00	0.00%
5850 Board Expense		275.00	-242.50	11.82%
5855 Member Expenses	54.00	100.00	-100.00	0.00%
5930 Licenses and Fees		50.00	4.00	108.00%
5990 MISCELLANEOUS	223.13	1,000.00	-776.87	22.31%
5991 Chapter 501(3) Start-up Costs		3,000.00	-3,000.00	0.00%
5992 Volunteer Program	6.00	150.00	-144.00	4.00%
5993 Other Recovered Expense		-200.00	200.00	0.00%
Total Expenses	56,027.88 \$	174,941.00 -\$	118,913.12	32.03%
Net Operating Income	2,355.38 \$	9,909.00 -\$	7,553.62	23.77%
Net Income	2,355.38 \$	9,909.00 -\$	7,553.62	23.77%

Wednesday, Sep 07, 2011 02:30:55 PM PDT GMT-7 - Accrual Basis

Down Syndrome Association of Wisconsin Inc.

Profit & Loss

July 1 - September 6, 2011

	Chippewa Valley Chapter	Fox Cities	DSAW (State)	Green Bay	Not Specified	TOTAL
Income						
4100 DONATIONS RECEIVED		274.65	987.17	450.00		1,711.82
MATCHING GIFT INCOME			253.46			253.46
MEMORIAL			505.00			505.00
Total 4100 DONATIONS RECEIVED	\$ 0.00 \$	274.65 \$	1,745.63 \$	450.00 \$	0.00 \$	2,470.28
4150 MEMBERSHIP						0.00
1 YEAR			80.00			80.00
2 YEAR			120.00			120.00
Total 4150 MEMBERSHIP	\$ 0.00 \$	0.00 \$	200.00 \$	0.00 \$	0.00 \$	200.00
4200 MEMBER EVENT INCOME						0.00
DADs			602.00			602.00
Total 4200 MEMBER EVENT INCOME	\$ 0.00 \$	0.00 \$	602.00 \$	0.00 \$	0.00 \$	602.00
4300 MARKETPLACE INCOME						0.00
DSAW BRACELETS			77.00			77.00
Total 4300 MARKETPLACE INCOME	\$ 0.00 \$	0.00 \$	77.00 \$	0.00 \$	0.00 \$	77.00
4600 INTEREST INCOME						910.45
Beer for a year			819.87		90.58	910.45
Bingo			4,926.01			4,926.01
CART SPONSOR			880.00			880.00
GENERAL DONATION			192.00			192.00
Helicopter			218.00			218.00
Lemon Drop Shots			300.00			300.00
Live Auction			15.00			15.00
Long Driver			-40.00			-40.00
LUNCH TABLE SPONSOR			215.00			215.00
Pink Ball			4,375.00			4,375.00
Putting Contest			127.00			127.00
RAFFLE			1,000.00			1,000.00
REGISTRATION			220.00			220.00
SHIRT SPONSOR			25.00			25.00
Silent AUCTION			929.00			929.00
			12,671.00			12,671.00
			500.00			500.00
			795.00			795.00

	Chippewa Valley Chapter	Fox Cities	DSAW (State)	Green Bay	Not Specified	TOTAL
\$	0.00 \$	0.00 \$	22,422.00 \$	0.00 \$	0.00 \$	22,422.00
Total 4720 GOLF OUTING INCOME			450.00			450.00
4724 Golf Outing Classic			2,721.85			3,673.48
4730 AWARENESS WALK		951.63				19,450.69
DONATIONS-FIRST GIVING	246.16	2,034.63	17,169.90			1,950.00
DONATIONS-OFFICE			1,950.00			75.00
OTHER			75.00			4,993.00
REGISTRATION-FIRST GIVING	240.00	490.00	4,263.00			319.00
REGISTRATION-OFFICE	48.00		271.00			850.00
SPONSORSHIP			150.00	700.00		
Total 4730 AWARENESS WALK	534.16 \$	3,476.26 \$	26,600.75 \$	700.00 \$	0.00 \$	31,311.17
4740 LTTW Donations			500.00			500.00
4998 MISCELLANEOUS INCOME			40.00			40.00
Total Income	534.16 \$	3,750.91 \$	58,383.26 \$	1,150.00 \$	90.58 \$	63,908.91

