

**INTERCHANGE, INC. BYLAWS
(updated 2023)**

ARTICLE I
GENERAL

- A. **Name.** This corporation has been incorporated in the State of Wisconsin as a nonstock corporation, pursuant to Wisconsin Statutes section 181.0831, by filing its articles of incorporation on the 9th of June 1972. The corporation shall be known as Interchange, Inc.
- B. **Fiscal Year.** The fiscal year of Interchange, Inc. shall begin on the first day of January and end on the last day of December in each year.
- C. **Members.** Interchange, Inc. shall not have members with voting rights.
- D. **Supporting Congregations.**
1. **Membership:** Supporting Congregations are those congregations which have, by vote of their governing bodies, subscribed to the purposes and bylaws of Interchange, Inc., have been voted into inclusion as a Supporting Congregation by a majority (51%) of the Interchange, Inc. Board Directors then in office, and have pledged financial support.
 2. **Rights:** Supporting Congregations shall have the right to be represented in the governance of Interchange, Inc, either on the Board of Directors, on a committee of the Board, or on any advisory council. Congregations can nominate a member of their congregation to either role in accordance with the Nomination Policy as adopted by the Board of Directors.
 3. **Removal:** A Supporting Congregation can be removed from Interchange, Inc. by a two-thirds majority (66%) of the Directors then in office at any regular or special meeting of the Board. Any Congregation proposed to be removed shall be entitled to at least seven (7) days' notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE II
CHARITABLE MISSION & LIMITATIONS

- A. **General Purposes.** The corporation is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In the pursuit of such purposes, the corporation may engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes, or the corresponding chapter of any future state statutes.

B. Limitation on Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 and distributions in furtherance of the purposes set forth in Article II, Section A.

C. Limitation on Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III BOARD OF DIRECTORS

A. General Powers. The property, affairs and all other corporate powers of Interchange, Inc. shall be governed by its Board of Directors. The Board may delegate to such committees, councils, or other groups as it shall create any of its powers that it may deem judicious, keeping in mind that it has the ultimate responsibility for Interchange, Inc. and that it must ensure proper accountability by each of its committees. The Board may also authorize a person to exercise some or all of the powers of the Board.

B. 1. Number, Election, Tenure, Qualifications. The number of Directors shall be no fewer than allowed by law which, at time of approval of these bylaws, is three. One third of the Directors shall be elected each year by a simple majority (51%) vote at the annual meeting or at such other meeting as shall be called for that purpose. Except as hereinafter provided, each Director shall serve a term of 3 years following election or until the Director becomes disqualified to hold office. Each Director shall hold office for the term elected and until the successor shall have been elected and qualified. There is no limit to the number of successive terms Directors may be elected to serve. Directors need not be residents of Wisconsin. At least a simple majority (51%) of the Directors currently in office shall be representatives of Interchange, Inc.'s Supporting Congregations. No Supporting Congregation may have more than 2 representatives serving on the Board at any given time.

2. Initial Board. Upon adoption of these bylaws, the Board shall be comprised of the following nine (9) Directors. Each Director is considered to be serving a portion of their first term of office and so may be elected to serve another 3 years term at the end of their current term. Directors with one year remaining in their terms: (Director 1), (Director 2), (Director 3). Directors with 2 years remaining in their terms: (Director 4), (Director 5), (Director 6). Directors with 3 years remaining in their terms: (Director 7), (Director 8), (Director 9).

C. Annual Meeting. The annual meeting of the Board of Interchange, Inc. shall be held in the month of January each year, or at such other time as shall be called.

D. Regular Meetings. Regular meetings of the Board of Directors shall be held at least six times throughout the year at such place, times and upon such notice as the Board of

Directors may determine within its discretion.

E. Executive Session. Executive session may be called by a simple majority (51%) vote of the Board of Directors. Executive session will be closed to all except the Board of Directors of Interchange, Inc., unless the Board chooses to invite additional individuals for the purpose of clarifying the issue at hand.

F. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or upon the written request of at least three of the Directors of the Board. The person or persons authorized to call special meetings of the Board may designate any place, either within or outside of the State of Wisconsin, for holding any special meeting of the Board. No special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least 10 days prior to such meeting.

G. Quorum. A majority (51%) of the Board of Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may attend any meeting of the Board of Directors through use of a conference telephone or other method of communication so long as all persons participating in the meeting can communicate with one another and have access to the same information and materials. No action may be taken at a regular or special meeting of the Board unless a quorum is present, except that the Directors present may adjourn the meeting.

H. Proxies. There shall be no proxies. At any meeting of the Board of Directors, a Director will vote in person by voice, hand, or ballot.

I. Manner of Acting. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

J. Removal. A Director may be removed from the Board for failure to attend at least 75% of regular meetings in a year. Any Director may be removed at a regular or special meeting of the Board by a two-thirds majority (66%) vote of the Board. Any Director proposed to be removed shall be entitled to at least seven (7) days' notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

K. Resignation. Any Director may resign from the Board of Directors at any time by giving a written notice to the President or the Secretary of the Board. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to be effective.

L. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the previous Director.

M. Compensation. No Director shall receive any remuneration for services as a Director or Officer of the Board. When authorized by the Board of Directors, reimbursement may be made for travel or other out-of-pocket expenses incurred in discharging official duties as prescribed by the Board of Directors.

N. Conflict of Interest. The Board of Directors shall adopt a conflict of interest policy that complies with all requirements of the Internal Revenue Code of 1986, as amended, and the regulations thereunder and shall review that policy annually.

O. Prohibited Transactions. The corporation shall not make a payment, grant, or loan of a dividend or any part of the assets, income, or profit of a corporation to its members, Directors or Officers, but does not include the payment of reasonable compensation, benefits, pensions, incentive compensation or the reimbursement of expenses.

P Written Consent. An action required or permitted to be taken at a Board meeting may be taken without a meeting if a consent in writing setting forth the action is signed by two thirds (66%) of the Directors then in office. "In writing" includes, without limitation, a communication that is transmitted or received by electronic means such as an email. "Sign" includes, without limitation, an electronic signature such as a "yes" or "I consent" included in an email sent to the Board President or Secretary, from an email account of the consenting Director that is on file with the corporation as the appropriate email address for such Director. A consent under this section has the same force and effect as a vote of the Board of Directors taken at a meeting that is duly noticed and held. Prior to approval, the text of the written consent must be distributed to all directors then in office. After the written consent has been adopted it must be distributed to all Directors then in office, together with the effective date and time. Failure to provide notice, however, shall not invalidate the action taken by written consent. When at all possible, the distributions required under this section shall be sent via electronic means, unless a Director does not have access to such means and separate arrangements shall be made.

Q. Notice. Notice of any regular or special meeting of the Board of Directors shall be given at least 5 days previously thereto, unless otherwise specified by law or these bylaws, by written notice to each Director at the address shown by the records of the corporation, or by direct verbal communication to the Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Written notice directly to the Director through the use of any method of electronic communication shall be deemed deliverable when the notice is successfully transmitted to a number or address supplied by the Director. The business to be transacted at, or the purpose of, any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

R. Waiver of Notice. A Director may waive any required notice before or after the date stated in a notice. The waiver must be in writing, signed by the Director, delivered to the corporation, and included in the minutes. A Director's attendance at a meeting waives objection to lack of notice or defective notice unless the Director at the beginning of the meeting objects. A Director's attendance at a meeting waives objection to consideration of a particular matter at the meeting unless the Director objects to considering the matter when it is presented.

ARTICLE IV OFFICERS

A. Officers. The officers of the Board of Directors shall be: the President, Vice President, Treasurer, Secretary, and such other offices which may be created by the Board. No two offices may be held by the same person.

B. Elections and Term of Office. Officers shall be elected from and by a majority of the Board of Directors at the annual meeting of the Directors or at such other meeting of the Directors as shall be called for that purpose. Vacancies may be filled and new offices may be created and filled at any meeting of the Board of Directors. Officers elected shall hold office for the ensuing 24 months or until their successors are duly elected and qualified. Officers may be elected for one additional term. Should an officer be elected in the sixth and final year of Board service that officer may extend their term on the Board for one additional year to complete their term as an Officer of the Board.

