

## Bylaws/articles of incorporation.

[Milwaukee, Wis.: GPU], 1970/1981

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Bylaws

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Articles of  
Incorporation



# **GAY PEOPLES UNION, INC.**

## **BYLAWS**

### **ARTICLE I- PURPOSES**

The corporation shall carry out the purposes set forth in the articles of incorporation for the benefit of its members and society.

### **ARTICLE II - MEMBERSHIP**

Section 1 -- All adults who are sincerely interested in furthering the purposes of the corporation and have evidenced such interest by attending three meetings of the membership may become members upon payment of annual dues of \$2.00.

Section 2 -- Honorary members, without vote, may be chosen by the board of directors. They shall be individuals who have contributed outstanding service within the fields covered by the purposes of the corporation.

Section 3 -- Members, except honorary members, shall be entitled to one vote on each matter submitted to a vote of

members. Proxy voting shall not be permitted. Members may vote for election of directors or officers by written absentee ballots filed with the secretary not less than 24 hours before the election meeting.

Section 4 -- Membership shall terminate on death, resignation or removal by four-fifths vote of the board of directors after appropriate hearing and for cause. The board shall report in writing to the next membership business meeting on the reasons for such removal.

### **ARTICLE III - MEMBERSHIP MEETINGS**

Section 1 -- Regular monthly business meetings of the membership shall be held on the first Monday in each month that is not a legal holiday. The business meeting held in February of each year shall be the annual business meeting of members.

Section 2 -- Social meetings of the



members shall be held on all other Mondays.

Section 3 -- Special business meetings of the members may be called by the president or board of directors on written notice mailed to members at their addresses shown on the membership records of the secretary ten days prior to the date of such special meeting.

Section 4 -- All meetings of members shall be open to the public.

Section 5 -- A quorum of members at a business meeting shall be 25 or 10 % of the members, whichever is greater. Absentee ballots shall not be counted in computing a quorum.

#### **ARTICLE IV -**

#### **BOARD OF DIRECTORS**

Section 1 -- The affairs of the corporation shall be governed by a board of five directors who shall be members of the corporation. No director shall hold any other elective office in the corporation while a

member of the board of directors.

Section 2 -- Directors elected subsequent to the directors named in the articles of incorporation shall be members of the corporation for a period of 120 days prior to nomination for election, and shall be elected by the members.

Section 3 -- Nominations for directors shall be made at the business meeting of members in November of each year. Election of directors shall take place at the December business meeting of members in each year.

Section 4 -- Election of directors shall be by written ballot. Terms shall commence upon the adjournment of the meeting at which they are elected. A majority of the votes cast for each vacancy shall be necessary to elect.

Section 5 -- In the initial election of the board, the three candidates receiving the highest number of votes shall serve

for two-year terms and the remaining two candidates shall serve for one-year terms. Thereafter, all directors shall be elected for two-year terms and until their successors are elected.

Section 6 -- Any vacancy in the office of director shall be filled by a special election of members at the first regular business meeting of the members, not less than 30 days after the vacancy, to fill the unexpired term. A vacancy on the board of directors shall exist upon the death of a director, receipt by the secretary of a written resignation of a director or removal as a director by a majority vote of the remaining directors.

Section 7 -- A director may be removed from office upon the two-thirds affirmative vote of the entire membership at any regular business meeting.

Section 8 -- The board of directors shall meet at least once during



each calendar month at a time and place of their discretion. A quorum of the board of directors shall consist of four members thereof.

Section 9 -- The board of directors annually shall elect, from among its own members, a chairperson to preside at meetings of the board.

Section 10 -- All officers of the corporation shall be **ex officio** members of the board, without vote.

## **ARTICLE V - OFFICERS**

Section 1 -- The general officers of the corporation shall be a president, a vice president, a secretary and a treasurer. An officer shall be a member of the corporation for a period of 120 days prior to nomination for election except for the first election of officers, when this qualification is waived. Officers shall be elected by vote of members.

Section 2 -- Nominations of officers shall be made during the business meeting in

December of each year. Election of officers shall be held during the business meeting in January of each year. Elections shall be by written ballot and shall take effect at the expiration of the meeting at which they are elected. A majority of the votes cast shall be necessary to elect.

Section 3 -- Officers shall be elected for a term of one year and until their successors are elected. A vacancy shall be filled by a special election at the next business meeting of the members, occurring not less than 30 days after the vacancy, for the unexpired term. A vacancy in the position of officer shall exist upon the death of an officer, his/her resignation or by removal by the board of directors.