	Chippewa Valley Chapter	Fox Cities	DSAW (State)	Green Bay	Not Specified	TOTAL
Walk Entertainment			150.00			150.00
Total 5640 AWARENESS WALK EXP	96.10	299.18	7,762.76	0.00	0.00	7,559.68
5700 MEMBER EVENT EXPENSE	128.00		741.14			869.14
DADs PROGRAM EXPENSE			70.57			70.57
PICNIC EXP			223.50			223.50
Valentines Day Dance			46.68			46.68
World Down syndrome Day			100.00			100.00
Total 5700 MEMBER EVENT EXPENSE	128.00	0.00	1,181.39	0.00	0.00	1,309.89
5810 SCHOLARSHIP-ENDOWMENT		170.00	1,500.00			1,500.00
5815 GRANT AWARD						170.00
5850 Board Expense			32.50			32.50
5930 Licenses and Fees			54.00			54.00
5990 MISCELLANEOUS			223.13			223.13
5992 Volunteer Program			6.00			6.00
Total Expenses	232.13	1,056.70	56,027.88	0.00	0.00	57,315.71
Net Operating Income	302.03	2,695.21	2,355.38	1,150.00	90.58	6,593.20
Net Income	302.03	2,695.21	2,355.38	1,150.00	90.58	6,593.20

Tuesday, Sep 06, 2011 07:22:02 PM GMT-5 - Accrual Basis

Application materials (application form and budget worksheet) are due by 4:00 p.m. on Friday, September 16, 2011.

Applicant:

Address:

Telephone:

Email address:

Applications should include a written or typed response to the following questions.

1. What Sparks Grant are you applying for?

- Grassroots Community Organizing
- Integrated Employment
- Self-Directed Supports

2. Please describe your project.

3. Who will be part of your project team? Describe how people with disabilities will be an integral part of your team?

4. What do you hope to accomplish with your project?

5. How much funding will you need to effectively implement your project (requests can be from \$500.00 to \$3,000)? Please include a detailed budget (see Budget Worksheet below).

6. What types of support (e.g., technical assistance, information, resources) do you anticipate needing to carry out your project successfully?

7. How will you know that your project is a success?

8. How will you share what happens as a result of your project?

Application materials are due by 4:00 p.m. on Friday, September 16, 2011. Application materials can be submitted via email, fax or regular mail.

- To submit via email, email your application materials to bpdd@wisconsin.gov.
- To submit via fax, fax your application materials to (608) 267-3906.
- To submit via regular mail, mail your application materials to:

Sparks Grants
c/o WI-BPDD
201 W. Washington Avenue
Suite 110
Madison, WI 53703



BUDGET WORKSHEET

In the following chart, please list all of your budget expenses. Budget requests can be from \$500.00 to \$3,000. Include any in-kind or cash support from another source. Funding cannot be used for infrastructure (e.g., computers, printers).

ITEM (be as specific as possible)	COST
TOTAL	
In-kind contributions	

SAMPLE BUDGET

ITEM (be as specific as possible)	COST
Meeting supplies (wall board, markers, post-it notes, copies)	\$150.00
Meeting space rental (\$100/event x 2 events)	\$200.00
Refreshments (\$100 x 2 meetings)	\$200.00
Transportation (Cab fair 20 consumers (\$25 ea.) x 2 meetings)	1000.00
TOTAL	\$1550.00
In-kind contributions	
Volunteers at 2 events (10 people for 4 hours x 2 events)	80 hours
Event t-shirts (donated from ABC org) 50 shirts x \$5.00 each	\$250.00

If you have questions, contact the applicable BPDD staff person:

- Grassroots Community Organizing Grants: John Shaw, (608) 266-7707, john1.shaw@wisconsin.gov
- Integrated Employment Grants: Ann Sievert, (608) 267-9897, ann.sievert@wisconsin.gov
- Self-Directed Supports Grants: Fil Clissa, (608) 266-5395, fil.clissa@wisconsin.gov