C. Removal. Any officer elected by the Board of Directors may be removed by a vote of a two-thirds (66%) of the Directors. Any officer proposed to be removed shall be entitled to at least seven (7) days' notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal as an officer shall not impact the Director's role as a Director, unless the vote to remove the officer specifies that the officer is also removed as a Director.

D. Resignation. Any officer may resign from the Board of Directors at any time by giving a written notice to the President or the Secretary of the Board. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to be effective.

E. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion by an election consistent with Section B above.

F. President. The President shall preside at all meetings of the Board of Directors. Subject to the direction and mandate of the Board, the President shall be in charge of the affairs of Interchange, Inc. in partnership with the Chief Staff officer; shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that general responsibility is assigned to some other person by the Board; shall appoint all chairpersons of committees; and, in general, shall discharge all duties as may be prescribed by the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of Interchange, Inc., or a different mode of execution is expressly prescribed by the Board or these bylaws, the President may execute for Interchange, Inc. any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed; the President may accomplish such execution either individually or with any other officer authorized by the Board, according to the requirements of the form or the instrument.

G. Vice President. In the absence of the President or in the event of the President's inability to act, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

H. Treasurer. The Treasurer shall be the principal financial officer of Interchange, Inc.. The Treasurer shall see that adequate financial books and records are instituted and maintained for Interchange, Inc.; shall ensure that all monies due and payable to Interchange, Inc. are received, that receipts are given, and that these monies are deposited in the name of Interchange, Inc. in such banks or other depositories as shall be selected by the Board of Directors. The Treasurer shall be responsible for ensuring the submittal of an annual financial statement and furnishing reports on all financial matters to the Board of Directors at its regular meetings. The Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine.

I. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; oversee the corporation's records; keep a register of the names and contact information of each Director; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

ARTICLE V COMMITTEES

A. Committees. The Board of Directors may from time to time create standing or ad hoc committees or ancillary bodies at a regular or special meeting of the Board. The direction and guidelines of such committees and ancillary bodies shall be provided by the

Board of Directors. The chairpersons of such committees shall be appointed by the President.

B Composition. Each committee of the Board shall be composed of at least three Directors of the Board. Other committee members may be elected or appointed to serve on the committee as determined by Board guidelines.

C. Quorum. A majority (51%) shall constitute a quorum, unless otherwise provided in the resolution of the Board of Directors designating a committee. No action may be taken at a meeting of a committee unless a quorum is present, except adjournment.

D Rules. Each committee may adopt rules for its own governance not inconsistent with state statutes, these bylaws, or with rules adopted by the Board of Directors.

E Removal. Any chairperson of a committee may be removed by a two-thirds majority (66%) vote of the Board of Directors with or without cause.

F Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

G. Prohibitions. No committee shall have the authority to:

1. Select, elect, appoint or remove any Director or officer of Interchange, Inc.;
2. Adopt a plan of merger or consolidation;
3. Authorize sale, lease, exchange or mortgage of all or substantially all of the property of the corporation;
4. Authorize dissolution;
5. Adopt plans for distribution of the assets; or
6. Amend, alter, or repeal these bylaws or any resolution of the Board.

H Notice and Waiver. The same notice and waiver requirements of Board meetings shall apply to committee meetings except that only the Directors which are a part of such committee must receive notice.

ARTICLE VI BUSINESS ADMINISTRATION

A. Obligations. Any decision that would put the organization under a financial obligation, such as a loan, purchase of a building, etc., must be passed by a two-thirds majority (66%) of the Board.