Section 4 -- The president shall preside over meetings of the members. He/she shall appoint the chairperson of all

committees authorized and, in consultation with such chairperson, appoint the members of such committees and shall be an **ex officio** member, without vote, of all committees. The president shall be responsible for the daily operation of the corporation and have such other duties and responsibilities pertaining to this office as are usual and customary.

Section 5 -- The vice president shall discharge the duties of the president in the absence or inability to act of the president and shall perform such other duties as may be delegated by the president.

Section 6 -- The secretary shall keep minutes of business meetings of the members, handle correspondence, maintain membership rolls and discharge the normal responsibilities of such office. The secretary will also be responsible for maintaining a file of official reports sub-

mitted by the chairperson of each committee and the preparation of an annual report to the membership.

Section 7 -- The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for dues and other money due and payable to the corporation from any source whatsoever and deposit all such monies, in the name of the corporation, in such depositories as may be selected by the board of directors. He/she shall, in general, perform all of the duties incident to the office of treasurer and have such other duties and exercise such other authority as may from time to time be delegated or assigned to him/her by the president or the board of directors. All disbursements in excess of \$25.00 shall be approved by the board of directors prior to payment. The treasurer shall



submit a quarterly financial report to the board of directors and an audited annual report to the membership at the annual business meeting of members on the first Monday in February of each year.

#### **ARTICLE VI - PARLIAMENTARY AUTHORITY**

Robert's Rules of Order are the parliamentary authority for all matters and procedures not specifically covered by statute or these bylaws.

#### **ARTICLE VII - FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.

#### **ARTICLE VIII - AMENDMENT**

Bylaws may be adopted, amended or repealed at any business meeting of the members, by a two-thirds vote of the members present. Amendments may be proposed by any member.



**ARTICLES OF  
INCORPORATION  
OF  
GAY PEOPLES  
UNION, INC.**

I, the undersigned, a natural person over the age of 18 years, acting as incorporator of a corporation without stock and not for profit under the Wisconsin Nonstock Corporation Law (Chap. 181, Wis. Stat.), hereby adopt the following Articles of Incorporation for such corporation:

**I.**

**The name of  
the corporation  
shall be:  
GAY PEOPLES  
UNION, INC.**

**II.**

The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding

provisions of any future United States Internal Revenue Code).

### III.

The corporation shall operate within the State of Wisconsin and shall be without capital stock. 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, hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these ar-

ticles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under §170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### IV.

The affairs of the corporation shall be managed by a board of directors consisting of such number of members, not less than five, as may be provided in the bylaws. The directors shall be elected in such manner and for such terms as shall be specified in the bylaws. The directors may be removed from office for cause or for any reason provided in the bylaws.

**V.**

The initial board of directors shall consist of the following five persons:

Eldon Murray  
Gerald Earl Meyers  
Louis W. Stimac  
Donna Utke  
Michael J. Mitchell

**VI.**

The members of the corporation shall consist of the persons designated herein as members of the initial board of directors, and such other persons as may be accepted under the provisions of the bylaws. The qualifications, rights and method of acceptance and termination of members shall be set forth in the bylaws.

The right of a member to vote shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets on dissolution of the corporation.



## VII.

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as the exempt organization or organizations under § 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall



determine, which are organized and operate exclusively for such purposes.

#### VIII.

The principal place of the business of the corporation shall be 911 East Ogden Avenue, Milwaukee, Wisconsin, 53202. The mailing address is P.O. Box 90530, Milwaukee, Wisconsin, 53202.

#### IX.

The registered agent of the corporation, at the time of the adoption of its articles of incorporation, is Louis W. Stimac, 2227 West Linwal Lane, Milwaukee, Wisconsin, 53209.

#### X.

The name and address of the incorporator is Louis W. Stimac, 2227 West Linwal Lane, Milwaukee, Wisconsin, 53209.

## XI.

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

Dated at Milwaukee,  
Wisconsin, this 27th day of Oc-  
tober, 1972.

Louis W. Stimac (s)  
STATE OF WISCONSIN )  
 ) SS.  
MILWAUKEE COUNTY )

Personally came before me this 27th day of October, 1972, the above-named Louis W. Stimac, to me known to be the person who executed the above and foregoing instrument and acknowledged the same.

This document was drafted by  
Howard G. Brown.

Howard G. Brown  
Notary Public,  
Milw. County, Wis.  
My commission is permanent.