August Program Events and Outreach

Events & Outreach

- 8-19-2011 Penfield Sibling Presentation. Ron & Ellen showed a movie to six siblings who have brothers or sisters at Penfield (Birth to 3 and Early Childhood Center). We then asked the siblings some open ended questions and captured notes. We gave the notes to the Siblings and let them know that if they talk to their parents, their parents may be able to help them understand or answer their questions. One comment that stuck in my mind was that a sib was sad that she could not play with her brother more because the nurses and personal care workers were always tending to him.
- 8-4-2011 DADs Meeting with Behavior speaker Dr. Mark Sweet. Fifteen DADs attended the DADs meeting. We had requests from a number of grandmothers who wanted to attend. DSAW should re-visit grandparent functions at our strategic retreat and consider asking Dr. Mark Sweet to speak to grandparents in the future. Dr. Sweet talked about the importance of the child's perspective (What is he running to or running away from). He also spoke about describing behaviors such that they can be acted out (Wild can't be acted out. Throwing your coat in the middle of the basket ball court on the playground and running around it ten times is something that can be acted out.).

Upcoming Events

- 9-25-2011 Milwaukee Down Syndrome Awareness Walk
- 9-25-2011 Chippewa Valley Down Syndrome Awareness Walk
- 10-1-2011 Fox Cities Down Syndrome Awareness Walk
- 10-8-2011 Green Bay Down Syndrome Awareness Walk
- 10-8-2011 Sheboygan Down Syndrome Awareness Walk
- MADSS Madison Area Down Syndrome Walk 9-17-2011
- 10-8-2011 Buy Seasons Work Experience - Fundraiser (Pack Halloween Costumes)
- 10-15-2011 Buy Seasons Work Experience - Fundraiser (Pack Halloween Costumes)

Upcoming Outreach

- 10-20-2011, GREATER MILWAUKEE MEDICAL ASSISTANTS (GMMA) Down Syndrome Awareness Presentation.
- 11-5-2011, Mental Health and Wellness in conjunction with the Down syndrome Clinic.

Grants – Submitted

- MillerCoors \$3,000 for Employment Connect
- Walmart Muskego, \$1,000 for DADs
- ACE Hardware, \$1,000 for DADs

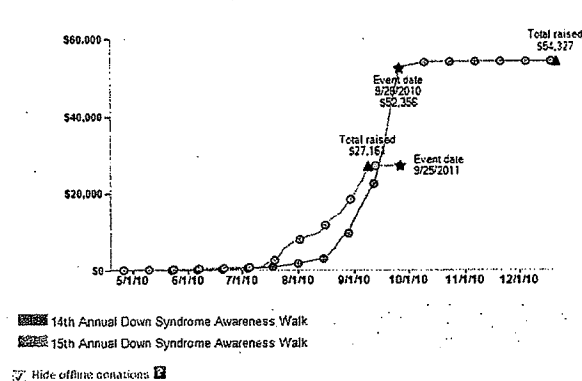
Grants – Received

- \$500 for self advocate stories from BPDD (check is being processed) – A special thank you to Bea and Andrew for their help soliciting the stories.

Walk

- Targeting 100 total volunteers
 - 60 Adult Volunteers Confirmed
 - 40 High School Volunteers are being solicited from four schools
- Volunteer Captain Meeting Training scheduled for Sept 11 at 3:00 PM.
- Employment Connect is a program where someone looking for a job can define the job they are looking for and where supporters will review the job descriptions and make introductions to someone who could potentially hire them. Employment Connect will include a fun display to draw attention to the new program.
- Registrations and Online Donations are two weeks ahead of last year's pace. The number of fundraising pages created is 20% above last year's total. The average fundraising page generated \$500 in donations last year.