B. Special Powers. In order to acquire funds for the purposes of Interchange, Inc., the Directors shall have the power to:

1. hold or sponsor fundraising events;

2. solicit donations;
 3. borrow funds and give evidence of indebtedness;
 4. prepare and submit proposals; and
 5. hire consultants to advise the Board on matters relating to the organization's, administration and programs.
- C. Contracts. The Board of Directors may authorize any officer or officers, employee or employees, agent or agents of Interchange, Inc., in addition to the officers so authorized by these bylaws, to enter into any contract or execute any contract or execute and deliver any instrument in the name of and on behalf of Interchange, Inc. and such authority may be general or confined to specific instances.
- D. Payments. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of Interchange, Inc., shall be signed by such officer or officers, employee or employees, agent or agents of Interchange, Inc. in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and counter-signed by the Vice President of the Board of Directors.
- E. Deposits. All funds of Interchange, Inc. shall be deposited to the credit of Interchange, Inc. in such banks, trust companies or other depositories as the Board of Directors may select.
- F. Funds. The Board of Directors, President, Chief Staff officer, and their designees may accept on behalf of Interchange, Inc. any contribution, gift, bequest or device for the general purpose or for any special purpose of Interchange, Inc..
- H. Audit. When annual contributions exceed \$400,000, the organization receives at least \$500,000 from any combination of three specified agencies of the Federal government, the State of Wisconsin awards at least \$25,000, or a funding source requires it, an audit shall be conducted by an independent certified public accountant.
- I. Legal Counsel. The Board of Directors shall approve the selection of counsel to address its corporate legal needs.

ARTICLE VII BOOKS AND RECORDS

Interchange, Inc. shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of Board and committee meetings; and shall keep at the registered or principal office a record of the names and contact information of the Directors serving on the Board and members of any committees of the Board. All books and records of Interchange, Inc., except confidential personnel records, may be inspected by any Director, or Director's agent or attorney, any public officials or any contributor, for any proper purpose at any reasonable time.

ARTICLE VIII
INDEMNIFICATION

A. Mandatory Indemnification. Interchange, Inc. shall, to the fullest extent permitted or required by Chapter 181 of the Wisconsin Statutes, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Chapter 181 of the Wisconsin Statutes.

B. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of anyone or more of such Directors, Officers, employees or agents, whether or not the corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section A of this Article, and (b) entering into individual or group indemnification agreements with anyone or more of such Directors or Officers.

C. Indemnification of Employees. All of the provisions of Article VII Sections A. and B. may also apply to any employee of Interchange, Inc.. In this article, “employee” includes an individual who is or was an employee of Interchange, Inc..

D. Indemnification of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181 of the Wisconsin Statutes or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE IX
AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of Interchange, Inc. with such powers and to perform such acts or duties on behalf of Interchange, Inc. as the Board of Directors may authorize, so far as is consistent with these bylaws and to the extent permitted by law.

ARTICLE X
CORPORATE STATUS

Interchange, Inc. is a non-stock corporation organized under Chapter 181 of the Wisconsin Statutes, and is not conducted for pecuniary profit. All aspects of the operation of Interchange, Inc. shall be conducted in accordance with applicable laws, rules, and regulations of State of Wisconsin and any funding sources of Interchange, Inc..

ARTICLE XI
DISSOLUTION

If Interchange, Inc. proves unable to carry out the purpose for which it was created, the Corporation shall be dissolved in accordance with the law. Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Interchange, Inc., dispose of the assets of the Corporation to such organization or organizations as the Board of Directors shall select, which qualify as exempt under Code 501(c)(3) and whose work is in a field related to the mission and goals of Interchange, Inc.. If the Board of Directors proves unable to agree upon the disposition of Interchange, Inc.'s assets, all residual assets shall be surrendered to the Circuit Court in the county in which Interchange, Inc.'s principal office is located for disposition by the Court for the benefit of other organizations that are exempt under Code 501(c)(3).

ARTICLE XII
AMENDMENTS

A. Amendments: The bylaws of Interchange, Inc. may be amended or repealed, and new bylaws may be adopted by a two-thirds majority (66%) vote of the Board at any regular or special meeting, provided that at least 10 days' written notice is given of intention to alter, amend, repeal or to adopt new bylaws at such meeting. A summary of the proposed amendment(s) or the proposed amendment(s) themselves shall be included with the notice.

B. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Date Adopted

Secretary