Total Raised (online donations only)



Total Raised. \$54,327 \$27,161
 Online donations \$54,327

Updated 1 day ago

About your supporters

Registered for an event 572
 396

Created a page 109
 15% of registrants

128
 22% of registrants

Received donations 73
 67% of fundraising pages

54
 42% of fundraising pages

Average amount raised per page \$496.41

\$212.18

Western Lakes Golf Outing

- Ninety golfers attended the Western Lakes golf outing. The pace of play was significantly faster than last year's pace contributing to everyone's enjoyment (4.5 hours in 2011vs 5.75 hours in 2010). The event was finished up by about 7:00 PM.
- See treasurer's report for a summary of the golf outing financials.

Other

Grants – Milwaukee

- (1) \$170 grants was paid out in August by the Fox Cities for a member to attend the NDSC Conference.

Purchase of Office Copier

- The sharp copier was ordered, arrived and staff was trained.

Chapters

- Tax ID numbers and group 501(C)3 information for all Chapters were submitted.

Roadmap Sessions

- See Power point slides.



Wisconsin Board for People
With Developmental Disabilities

Take Your Legislator to Work Campaign **Showcasing the Employ-Ability of Workers with Disabilities**

*An invitation to Wisconsin lawmakers to visit
constituents with disabilities on the job*

To celebrate National Disability Employment Awareness Month, the Wisconsin Board for People with Developmental Disabilities (BPDD) is mounting a campaign to acknowledge and celebrate Wisconsin workers with disabilities. People with disabilities can be contributing members of our Wisconsin workforce.

Governor Walker has made job creation a top priority for our state. It's time to showcase the skills and talents of people with disabilities in Wisconsin. We want legislators to see the *employ-ability* of individuals with disabilities and their valuable contribution to Wisconsin's workforce.

The BPDD is looking across the state for individuals with disabilities who love their jobs and employers who love them! We invite people with disabilities and their families to share their employment experiences with their legislator. By having your legislator visit your workplace, we will spread the word that people with disabilities are valuable employees with essential skills who enhance the work environment for everyone. *All* people want to work in a positive, engaging environment in their community. Their contributions not only benefit their own economic status but contribute to Wisconsin's economy as well. Additionally, it improves the cost effectiveness of our Long-Term Care System. *Everyone* wants to help contribute to a brighter future for our state and our country.

The BPDD is also looking for facilitators to work with individuals in their region to coordinate visits.

For more information on telling your story or acting as a facilitator for those with inspiring stories, please contact Beth Moss at the BPDD at beth.moss@wisconsin.gov. You can also call 608-266-7826 or 888-332-1677.

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*To learn more about the Wisconsin Board for People with Developmental Disabilities,
visit: www.wi-bpdd.org.*

Down Syndrome Association of Wisconsin 2011 Annual Meeting

3211 S. Lake Drive, Suite 201, St. Francis, WI 53235

6:30 PM to 8:30 PM

Onsite child care available, please RSVP for child care by 9-22-2011
Please RSVP to ellen@dsaw.org or 414-327-3729

Preliminary Agenda:

- I. Report on One-Year Activities of DSAW
- II. Report on Budget/Financial Status of DSAW
- III. Establishment of Annual Dues
- IV. Revision of DSAW By-Laws (Tom)
- V. Nomination and Election of Directors
- VII. Open Floor for Members in Attendance

**BYLAWS
OF
DOWN SYNDROME ASSOCIATION OF WISCONSIN, INC.**

**ARTICLE I
NAME**

The name of the Corporation shall be DOWN SYNDROME ASSOCIATION OF WISCONSIN, INC.

**ARTICLE II
PURPOSES AND POWERS**

2.1 Purpose. The purpose of the Corporation shall be to provide individuals with Down syndrome and their families the opportunity to achieve their full potential; to encourage and support their full participation in community life; to promote positive awareness of Down syndrome; to advocate on behalf of individuals and families with Down syndrome; and to facilitate positive self esteem in individuals with Down syndrome.

2.2 Powers. The Corporation shall enjoy all powers allowed to nonprofit corporations by Chapter 181 of the Wisconsin Statutes and the United States Internal Revenue Code except as may otherwise be provided by the Articles of Incorporation or these Bylaws.

2.3 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein.

**ARTICLE III
OFFICES**

3.1 Registered Office and Agent. The address of the current registered office of Corporation is ~~9401 West Deloit Road, Milwaukee~~ 3211 South Lake Drive, Suite 113, St. Francis, Wisconsin 53227, 53235, and the name of the registered agent at this address is ~~Angie Feeh~~ Ronald Malloy. Either may be changed as provided by law, and the bylaws shall be deemed to be amended accordingly.

3.2 Other Offices. The Corporation may have offices at such place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require or make desirable.

**ARTICLE IV
DIRECTORS**

4.1 General Powers. The Board of Directors, hereinafter referred to as the Board, shall have the authority to control and manage the affairs and property of the Corporation, to adopt rules and regulations governing the action of the Board, staff, and volunteers. The Board shall have authority to engage such employees, consultants, contractors, etc. as it may deem

necessary and proper to carry out the purposes of the Corporation. In addition to the powers and authority by these Bylaws expressly conferred upon it, the Board may exercise all powers of the Corporation and do all such lawful acts and things as are not prohibited by law, by the Articles of Incorporation or by these Bylaws.

4.2 Number of Directors. The Board shall consist of no less than three (3) Directors, with such maximum of Directors as may be established from time to time by a two-thirds vote of the Board.

4.3 Election and Term of Office. New Directors shall be nominated and elected at the ~~September Board~~ annual meeting by majority vote of the Board to serve for 3 year terms, or until their successors are elected. The ~~September Board~~ annual meeting, or any Board meeting during which an election of new Directors is held, shall be open to the general membership of the Corporation. The President may call for a voice vote of Board members instead of a ballot. Their terms of office shall begin at the close of the Board meeting at which they are elected.

4.4 Vacancies. Vacancies in the Board which occur between election meetings shall be filled by two-thirds vote of the remaining Directors for the unexpired portion of the term of the vacancy.

4.5 Removal. Any Board member may be removed by two-thirds vote of the full Board then in office. Removal of a Board member ~~will~~ may be based on the following non-exclusive criteria:

- 4.5.1 absence from three consecutive Board meetings or six Board meetings a year;
- 4.5.2 failure to fulfill specified duties;
- 4.5.3 conflict of interest, disloyalty, unbecoming conduct, or any action bringing discredit to the Corporation.

4.6 Resignation. A Board member may resign by giving written notice to the President, to be effective on the date therein specified.

4.7 Compensation. Directors shall not be compensated for serving in the capacity of Director.

ARTICLE V OFFICERS

5.1 Titles and Duties. The Officers of the Corporation shall be elected by the Board and shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall perform the duties prescribed by these Bylaws, and as follows:

- 5.1.1 President. The President shall be subject to the direction of the Board, serve as the official representative of the Corporation and as its spokesperson on matters of corporation policy and positions, and shall

serve as an exofficio member of all committees. The President shall perform all duties incident to the office, and other duties as may be assigned by the Board.

- 5.1.2 Vice President. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be assigned by the Board.
- 5.1.3 Secretary. The Secretary shall keep minutes of all meetings of the Board, shall be the custodian of corporate records, shall give notices as are required by law, by the Articles of Incorporation, or by the Bylaws, or any duties which may be assigned by the Board.
- 5.1.4 Treasurer. The Treasurer shall have charge and custody of all funds of this Corporation, shall insure that all funds are deposited as required by the Board, shall insure that adequate and correct accounts of the Corporation's properties and business transactions are kept and maintained, shall render reports and accounting to the Board as required by the Board, or by law, and shall perform in general all duties assigned by the Board.
- 5.1.5 Other agents of the Corporation may be appointed by the Board as it deems necessary and shall serve at the pleasure of the Board. They shall have only such authority and shall perform only such duties as shall be delegated to them by the Board.

5.2 Election. The officers shall be elected by the Board at the September annual meeting in even-numbered years by a majority vote of the Board to serve for two years, or until their successors are elected. The September Board annual meeting, or any Board meeting during which an election of new officers is held, shall be open to the general membership of the Corporation. Voting The Board President may be by call for a voice or vote of Board members instead of a ballot vote at the election meeting. Their terms of office shall begin at the close of the election meeting at which they are elected. The Board President may call for a voice vote instead of a ballot vote at the election meeting.

5.3 Restrictions on Office. No officer may hold more than one office at a time unless approved by the Board.

5.4 Resignation. Any officer or agent may resign by giving written notice to the President.

5.5 Removal. Any officer may be removed from office, or agent removed from service, by two-thirds vote of the Board.

5.6 Vacancies. Vacancies in any office shall be filled by majority vote of the full Board for the unexpired term of the office.

5.7 Compensation. The President, Vice President and Treasurer shall not be compensated for services to the Corporation.

ARTICLE VI MEETINGS

6.1 Regular Meetings. Regular meetings of the Board shall be held at a time and place to be determined by the Board.

6.2 Annual. The Annual Meeting of the Corporation shall be held in ~~September~~October of each calendar year at such time and place to be determined by the Board.

6.3 Special Meetings. Special meetings of the Board may be called by the President of the Board or at the written request of at least two-thirds of the current Board. Any and all business to be transacted at any special meeting shall be specified in the notice thereof. Any and all business shall be transacted at any special meeting.

6.4 Notice of Meetings. Notice of the time and place of each annual, regular, or special meeting of the Board shall be given by or at the direction of the person or persons calling the meeting. Notice of the annual and special meetings shall be provided to each Board member at least five (5) days prior to the meeting. Notices of regular and election meetings need not specify the business to be transacted.

6.5 Quorum and Vote Required for Action. At all meetings of the Board, the presence of the majority of the number of Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by the Bylaws. In the absence of a quorum a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum be established.

6.6 Action by Directors Without a Meeting. Any action required or permitted of the Board or of any committee thereof may be taken without a meeting, if written consent is signed by all Directors on the Board or committee, as the case may be, and is filed with the minutes of the proceedings of the Board or committee. For purposes of this Section 6.6, written consent by individual Directors or committee members may take the form of individual electronic signatures in the form of electronic mail.

6.7 Proxy Votes. Directors may not vote by proxy.

6.8 Procedure of Meetings. Every meeting of the Board shall be presided over by the President of the Board, or in the absence of that officer, by the Vice President. The Secretary of the Board shall act as the Secretary of the meeting, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. All meetings shall be conducted in accordance with the parliamentary authority described by these Bylaws or otherwise adopted by the Board.

ARTICLE VII COMMITTEES

7.1 Appointment. With the exception of the Executive Committee, over which the President shall preside, each committee leader~~chair~~ shall be appointed by the President of the Board, with the advice and counsel of the full Board. All committee appointments expire at the end of the ~~calendar year~~term of the President, but not until ~~successors~~successor committee chairs are appointed.

7.2 Committees. The Board of Directors ~~by resolution adopted by a majority of the Board of Directors may designate one or more committees, each of which shall consist of two or more individuals selected from the Board or general membership. The committees to the extent provided in said resolution or by these Bylaws shall have and exercise the authority of the general membership in the management of the organization.~~may authorize such other committees, including both standing and ad hoc committees, as it may deem advisable from time to time for the purpose of advising or aiding the officers in the management of the affairs of the Corporation. Such committees shall have such authorities and duties as the Board may from time to time prescribe.

7.3 Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and such other members as the Board may appoint. Meetings of the Executive Committee may be called during intervals between meetings by the President or Secretary or when requested by any two members of the Executive Committee. All actions of the Executive Committee between Board meetings shall be presented to the Board at its next succeeding meeting. A simple majority of members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. The act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

7.4 Other Committees. ~~The Board of Directors may authorize such other committees, including both standing and ad hoc committees, as it may deem advisable from time to time for the purpose of advising or aiding the officers in the management of the affairs of the Corporation. Such committees shall have such authorities and duties as the Board may from time to time prescribe.~~

ARTICLE VIII MEMBERSHIP

8.1 Membership. The Board of Directors may admit persons to membership in the Corporation on and subject to the terms and conditions of the Articles of Incorporation and these Bylaws. Members shall not have any property rights in the assets of the Corporation. A member pays nominal annual dues for which he/she receives meeting notices and publications, as well as other services provided by the organization. A member has a right to nominate individuals for consideration as officers or Directors from the floor ~~and vote~~ at the Annual Meeting.

8.2 Annual Meetings. The Annual Meeting of the membership shall be held in ~~September~~October of each calendar year at such time and place to be determined by the Board.

8.3 Dues. The Board shall establish annual dues at each Annual Meeting.

ARTICLE IX PRESIDENT

9.1 Election. The President shall be elected by the Board of Directors.

9.2 Term of Office. The President shall serve a two year term.

9.3 Duties and Responsibilities. The President shall be the principal executive officer and shall in general supervise all of the business and affairs of the Corporation. The President shall preside at all meetings of the general membership. The President may sign, with the secretary, or any other proper agent authorized by the ~~general membership~~Board, any deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the ~~general membership~~Board or by these Bylaws or by statute ~~or by statute~~ to some other officer or agent of the Corporation; and shall in general perform all duties as may be prescribed by the general membership from time to time.

ARTICLE X CONTRACTS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS

10.1 Checks, Notes and Contracts. The Board is authorized to select such banks for depositories as it shall deem proper for the funds of the Corporation. The President and Treasurer, or, in the absence of the President, the Vice President and Treasurer, shall be authorized from time to time, on the Corporation's behalf, to sign checks, drafts, or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or execute and deliver documents and other instruments. The President and Treasurer may delegate the authority in this Paragraph, in writing approved by the Board of Directors, to an agent of the Corporation who is a paid staff member of the Corporation. The President, Treasurer or the Board may withdraw the delegation of authorization at any time, with or without notice to the agent of the Corporation.

ARTICLE XI INDEMNIFICATION

11.1 Indemnification. The Corporation shall, to the fullest extent allowed by applicable law, indemnify any person from and against any claim, suit, action, proceeding, prosecution, judgment, fine, loss, damage, and/or cost including reasonable attorney's fees, reasonably arising from the fact that said person, or his or her testator or intestate:

11.1.1 is or was a director, officer, employee, or agent of the Corporation and was acting in the scope of authority provided under the Articles or these by-laws as a director or officer of the Corporation or, as applicable, was acting under the scope of employment as an employee or agent of the Corporation; or

11.1.2 served any other corporations, organization, or enterprise in any legal capacity at the request of the Corporation; and so long as such liability reasonably arose from acts or omissions performed in good faith and reasonably believed to be in, or in the case of service for another corporation, organization, or enterprise, not reasonably opposed to the best interests of the Corporation and, with regard to criminal actions, were performed with reasonable cause to believe that his or her conduct was in fact lawful.

ARTICLE XII AUDIT

12.1 Audit. At least 60 days prior to the close of ~~the~~every third fiscal year, ~~which date shall be determined by the Board, commencing with the fiscal year of 2012,~~ the Board shall appoint or retain an auditor who shall be responsible for preparing the Corporation's Annual Financial Report.

ARTICLE XIII PARLIAMENTARY PROCEDURE

13.1 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised as published by the trustees as Robert's Rules Association, as amended, shall govern the Corporation in all cases to which they are applicable and not inconsistent with these Bylaws and any special rules of order that the Corporation may adopt from time to time.

ARTICLE IV AMENDMENT AND RESCINDING OF BYLAWS

14.1 Rescinding Prior Bylaws. By adopting the above Articles, all Bylaws of the Corporation existing prior to the adopting of said Articles are rescinded.

14.2 Amendment of laws. These Bylaws may be amended at any regular meeting of the Corporation by two-thirds vote of those Board members present, providing that the amendment has been submitted in writing and distributed to each Board member at the previous regular meeting.

14.3 Date of these Bylaws. These Bylaws were voted on and approved as of _____.